

Institute of Electrical and Electronics Engineers Circuits and Systems Society Bylaws

Revised May 2024

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
Section 7	Vice President – Education and Communications
Section 8	Vice President – Industry
BYLAW III	Board of Governors Members at Large
Section 1	Regional Members at Large
BYLAW IV	Nominations, Elections, Appointments 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 3.4	Appointment of Board of Governors Members
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
Section 6	Participation in IEEE Councils, Technical Communities, and Affinity Groups
BYLAW V	Membership and Society Affiliates
Section 1	Full Members
Section 2	Other Members
Section 3	Affiliate Members
BYLAW VI	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
Section 8	Education and Communications Division
Section 9	Industry Division

BYLAW VII 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	Diversity, Equity, and Inclusion Committee
Section 6	Editor-in-Chief Selection Committee
Section 7	Editorial Board
Section 8	Conference Organizing Committees
Section 9	Technical Committees, Special Interest Groups and Standards Activities Sub-Division
Section 10	Long-term Strategy Committee
Section 11	Budget Committee
Section 12	Grievance Board

BYLAW VIII 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 IX 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 X 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 VII 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 VI 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 VI 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 VI 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 VI 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 VI Section 6. He/She shall encourage Society activities and membership development in all Regions.

Section 7. Vice President – Education and Communications

There shall be a Vice President - Education and Communications, who shall chair the Education and Communications Division as described in Bylaw VI Section 8.

Section 8. Vice President – Industry

There shall be a Vice President – Industry, who shall chair the Industry Division as described in Bylaw VI Section 9.

BYLAW III – Board of Governors Members at Large

Section 1. Regional Members at Large

Among the fifteen Members at Large of the Board of Governors, a total of four shall serve as Regional Member at Large, one each for regions 1-7 (US and Canada), 8 (Europe/Middle East/Africa), 9 (Latin America) and 10 (Asia/Pacific Rim). They shall be members of the corresponding regions and shall be elected by members of the same regions. They will serve for a three-year term, and for a maximum of two terms to represent their specific regions.

BYLAW IV – Nominations, Elections, Appointments 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 four more members of the Society representing each regional group (Regions 1-7, Region 8, Region 9, and Region 10). At least two of the four 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. The Nominations Committee shall propose an Election and Appointment schedule for the year for approval by the Board of Governors, if approved all Elections and Appointments will follow this schedule.

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 and Appointment 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, according to the election schedule for that year approved by the Board of Governors at the start of the year, the election schedule will be posted to the CASS website and included in the Society Newsletter for member awareness. 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 at a nomination meeting of the organizational unit, provided such nominations are made at least 28 days before

the date of election. The number of signatures required on a petition shall be determined 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. 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 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

According to the election schedule 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 one and a half (1.5) times the number of vacant positions in a given year from the Society membership, excluding undergraduate and graduate students and affiliates, to fill member-at-large seats on the Board of Governors. During the year in which the term expires for the current Regional Members at Large, the Nominations Committee shall also nominate, for each of the expiring position(s), at least two (2) individuals from the Society members at large of the corresponding region(s), excluding undergraduate and graduate students and affiliates. A candidate can be nominated for both Member at Large and Regional Member at Large. 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 notice shall be sent to each member of the Society, 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 the prescribed deadline will be counted. The Society Executive Office shall transmit the results of the election to the President and Chair of the Nominations Committee of the at the close of the ballot and once official results have been received.

The candidate receiving the largest number of votes by the regional membership will be elected Regional Member at Large for that specific region, vacancies in this position should be addressed first upon tallying of ballots. The remaining Member at Large seats will be assigned to the candidates receiving the largest number of votes by the global membership, so that the sum of the elected Member at Large and Regional Member at Large shall be equal to five. 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. 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. 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 IEEE. Unless disapproval of such elected members is received within sixty days of such transmittal, the election becomes final.

