

# IEEE COMMUNICATIONS SOCIETY

## BYLAWS (December 2015)

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## ARTICLE 1 – OBJECTIVES

- 1.1 Objectives – The objectives of the Society are to provide to its members and the global community of communications professionals the services outlined in Clauses 1.2, 1.3, and 1.4.
- 1.2 Technical Information
  - Creation by research and innovation by the Communications Society community
  - Identification and promotion of hot topics
  - Dissemination worldwide by publications, presentations, and electronic media
  - Exchange by Chapter activities, workshops, discussions, mutual assessments, general networking on technical subjects, and other means of professional communication
  - Facilitation of standards activities
- 1.3 Education (basic and continuing)
  - Tutorials, short courses, lecture programs
  - Chapter support and other delivery mechanisms
- 1.4 Professional Services
  - Personal career growth by providing technical and personal development information
  - Job opportunity benefits through inter-personal networking and facilitation of interactions among members
  - IEEE programs

## ARTICLE 2 – MEMBERSHIP

- 2.1 Availability of membership in the Society is specified in the Constitution.
- 2.2 Categories of Society membership shall be in accordance with IEEE Bylaws. A member's grade within the Society shall be the same as that member's IEEE grade.
- 2.3 Members who hold the grade of Graduate Student Member, Member, Senior Member, or Fellow in the IEEE shall have all the rights and privileges of membership within the Society unless otherwise specified in these Bylaws.
- 2.4 Student Members, Associate Members, and Affiliates shall have all the rights and privileges of membership within the Society with the exception of the right to vote on matters presented to the Society membership and the right to hold office.
- 2.5 A Society member who is delinquent in paying Society dues shall be dropped from membership according to IEEE procedures. A former member may reinstate membership upon payment of current dues.

## ARTICLE 3 – OFFICERS AND OPERATIONS

- 3.1 All officers (except the Society Executive Director) who are members of the Board of Governors (BoG), Councils, Boards, and Standing and Ad Hoc Committees or are Technical Committee Chairs and Society Representatives shall be Members of the Society. The President-Elect and Vice Presidents (VPs) shall be Senior Members or Fellows of the IEEE.
- 3.2 Elected Officers

3.2.1 President-Elect, Vice President-Technical and Educational Activities (VP-TEA), Vice President-Publications (VP-PUB), Vice President-Conferences (VP-CON), Vice President-Member and Global Activities (VP-MGA), Vice President-Industry and Standards Activities (VP-ISA), IEEE Division III Delegate(s)/Director(s)-Elect, and Members-at-Large of the BoG are elected by direct vote of the voting Members of the Society.

- President-Elect shall be elected in even-numbered years, and Vice Presidents in odd-numbered years.
- One-third of the total (12) Members-at-Large shall be elected annually.
- When an elected officer is elected to another Society position, except President-Elect, during his or her term, he/she shall resign from the former position upon taking office.
- When an elected officer is elected to the position of President-Elect during his/her term, he/she may continue holding the earlier position through the conclusion of its term or upon entering the position of President, whichever comes first.

3.2.2 Terms of Office

- President-Elect shall serve a one-year term the year following his/her election (odd-numbered) and begin a two-year term as President the following year (even-numbered), and then continue for a one-year term (even-numbered) as Past President.
- Vice Presidents shall serve two-year terms beginning in the even-numbered year following their election.
- Members-at-Large shall serve a three year term beginning the year following their election.

3.2.3 Eligibility for Re-election

- The President-Elect shall not be re-elected President-Elect for more than one term, consecutive or otherwise.
- Vice Presidents may be re-elected to the same office for a second consecutive two-year term, but are further ineligible for that office until the lapse of one year.
- A member shall be ineligible for a Vice President-level position after being elected for a total of any five vice-presidential terms, consecutive or otherwise.
- Members-at-Large may be re-elected as Members-at-Large for a second consecutive term, but are further ineligible for that office until the lapse of one year.

3.2.4 Absence or Incapacity of:

- President – Duties shall be performed by the President-Elect (odd-numbered years)/Past President (even-numbered years) and then by the Vice President-Technical and Educational Activities, Vice President-Publications, Vice President-Conferences, Vice President-Member and Global Activities, and Vice President-Industry and Standards Activities, in that order.
- President-Elect – The term shall be filled by the Past President, who shall continue in that capacity until a special election is held and a new President-Elect is chosen.
- Vice President – Individuals shall be identified from the appropriate candidate group slate, in the sequence of the number of votes received, and the individual receiving the most number of votes shall be automatically appointed to serve the remainder of the elected term.
- Member-at-Large – Individuals shall be identified from the same regional slate as the candidate being replaced, in the sequence of the number of votes received, and the

individual receiving the most number of votes shall be automatically appointed to serve the remainder of the elected term. If none of these individuals can serve, the vacancy shall be filled by action of the BoG upon proposal by the President; a person filling a position in this manner shall serve for the remainder of the elected term.

3.2.5 Removal from Office. A Society Officer elected by the voting members of the Society may be removed from office, with or without cause, as follows:

- By a two-thirds majority vote of the BoG, or
- By a vote of the voting members of the Society within thirty days following the receipt by IEEE of a petition signed by at least 10% of the total number of voting members of the Society moving for the removal of such individual. A ballot on such motion shall be submitted to the voting members of the Society. If a majority of the ballots cast by the voting members for or against such motion are to remove such individual, the individual shall be removed from such positions.

3.2.6 Vacancies. In the event that an elected position is vacated before the full term is completed, the position shall be filled as defined in the governing documents of the Society.

### 3.3 Appointed Officers

3.3.1 The Society appointed Officers shall be:

- Treasurer – Is responsible for assuring sound financial practices, establishing prudent budgetary policies, overseeing preparation and presentation of the Society’s budget and working with IEEE on financial matters.
- Chief Information Officer (CIO) – Oversees cost-effective planning, acquisition, maintenance and use of the Society’s information systems and networking, databases and telecommunications services.
- Directors – Each chairs a Board and serves in the Council to which the Board reports.
  - A Regional Director shall be appointed as specified in Clause 3.3.2 from a list containing at least two candidates from each region submitted by the respective Regional Board before December 15 of odd-numbered years. If the respective Board does not submit its list by this deadline, the President-Elect shall propose the appointment in consultation with the VP-MGA Elect, as specified in Clause 3.3.2.
- Parliamentarian – Advises the President on rules of order and proper procedures during BoG meetings. The President may, in case of conflict, request a ruling on procedures from the Parliamentarian.
- Standing and Ad Hoc Committee Chairs

3.3.2 The appointment of Treasurer, CIO, Parliamentarian, Directors, and Standing Committee Chairs shall be proposed for BoG approval by the President-Elect in consultation with the VP-Elect (if any) with whom the position is associated, except for those positions which are held ex-officio as specified in these Bylaws. Such appointment proposal shall be approved by the outgoing BoG at a meeting (regular or special) in an odd-numbered year.

3.3.3 The appointment of Chairs of Ad Hoc Committees rests with the President.

3.3.4 All Society appointed Officers shall serve for the nominal term of the President.

3.3.5 Removal from Office – An appointed Society Officer or Board/Committee member may be removed from office, with or without cause, by (i) a 2/3 majority vote of the appointing assembly or (ii) the individual(s) who hold(s) the office that made the appointment.

3.3.6 Vacancies – In the event that an appointed position is vacated before the full term is completed, the position shall be filled as defined in the governing documents of the Society.

### 3.4 President, President-Elect, and Past President Responsibilities

3.4.1 In the odd-numbered years, the President-Elect shall assist the President in discharging the responsibilities of that office. In the even-numbered years, the Past President shall assist the President in taking on the responsibilities of that office.

3.4.2 During his/her term, the President-Elect shall start the selection process for Society appointed Officers as specified in Clause 3.3.

3.4.3 During his/her term, the President shall appoint Officers as needed in consultation with the appropriate VP and with BoG approval, as required by the Society governing documents.

3.4.4 The President shall inform the BoG of the roster of all Boards and Standing Committees as soon as they are finalized and by the first BoG meeting of his term.

3.4.5 The President is the highest ranking volunteer officer of the Society. He/she is responsible for leading the implementation of strategic actions and directions set by the ComSoc BoG. The President or his/her delegate represents the Society in negotiations with Sister Societies and other similar organizations.

3.4.6 The President shall oversee and coordinate handling of ethics and conduct issues involving members, including author misconduct, at the Society level. The President shall be assisted by the Society Executive Director and by volunteers with experience in such matters, as needed.

3.4.7 The President shall keep the BoG informed of openings in IEEE leadership positions, solicit from the BoG recommendations for candidates which may also be conveyed directly to IEEE, and encourage ComSoc members to volunteer for such IEEE positions.

### 3.5 Vice Presidents – Responsibilities

3.5.1 Vice Presidents are accountable for activities in their areas of responsibility. Each chairs a Council and represents that Council in the BoG.

3.5.2 Vice President – Technical and Educational Activities is responsible for all technical activities and educational services within the Society. The following Boards and Standing Committees report to the Council chaired by this Vice President:

- Educational Services Board
- Technical Services Board
- Awards Standing Committee
- Communications History Standing Committee
- Emerging Technologies Standing Committee
- Fellow Evaluation Standing Committee
- Technical Committees Recertification Standing Committee

3.5.3 Vice President – Publications is responsible for all activities of the Society related to print and electronic products, such as journals, magazines and online offerings. The following Boards report to the Council chaired by this Vice President:

- Journals Board
- Magazines Board
- Online Content Board

3.5.4 Vice President – Conferences is responsible for all aspects of technical conferences, workshops, and professional meetings, including conference publications. The following Boards and Standing Committees report to the Council chaired by this Vice President:

- Conference Development Board
- Conference Operations Board
- GLOBECOM/ICC Management & Strategy Standing Committee
- GLOBECOM/ICC Technical Content Standing Committee

3.5.5 Vice President – Member and Global Activities is responsible for: a) all activities, services and programs associated with members and chapters, and oriented to membership retention, development and marketing in the four regions; b) all activities related to the organization and management of chapters; and c) relations with other IEEE and professional societies worldwide.