Section 3.4 Appointment of Board of Governors Members

After the slate of candidates for the elections process described in Section 3.3 becomes final, the President, in consultation with the President-Elect and the Past President shall appoint:

1. one individual from the Society members who qualify for the IEEE Young Professionals Program (YP), meaning they are members who have received their first professional degree within the last fifteen years.
2. one individual from the Society members who qualify for the IEEE Women in Engineering Program (WiE). For this position, the President shall also consult with the CASS Chair of the Diversity, Equity, and Inclusion Committee, for his/her recommendation.

to fill a seat on the Board of Governors starting January 1st of the year following the appointment.

A request for consent shall be sent to the incumbent Board of Governors for individual ratification of the appointments. In case of disapproval, a different individual must be appointed following the same procedure until ratification approval by the incumbent Board of Governors is obtained.

An individual appointed for the YP/WiE member seat on the Board of Governors must be a YP/WiE member at the time he/she would take office. These appointed members shall be considered Board of Governors members with a vote.

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 year according to the appointment schedule for that year approved by the Board of Governors at the start of the year, the appointment schedule will be posted to the CASS website and included in the Society Newsletter for member awareness. The call must carry with it a statement setting 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. Nominations must be submitted by a Society Member in good standing to be considered.

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, and to the general membership of the Society.

Section 4.3 Nomination by Petition

Nomination petitions for the officers appointed by the Board of Governors require signatures from at least 22% of the voting members of the Board of Governors. The petition must be submitted to the Nominations Committee, together with the biography and position statement of the candidate no later than 28 days prior to the scheduled opening of the appointment ballot.

Section 4.4 Additional Nominations

If declinations are received after the nominations for officers have been made, but before ballots have been mailed, the Nominations and Appointments Committee 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 Chair of the Nominations Committee shall submit nominations for Officers to the IEEE once finalized.

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, Vice President – Publications, Vice President – Education and Communications, and Vice President – Industry. 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 by the deadline found in the year’s approved Appointment schedule. 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 the deadline found in the year’s approved appointment schedule 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. 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 should carry a voting period of two calendar weeks. 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 the deadline found in the year’s approved appointment schedule.

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.

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. 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, for a maximum of two consecutive terms. 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 BoG meetings. The SSC Society representative votes on all matters at the CASS BoG meetings with the exceptions of the elections and amendments to the CASS Constitution, Bylaws, and Policies & Procedures.

Section 6. Participation in IEEE Councils, Technical Communities, and Affinity Groups

Section 6.1 Participation Approval

Where it will further the interest of members, the CAS Society may join other IEEE Councils, Technical Communities or Affinity Groups. When such action is contemplated, a specific description of the IEEE entity and the rationale of the benefits for joining shall be circulated to all BoG members at least 20 days prior to the BoG meeting at which the proposal will come up for approval. In all cases, the financial and appointive responsibility of the Society shall be completely delineated through Memorandums of Understanding (MoU) or Bylaws. Approval of the participation of the Society in a Council shall require the same voting as a change in the Bylaws.

Section 6.2 CASS Representatives

The President shall appoint a CASS primary representative and, when so requested, an alternate or secondary representative, to the partnered IEEE entity. The term of service of the primary representatives shall be specified in the MoUs or Bylaws agreed with the IEEE entities and, in no case, shall the service exceed two consecutive terms of two years each. Representatives are appointed to bring forward the Society's point-of-view, not their individual opinion. Representatives should seek the guidance of the BoG when issues/action items arise from the IEEE Entity they represent. Society representatives shall report to the President and the appropriate Vice-President or Standing Committee Chair, copies of agendas and minutes of the meetings held by the partnered entity, and shall provide an annual report of the activities.

BYLAW V - 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 VI - 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 Budget and tracking of finances
2. Development of the Agenda for Board of Governors meeting
3. Review of the operations of the Divisions
4. Strategic planning every five years with a yearly review
5. 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
Vice President – Education and Communications
Vice President – Industry

Section 2. Activity Divisions

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

Technical Activities Division
Conference Division
Publications Division
Regional Activities and Membership Division
Financial Activities Division
Education and Communications Division
Industry 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/Special Interest Groups/Standard Activities Sub-Division. 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/Special Interest Groups/Standard Activities Sub-Division 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. Recommendation 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/Special Interest Groups/Standard Activities Sub-Division.