The following Boards and Standing Committee report to the Council chaired by this Vice President:

- Member Services Board
- Sister & Related Societies Board
- Asia/Pacific Region Board
- Europe, Middle-East & Africa Region
- Latin America Region Board
- North America Region Board
- Women in Communications Engineering Standing Committee

3.5.6 Vice President – Industry and Standards Activities shall be responsible for overseeing all Society activities and programs related to all standards activities and industry services within the Society, including: (i) fostering technical activities related to relevant current standards development and industry services; (ii) identifying opportunities and fostering ComSoc's engagement in new and/or existing standards development projects that are under development by different standards development organizations worldwide; (iii) increasing the visibility of ComSoc industry and standards initiatives within IEEE, the wider international standards community, and the broad international community of communications technologists; (iv) using ComSoc industry and standards activities to forge closer ties with ComSoc's other departments and activities; (v) maintaining a close and informed relationship with the IEEE-SA; (vi) management within ComSoc, according to IEEE governing documents, ComSoc-sponsored IEEE Standards Association (IEEE-SA) projects, and (vii) fostering and implementing activities that are of interest to industry and government, including practitioners, managers, executives, young professionals and other industry professionals. The Vice President – Industry and Standards Activities shall be the official ComSoc liaison to the IEEE Standards Association Board of Governors.

The following Boards and Standing Committee report to the Council chaired by this Vice President:

- Standards Development Board
- Standardization Programs Development Board
- Industry Outreach Board
- Industry Content and Exhibition Standing Committee (ICEC)

The Vice President – Industry and Standards Activities shall be an ex-officio voting member of the Standards Development Board, the Standardization Programs Development Board, the Industry Outreach Board, and the ICEC.

### 3.6 Board of Governors (BoG)

#### 3.6.1 Officers on the BoG:

- Elected Officers (Voting):
  - President (BoG Chair)
  - President-Elect (odd-numbered years only)
  - Immediate Past President (even-numbered years only)
  - Vice Presidents
  - Members-at-Large
  - IEEE Division III Delegate(s)/Director(s)
  - IEEE Division III Delegate(s)/Director(s)-Elect (odd-numbered years only)
- Ex-Officio Officers (Non-voting):
  - Directors
  - Chief Information Officer
  - Parliamentarian
  - Treasurer
  - Society Executive Director (BoG Secretary)

3.6.2 The BoG shall hold at least two regular in-person meetings annually.

3.6.3 Special BoG meetings may be held at the request of the President or any four members of the BoG. Notice of such special meetings, giving the meeting type (in-person or teleconference), attendance details (time and place or dial-in information), the purpose of the meeting, and the names of the BoG members calling the meeting, shall be sent to the BoG not less than 21 days (for in-person meetings) or 2 days (for teleconference meetings) before the date set for the start of the special meeting.

3.6.4 Each year, the President, Vice Presidents, and Society Executive Director shall submit the coming year's Operating Plans to the BoG. Progress on these plans shall be reviewed throughout the year by the BoG.

### 3.7 Operating Committee (OpCom)

3.7.1 In between regular BoG meetings, OpCom conducts business on behalf of the BoG and is comprised of a subset of the BoG members. Actions from a duly called OpCom meeting shall be submitted to the BoG for ratification in a consent agenda or further consideration in its next meetings.

3.7.2 OpCom members are:

- President
- President-Elect (odd-numbered years), immediate Past President (even-numbered years)
- Vice Presidents
- Members-at-Large (three – one from each annually elected group and appointed by the President)
- IEEE Division III Delegate(s)/Director(s)
- IEEE Division III Delegate(s)/Director(s)-Elect
- Directors

- Chief Information Officer
  - Treasurer
  - Parliamentarian
  - Society Executive Director
- 3.7.3 The OpCom members with voting rights are those who are voting members of the BoG.
- 3.7.4 OpCom shall hold two regular annual meetings, in person or by other means.
- 3.7.5 Special OpCom meetings may be held at the request of the President or any four OpCom members. Notice of such special meetings, giving the meeting type (in-person or teleconference), attendance details (time and place or dial-in information), the purpose of the meeting, and the names of the OpCom members calling the meeting, shall be sent to OpCom not less than 21 days (for in-person meetings) or 2 days (for teleconference meetings) before the date set for the start of the special meeting.
- 3.7.6 All OpCom members are expected to attend OpCom meetings, except for the Directors. The President shall determine which of the Directors shall be invited to a particular OpCom meeting.
- 3.8 Operations in all Society assemblies (BoG/Councils/Boards/Any Committee)
- 3.8.1 A majority of the voting members of a Society assembly constitutes a quorum.
- 3.8.2 The vote of a majority of the votes of the members present at a meeting and entitled to vote at the time of voting, shall be the act of the Society assembly provided a quorum is present.
- 3.8.3 The Chair of a Society assembly shall have no vote except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.
- 3.8.4 A Society assembly may meet and act upon the vote of its members in person, by any means of telecommunications, or by a combination thereof. The normal voting requirements shall apply when action is taken whereby all persons participating in the meeting can hear each other and speak to each other at the same time.
- 3.8.5 For meetings with in-person and remote participants, remote participants who either cannot hear other participants or are not heard by other meeting participants do not meet the requirements for meeting attendance and, therefore, are not included in quorum calculations or allowed to vote.
- 3.8.6 Business may be conducted by means other than formally held meetings when the matter can be adequately handled via letter, electronic ballot, electronic mail interchange, etc., and procedures for transacting business in such a manner shall be specified in the Society Policies and Procedures (P&Ps). When transacting business without a meeting, a majority vote (simple or higher, depending on the motion type) of all assembly members eligible to vote is required for actions so taken. Approved motions shall be confirmed promptly in writing or by electronic transmission and recorded in the minutes of the next meeting.
- 3.8.7 Minutes of a BoG and OpCom meeting shall be distributed to the BoG within 30 days of the meeting. For executive sessions, only motions passed shall be included in the BoG and OpCom minutes. Executive session minutes shall be kept on file in the office of the Society Executive Director.
- 3.8.8 Members of BoG and OpCom shall receive notice of their regular meetings no fewer than 21 days prior to the scheduled meeting start date.

- 3.8.9 If a quorum is not present at a duly called Society assembly meeting, the only business that can be transacted and concluded within the meeting is to take measures to obtain a quorum, fix the time to which to adjourn, to adjourn, or to take a recess. Any other business shall be limited to informal discussion upon which no action shall be taken.
  - 3.8.10 Individuals holding more than one voting position on any Society assembly shall be limited to one vote on each matter being considered by the assembly.
  - 3.8.11 Business transacted by Society assemblies at a meeting shall be conducted according to Robert's Rules of Order (latest revision) unless other rules and procedures are specified in the Not-for-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, and applicable IEEE governing documents.
  - 3.8.12 Business transacted by Society assemblies without a meeting shall follow the procedures specified in the Society P&Ps.
  - 3.8.13 Proxy voting is not allowed.
  - 3.8.14 Society assemblies other than the BoG and OpCom (Councils, Boards, and any Committee) shall hold regular meetings with sufficient frequency to transact Society business with reasonable dispatch.
  - 3.8.15 Society assemblies other than the BoG and OpCom (Councils, Boards, and any Committee) may hold regular or special meetings at the request of the assembly Chair or of a number of voting members equal to the maximum between two voting members and 20% of the assembly voting members. Notice requirements for regular meetings shall be specified in the Society P&Ps. Notice for special meetings, giving the meeting type (in-person or teleconference), attendance details (time and place or dial-in information), the purpose of the meeting, and the names of the assembly members calling the meeting, shall be sent to the assembly not less than 21 days (for in-person meetings) or 2 days (for teleconference meetings) before the date set for the start of the special meeting.
  - 3.8.16 A Management Retreat may be held annually at the discretion of the President.
  - 3.8.17 Assembly members shall adhere to assembly decisions, unless such decisions violate IEEE or Society Constitutions, Bylaws or Policies.
  - 3.8.18 The Ombudsman shall be the first point of contact for reporting a dispute or complaint related to Society activities and/or volunteers. The Ombudsman shall investigate, provide direction to the appropriate IEEE resources if necessary, and/or otherwise help settle these disputes at an appropriate level within the Society. The Nominations & Elections Committee shall nominate two candidates for the position of Ombudsman who are not currently on the BoG and have not been on the BoG for at least two years. The BoG shall then select one of the two candidates to serve for a two-year term beginning the second year of the President's term. The ombudsman shall report to the BoG.
  - 3.8.19 Constitution, Bylaws, and P&Ps of the Society shall be in accordance with the IEEE Governing documents.
  - 3.8.20 Proposed amendments to Society Governance documents should be reviewed by the Governance Committee prior to approval.
- 3.9 Professional Staff
- 3.9.1 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. 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.

- 3.9.2 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 shall 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.
- 3.9.3 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.
- 3.9.4 The Society Executive Director serves as BoG/OpCom secretary, assisted by staff members as needed.

#### **ARTICLE 4 – COUNCILS**

- 4.1 Councils are chaired by Vice Presidents to address Technical and Educational Activities, Publications, Conferences, Member and Global Activities, and Industry and Standards Activities. Directors of Boards and Chairs of Standing Committees reporting to a Council serve on the Council and all are voting members together with the Council Chair. Vice Presidents should appoint a Council Vice Chair chosen among the Council voting members and may also appoint additional non-voting members as needed. Councils may approve voting rights for these additional members, with the approval of the BoG.
- 4.2 Council P&Ps are developed by the Council and approved by the BoG.
- 4.3 Councils may be established or dissolved by a two-thirds majority vote of the BoG. The scope, responsibilities, and P&Ps of a new Council shall be defined before incorporating it into the Bylaws.
- 4.4 The following Councils shall be formed:
  - 4.4.1 Technical and Educational Activities Council (TEA-C) – This Council is responsible for the educational and technical interests of the Society, encompassing the broad range of communications and communications-related technical areas.
  - 4.4.2 Publications Council (PUB-C) – This Council is responsible for the needs of the Society and Society Members related to print and electronic projects, such as journals, magazines, TC-edited Newsletters and similar publications, and online offerings, not including conference publications.
  - 4.4.3 Conferences Council (CON-C) – This Council is responsible for the needs of the Society and Society Members related to technical conferences, workshops, and professional meetings. Additional voting members of the CON-C shall be the voting members of the Boards reporting to this Council.
  - 4.4.4 Member and Global Activities Council (MGA-C) – This Council is responsible for all Society activities and programs related to members, chapters, membership development, sister and related societies, and Society regions.