In addition to the Vice President – Technical Activities, the division members are BoG members, appointed by the President from among the BoG members elected at large. The Chairs of the Technical Committees, Special Interest Groups and the Standard Activities Sub-Division 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. Participation in the International Symposium on Circuits and Systems (ISCAS) Steering Committee..
4. Approval of other conferences requesting Society sponsorship or co-sponsorship.
5. Maintenance of Conferences web page

In addition to the Vice President – Conferences, the division members are BoG members, appointed by the President from among the BoG members elected at large.

Section 5. Publications Division

A Publications Division, chaired by the Vice President – Publications, is concerned with the publication’s activities of the Society. Particular duties are:

1. Prepare the Division annual budget submission for approval.
2. Establishment of publication policies for all Society.
3. Approval of Special Issues of Publications and joint issues with other IEEE publications.
4. Appointment of Editorial Boards, apart from the editors who are appointed by the President, of all society Publications.
5. Prepare the Society Publication reports together with the Editors in Chief of the Publications for the IEEE TAB periodical reviews.
6. Coordination of the activities of the committees of co-sponsored publications.
7. 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. The Editors of the Society sponsored Publications 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 with the Vice President – Education and Communication for chapter-level educational activities including the Seasonal Schools Program and the Distinguished Lecturer Program.
6. Maintenance of Regional Activities and Membership web page
7. Recommend CASS Ambassadors

In addition to the Vice President – Regional Activities and Membership, the division members are the four BoG Regional Members at Large.

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

In addition to the Vice President – Financial Activities, the division members are BoG members, appointed by the President from among the BoG members elected at large.

Section 8. Education and Communications Division

An Education and Communications Division, chaired by the Vice President – Education and Communications, is concerned with the education activities and digital communications. Particular duties are:

1. Prepare the Division annual budget submission for approval.
2. Identify the educational needs of CASS members and public-at-large, with emphasis on those areas demanded by industry.
3. Establishment of policies for CASS Institute for Global Education and other educational activities, such as the Distinguished Lecturer Program.
4. Act as a liaison to the IEEE Educational Activities Board for defining a partnership and collaboration scenario between the CAS Society and the IEEE Learning Network.
5. Support CASS Divisions and Committees on the elaboration of digital content (videos, podcasts, interviews, social media announcements, emails, and more) for publication or dissemination.

Section 9. Industry Division

An Industry Division, chaired by the Vice President – Industry, is responsible for (a) developing activities that foster the growth of Industry members in CASS and their contribution to Society life and, (b) providing content, programs and services driven by the needs of industry and enhancing the overall experience of Industry members in CASS. The Vice President – Industry shall broadly represent the members affiliated with industry, research institutions, standard bodies and institutions and their interests. The term “Industry” is intended broadly and without requiring extension. Particular duties are:

1. Prepare the Division annual budget submission for approval.
2. Ensure the alignment of the Industry Division activities with the CASS Strategic Plan.
3. Coordinate, expand or improve existing activities with the CASS Vice-Presidents of the Technical Activities, Conference, Publications, and Education and Communications Divisions to encourage the participation of Industry members.
4. Develop a comprehensive and cost-effective outreach program of CASS products and services to Industry and create liaisons with technology-based enterprises for CASS promotion.

5. Act as a liaison to the IEEE TAB Strategic Planning Committee and the IEEE TAB Future Directions Committee.

BYLAW VII - Committee Term of Office and Activities

Section 1. Term Limit

The term of office of the Chairs of Standing Committees is a term of two years each. 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 awardees shall be recommended by the Awards Committee, which comprises the Chairs of all Award Subcommittees, is appointed by the President, confirmed by the Board of Governors, 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 with approval by the Board of Governors. 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. 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-of-the-Year 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 Publication is not eligible for a best paper award in the same Publication 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 is chaired by the Past President and is composed of the President, the immediate former Past President, and the President Elect. One of the Past Presidents (except the current one) will be appointed by the President to join the committee as Parliamentarian. The Committee 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 Parliamentarian shall serve as consultant on procedural matters at meetings of the Board of Governors.