- 4.4.5 Industry and Standards Activities Council (ISA-C) – This Council is responsible for the needs of the Society and Society members related to industry and standards. Additional (non-voting) members of the Council include the Chairs of any Standards Committee reporting to the Standards Development Board.

## **ARTICLE 5 – TECHNICAL COMMITTEES AND SPECIAL INTEREST GROUPS**

### **5.1 Technical Committees (TCs)**

- 5.1.1 Technical Committees are established to promote and achieve the technical objectives of the Society and report to the Technical Services Board.
- 5.1.2 Technical Committees may be created, merged, modified, or dissolved by resolution of the BoG, as necessary to ensure the continued relevance and effectiveness of the Society TCs. Proposals to create/merge/modify/dissolve TCs may be made by the Technical Services Board. In the case of proposals for creating new TCs, a petition to the Technical Services Board by 25 Society members can also be made. Proposals shall include the name, scope, tentative program for the first year, and approximate numbers of interested and potential members. Proposals shall be forwarded to the BoG after having been evaluated by the Technical Services Board and the TEA-C.
- 5.1.3 Technical Committees shall have P&Ps which shall include officer positions and election procedures and they shall conform to the template specified in the Society P&Ps. P&Ps shall be developed by the Technical Committee and approved by the Technical Services Board.
- 5.1.4 A change of the scope of a Technical Committees shall require approval of the TEA-C and the BoG.
- 5.1.5 The Chair of a new Technical Committee is appointed for two years by the Director - Technical Services with the approval of the VP-TEA. During this period, a mentor is assigned to the Technical Committee by the Director of Technical Services. Subsequently, the Chair shall be elected by the members of the Technical Committee.
- 5.1.6 Elections for Technical Committee Chairs are held every two years for a two-year term. A Chair cannot serve more than two consecutive terms of office.

### **5.2 Special Interest Groups (SIGs)**

- 5.2.1 Special Interest Groups are established to cover substantial and diverse topical areas of current industry interests and report to the Industry Content and Exhibition Committee (ICEC).
- 5.2.2 Special Interest Groups may be created, merged, or dissolved by the ICEC, as specified in the ICEC's P&Ps.
- 5.2.3 Special Interest Groups shall develop P&Ps which shall include scope and responsibilities, officer positions, and election procedures. SIG P&Ps shall conform to the template specified in the Society P&Ps and shall be approved by the ICEC.

## **ARTICLE 6 – BOARDS**

- 6.1 Boards are the operational and strategic entities of their respective Councils and are chaired by Directors. Boards shall report to Councils as specified below:
- Conferences Council (CON-C)
    - Conference Development Board
    - Conference Operations Board

- Member and Global Activities Council (MGA-C)
  - Member Services Board
  - Sister & Related Societies Board
  - AP Region Board
  - EMEA Region Board
  - LA Region Board
  - NA Region Board
- Publications Council (PUB-C)
  - Journals Board
  - Magazines Board
  - Online Content Board
- Industry and Standards Activities Council (ISA-C)
  - Industry Outreach Board
  - Standards Development Board
  - Standardization Programs Development Board
- Technical and Educational Activities Council (TEA-C)
  - Educational Services Board
  - Technical Services Board

6.2 Directors are responsible for appointing members to their Boards, with the approval of the appropriate Vice President.

Unless otherwise specified in the “Board Descriptions,” all Board members (ex-officio or not), including the Director, shall be voting members and shall serve two-year terms concurrent with the nominal duration of the presidential term.

In addition to the members specified in the “Board Descriptions” Clause, Directors may appoint additional non-voting members as needed. Boards may approve voting rights for these additional members, with the approval of the VP under which the Board is aligned. Directors should appoint a Board Vice Chair chosen among the Board voting members.

6.3 P&Ps for each Board shall be developed by the Board and approved by the Council to which the Board reports. In the case that the Council does not approve the P&Ps and a compromise cannot be found, the Board may request the BoG to resolve the matter and approve the P&Ps. An exception exists for the Standards Development Board P&Ps and those of the Standards Committees reporting to the Standards Development Board which shall be approved by the IEEE-SA Standards Board.

6.4 Boards may be established or dissolved by a two-thirds majority vote of the BoG. The scope, responsibilities, and P&Ps of a new Board shall be defined before incorporating it into the Bylaws.

6.5 The following Boards shall be formed:

6.5.1 Conferences Development – This Board is responsible for the strategic planning, technical scope, and growth of all ComSoc financially-sponsored conferences (defined as portfolio conferences).

Members include representatives from the TEA-C and at least four Members-at-Large with at least one having served as the Technical Program Committee chair and at least one as the General Chair of a major conference.

6.5.2 Conferences Operations – This Board is responsible for the oversight and management of the operational, publications, and financial aspects of all ComSoc conferences.

Members include the ComSoc Treasurer and at least five Members-at-Large with at least two having served as the General Chair and at least one as the Technical Program Chair of a major ComSoc conference.

- 6.5.3 Educational Services – This Board is responsible for the oversight of all Society education and training activities, including administration of the Society’s programs on continuing education, incorporating tutorials, short courses, lectures, etc. In particular, this Board is responsible for developing and maintaining continuing professional education and training programs, while striking a balance between generating revenue, supporting outreach efforts, and providing services to members.

Members include representatives from the Technical Services, Conference Development, Conference Operations, Industry Outreach and Member Services Boards, ICEC, and at least two Members-at-Large.

- 6.5.4 Industry Outreach – This Board is responsible for assuring a comprehensive and cost-effective outreach program of Society products and services to industry and governmental communities. It is also responsible for developing liaisons with communications and networking related enterprises to promote ComSoc products and services and to attract industry and government leaders into ComSoc’s volunteer community.

Members include a representative from each of the following: the Technical Services Board, the Educational Services Board, the PUB-C, the CON-C, the Standardization Programs Development Board, the MGA-C, and the ICEC. In addition, up to four Members-at-Large may be appointed by the Director to represent external industrial and governmental interests.

- 6.5.5 Journals – This Board is responsible for the oversight of Society journals. Board members are the Editors-in-Chief of Society journals for which ComSoc is the Managing Partner and/or has a majority financial stake, and two Members-at-Large, in addition to the Director. Additional members may be appointed, including Liaison Editors to other IEEE journals.

- 6.5.6 Magazines – This Board is responsible for the oversight of Society magazines. Board members consist of the Editors-in-Chief of Society magazines and two Members-at-Large, in addition to the Director. Additional members may be appointed, including Liaison Editors to other IEEE magazines.

- 6.5.7 Member Services – This Board is responsible for the oversight of all services and programs addressed to members and chapters, and oriented to membership retention and development in the four regions. In particular, this Board is responsible for developing and providing individual-level membership services globally.

Members include the four Regional Directors plus one member per Region selected by the Director from a list of candidates, consisting of at least two names per region, submitted by each Regional Director.

- 6.5.8 Online Content – This Board is responsible for initiating, assessing and overseeing Society online content. It supports Technical Committee activities; online services; as well as publications, conferences, and education products and services.

Members include representatives from the Conference Development, Conference Operations, Educational Services, Journals, and Magazines Boards; the TEA, MGA, and ISA Councils; the CIO; and up to three additional Members-at-Large.

- 6.5.9 Regional Boards – These Boards are responsible for stimulating, coordinating and promoting the activities of ComSoc members and chapters throughout the IEEE regions. The four regions, each with its own Board, are:

- Asia/Pacific (AP)
- Europe, Middle-East & Africa (EMEA)
- Latin America (LA)
- North America (NA)

Each Board shall have a minimum of five members, in addition to the Director.

- 6.5.10 Sister & Related Societies – This Board is responsible for enhancing Society activities with our sister and related societies (SRS) by developing new programs with SRS and cooperating with SRS in offering Society/SRS products and services globally, and strengthening the Society’s global and professional reach. This includes establishing and maintaining Society relationships on an international, regional, national or local scale with SRS.

Where appropriate, enhancing Society SRS activities shall be accomplished through collaboration with IEEE sections/chapters, including Society and non-Society chapters.

Membership includes up to three representatives from the MGA-C, up to three members from selected Sister and Related Societies, and up to three Members-at-Large.

- 6.5.11 Standards Development – This Board is responsible for the promotion and advancement of communications standards.

It consists of eight members in addition to the Director. The Director shall select the members in accordance with the priorities listed in the next paragraph.

The Director shall give priority to serve on the Standards Development Board to: Standards Committee Chairs, ComSoc appointed Chairs or Co-Chairs for joint Standards Committees, Working Group Chairs who are directly sponsored by the Standards Development Board, ComSoc-appointed Working Group Chairs or Co-Chairs for jointly sponsored Working Groups and volunteers in ComSoc Technical Committees.

The Director shall be the official ComSoc liaison to the IEEE Standards Association Standards Board (SASB).

- 6.5.12 Standardization Programs Development – This Board is responsible for launching pre-and post-standardization technical activities, not restricted to those standards being developed by the IEEE. These would include, but not be limited to Research Groups that lead to the discovery of standardization opportunities and, for completed standards, creation of follow-up programs, such as compliance testing, standards education, workshops, conferences, and publications on technical issues that are relevant to standards.

The Board shall consist of up to eight members in addition to the Director. The Director of the Standardization Programs Development Board serves as the liaison to the IEEE-SA Industry Connections Program.

- 6.5.13 Technical Services – This Board is responsible for the oversight and promotion of the technical communities of the Society and their activities including the promotion of technical content and development of educational content. In particular, this Board is responsible for developing and providing one-stop ICT (information-communications technology) services.

The Technical Services Board shall also evaluate proposals to create/merge/modify/dissolve TCs. Such proposals shall be forwarded by the Technical Services Board to the TEA-C, with a recommendation. TEA-C shall make a recommendation to the BoG, who shall have final authority for approving the proposal.

Members include Technical Committee Chairs, Chair of the Emerging Technologies Committee, Chair of the Technical Committees Recertification Committee, and a representative of the Educational Services Board. The GITC Chair shall be a non-voting member of this Board.