Section 4. Fellows Committee

The CAS Society Fellows Committee shall review Fellow nominees on behalf of the Society for the IEEE Fellows Committee, in accordance with policies outlined in the IEEE Fellows Operations Manual. The President will appoint a Committee Chair, a Vice-Chair, and inform IEEE Fellow Activities Staff before January 7 of each year. It is required for all the members a close experience with Society governance and matters. Chair and Vice-Chair shall not serve for more than two consecutive terms of two years each. Chairs may serve as Evaluators for one additional year, immediately after having served as Chairs. Evaluators shall not serve for more than three consecutive years. 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. Other eligibility requirements are:

- Be an active IEEE Fellow
- Be an active member in the CAS Society
- Shall not serve as a Nominator, Reference or an Endorser for any Fellow Nominee evaluated by the CAS Society Fellow Committee
- Shall not be a member of the IEEE Fellow Committee
- Shall not be a member of the IEEE Board of Directors

Section 5. Diversity, Equity, and Inclusion Committee

The Diversity, Equity, and Inclusion Committee shall be responsible for facilitating the development of programs and activities that:

- promote the entry and retention of women, underrepresented groups, and early career professions in the CAS Society;
- facilitate the transition of students into early-stage professionals in the CAS Society;
- establish specific programs for Women in CAS (WiCAS) and Young Professionals in CAS (YPCAS) to support the career development of the corresponding groups;
- promote the use of best practices for diversity, equity, and inclusion in leadership, engagement and communications
- advise the Board of Governors on strategies, activities, and programs focused on advancing diversity in the technical profession;
- promote an inclusive and equitable culture that welcome, engages, rewards all who contribute to the field, without regard race, religion, gender, disability, age, national origin, sexual orientation, gender identify, or expression;
- interact with the IEEE Diversity Equity and Inclusion Committee and the TAB Committee on Diversity, Equity, and Inclusion.

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 Diversity, Inclusion and Ethics 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/Associate Editors-in-Chief(s) 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/Associate Editors-in-Chief(s) 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/Associate Editors-in-Chief(s).

Section 7. Editorial Board

For each publication authorized by the Board of Governors, the Editor-in-Chief, Deputy/Associate Editor-in-Chief(s), 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 publications according to policies set by the Publications Division. The publications 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, Special Interest Groups, and Standards Activities Sub-Division

For technical areas within the field of interest of the Society, the Technical Activities Division may establish Technical Committees (TCs), Special Interest Groups (SIGs), and a Standards Activities Sub-Division (SASD). Each committee/group/sub-division shall prepare a charter and the committee/group/sub-division becomes formal when the charter is approved by the Technical Activities Division and confirmed by the Board of Governors. TCs/SIGs 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 SASD shall formulate the policies and practices with respect to standards, and other consensus documents and agreements and monitor all such activities to assure conformance to approved policies and practices. The Technical Activities Division may budget for the activities of the TCs, SIGs, and SASD. The Society's TCs, SIGs, and SASD 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 VIII - 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

Conference accounts will be aligned with IEEE Policy 10.

The general committee for a symposium or technical conference may, with the advice and consent of the Vice President – Conferences, 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 Vice President – Conferences 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 Vice President – Conferences and the IEEE CASS 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 IX – Meetings and Electronic Voting

Section 1. Meeting Notification

The President shall notify the Officers, Members and ex-officio Members of the Board of Governors, 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, appropriate guests of the time, and the IEEE TAB Secretary within thirty days of the meeting.

Section 4. Cancellations

Meetings of the Board of Governors, once called, may be canceled, pivoted to a virtual meeting 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 teleconference, 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 announced on the society website and by email not less than thirty days prior to the scheduled date of the meeting.

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 Chair, 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 X – 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 counterarguments 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.