## ARTICLE 7 – STANDING COMMITTEES

7.1 Standing Committees shall report to the BoG or a Council as specified below:

- |  |       |
|--|-------|
| • Finance                              | BoG   |
| • Governance                           | BoG   |
| • Nominations& Elections               | BoG   |
| • Operations & Facilities              | BoG   |
| • Strategic Planning                   | BoG   |
| • GLOBECOM/ICC Management & Strategy   | CON-C |
| • GLOBECOM/ICC Technical Content       | CON-C |
| • Women in Communications Engineering  | MGA-C |
| • Awards                               | TEA-C |
| • Communications History               | TEA-C |
| • Distinguished Lecturers' Selection   | TEA-C |
| • Emerging Technologies                | TEA-C |
| • Fellow Evaluation                    | TEA-C |
| • Technical Committees Recertification | TEA-C |
| • Industry Content & Exhibition        | ISA-C |

7.2 Standing Committee Chairs shall be responsible for appointing Standing Committee members with the approval of the Society Officer chairing the BoG/Council to which the Standing Committee reports.

Unless otherwise specified in the “Standing Committee descriptions” Clause, all Standing Committee members (ex-officio or not), including the Chair, shall be voting members and shall serve a two-year term concurrent with the nominal duration of the presidential term.

In addition to the voting members specified in the “Standing Committee Descriptions” Clause, Standing Committee Chairs may appoint additional non-voting members as needed. Standing Committees may approve voting rights for these additional members, with the approval of the VP under which the Board is aligned. Standing Committee Chairs should appoint a Vice Chair chosen among the Standing Committee voting members. For Standing Committees reporting to the BoG, the Chair should also appoint a BoG-liaison to represent the Standing Committee on the BoG; the BoG-liaison should be chosen among the Standing Committee voting members who are also BoG members.

7.3 P&Ps of Standing Committees shall be developed by the Standing Committee and approved by the BoG/Council to which the Standing Committee reports. In the case that a Council does not approve the P&Ps of a Standing Committee and a compromise cannot be found, the Standing Committee may request the BoG to resolve the conflict and approve the P&Ps.

7.4 Standing Committees may be established and dissolved by a two-thirds majority vote of the BoG. The scope, responsibilities, and P&Ps shall be defined before incorporating the new Standing Committee into the Bylaws.

7.5 The following Standing Committees shall be formed:

7.5.1 Awards – This Committee is responsible for all major awards and recognitions made or proposed by the Society. It consists of not less than twelve (12) members who shall serve for a three-year term. One-third of the members are appointed each year. Committee members may not provide nominations or reference letters while in office, nor participate in deliberations on awards or recognitions for which they may be under consideration.

7.5.2 Communications History – This Committee is responsible for identifying, placing in electronic archives, and raising public awareness through all appropriate steps on the most important facts/person/achievements of communications history in particular, as well as telecommunication milestones in general. The Committee consists of three members who shall serve a three-year term, with one member appointed each year.

7.5.3 Distinguished Lecturers Selection – This Committee is responsible for establishing selection criteria and for the appointment of lecturers. The ex-officio Chair shall be the Vice Chair of the TEA-C. Members of this Committee shall be the VP-TEA, VP-MGA, the Director-Member Services, and the Chair of the Emerging Technologies Committee.

7.5.4 Emerging Technologies – This Committee is responsible for identifying, describing, and nurturing new technology directions, recommending new programs, and nurturing potential Technical Committees for formal proposal via the VP-TEA.

The Chair shall be chosen among the members of the Strategic Planning Committee with the recommendation of the VP-TEA Elect, as specified in Clause 3.3.2. Standing Committee members shall include at least one more member from the Strategic Planning Committee. The Committee shall have six members appointed for three years with one-third appointed each year. In addition, the Editor-in-Chief of *IEEE Communications Magazine* and the Editor-in-Chief of *IEEE Journal of Selected Areas in Communications* are ex-officio voting members of the Committee.

7.5.5 Fellow Evaluation – This Committee is responsible for the Society's evaluation of Fellow nominations being considered by the IEEE Fellow Committee. It consists of a Chair and nine members that shall serve a three-year term with one-third of the members being appointed each year. Chair and members shall be IEEE Fellows and Members of the Society.

7.5.6 Finance – This Committee is responsible for facilitating the Society's budget process and for managing and providing direction in all aspects of Society financial matters. The Committee meets twice a year at ICC/GLOBECOM. The ex-officio Chair shall be the Society Treasurer. Committee members shall be: the President, Past or President-Elect, Vice Presidents, CIO, and a representative from each Member-at-Large class. The Society Executive Director shall be an ex-officio non-voting member of the Committee.

7.5.7 GLOBECOM/ICC Management and Strategy (GIMS) – This Committee is responsible for the successful conduct, strategic evolution, and policies of the IEEE Global Communications Conference (GLOBECOM) and the IEEE International Conference on Communications (ICC). Members of the GIMS Committee shall be the Chair, three or four Members-at-Large, three past members of an ICC or GLOBECOM Organizing Committee, and the GIC Committee Chair.

- 7.5.8 GLOBECOM/ICC Technical Content (GITC) – This Committee is responsible for providing strategic vision and management of the technical content of GLOBECOM and ICC to guarantee timeliness and the highest level of quality.

The GITC Chair shall be appointed as in Clause 3.3.2, and in consultation with both the VP-CON Elect and the VP-TEA Elect. GITC members shall be appointed by the GITC Chair in consultation with the VP-CON and the VP-TEA. GITC members shall be: the Chair, two to four Members-at-Large, three past ICC or GLOBECOM Technical Program Chairs, and the GIMS Committee Chair. The Director of Technical Services shall be an ex-officio non-voting GITC member. The GITC Vice-Chair shall be appointed from among the voting members by the GITC Chair in consultation with the VP-CON and the VP-TEA.

- 7.5.9 Governance – This Committee is responsible for all matters related to Society Governance, including but not limited to: reviewing any proposed amendment to Society Governance documents (Constitution, Bylaws, P&Ps) prior to its discussion in the BoG; crafting amendments to Society Governance documents that result from actions of the BoG; establishing Society-wide Governance best practices and overseeing their application across all Councils, Boards, and Committees; upon request or when needed proposing changes to existing Society Governance documents with the goal of keeping them current and consistent; and serving as an interpretive Committee on Governance issues.

Committee membership: Chair, the Society Parliamentarian, and up to three additional members appointed by the President upon recommendation of the Committee Chair and shall include one previous ComSoc President and one sitting BoG Member at Large. The Committee Chair may appoint up to three additional voting Committee members. The Chair and Committee members (except the Parliamentarian) shall serve three-year terms with one reappointment allowed.

Terms of all members (except the Parliamentarian) shall be staggered so that no more than half of the members' terms expire every two years; when necessary, such staggering shall be created by appointing members to terms shorter than three years, as indicated at the time of their appointment.

- 7.5.10 Industry Content & Exhibition – This Committee is responsible for developing and promoting a strategic vision and oversight for organizing and promoting internal ComSoc communities that are attractive to members from industry, government, or other non-academic sectors. This includes processes to assure the quality and value of content in industry oriented conferences, events and education. It is within the overall objective and mission of the ICEC to increase industry participation in ComSoc events.

Members of this Committee are the Chair and 4-to-6 Members at Large.

- 7.5.11 Nominations & Elections – This Committee is responsible for identifying candidates to fill elected Society office positions, and for the development, implementation and supervision of election procedures. The Nominating Committee for the IEEE Division III Director shall be a separate Committee and shall operate as specified in the TAB Operations Manual. Meetings of this Committee shall always be held in Executive Session.

The Committee shall consist of the following members:

- Committee Chair (ex-officio) – Shall be the most recent former Past President, who shall serve for a two year term and shall take office as Chair immediately after his/her nominal term of Past President ends (the beginning of an odd-numbered year). If the Past President is unable to serve, the President shall appoint a Chair for a similar period, with the approval of the BoG.

- Nine Members-at-Large – Each shall be a voting member appointed by the BoG, upon recommendation of the President and the N&E Chair, and approved by the BoG for a three-year term with one-third of the members appointed each year. At least one annual appointee shall not be a member of the BoG.
- IEEE Division III Delegate(s)/Director(s) (ex-officio) – Shall be a non-voting member.
- The Past President (ex-officio), only during even-numbered years.
- President-Elect (ex-officio) – Shall be a non-voting member whose term shall start immediately after being elected and officially announced.

The Chair shall not be eligible to be elected to the BoG during his/her term of service. A Committee member may be nominated for a position only if (i) the nomination is not made by a member of the Committee, and (ii) the member resigns from the Committee prior to its first meeting of the year in which the nomination shall be made.

Individual voting members eligible to vote in an election may nominate candidates by written petition, provided such nominations are made at least 28 days before the date of the election. The number of signatures required for a petition candidate to appear on a ComSoc ballot shall be equal to what is set in the IEEE Bylaws as follows: For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

7.5.12 Operations & Facilities – This Committee is responsible for supporting the President in making recommendations to the BoG on operations, facilities and related capital expenses. The President is the ex-officio Chair. Members shall serve for the nominal duration of the President's term and shall include:

- CIO
- Treasurer
- Four members appointed by the President from among volunteer BoG officers
- One member appointed by the President from among volunteers who are not on the BoG

The Society Executive Director is an ex-officio non-voting member of this Committee. The Committee may approve the participation of invited experts as required by the agenda items.

7.5.13 Strategic Planning – This Committee is responsible for preparing a long-term strategic plan to guide the direction and future of the Society and for preparing short-term plans to direct specific areas, as appropriate.

Members of the Committee shall be the Chair, the Vice Presidents (or a representative named by the VP), and up to four Members-at-Large, all appointed by the President.

7.5.14 Technical Committees Recertification – This Committee recommends the establishment of new Technical Committees and reviews current Technical Committees to determine whether they are fulfilling their responsibilities.

The VP-TEA is the ex-officio Chair. Committee members shall include the TEA-C Vice Chair and six members appointed by the Chair for a three-year term. One-third of the members are appointed each year by the Chair from among Members-at-Large of the BoG. Committee members who are also officers of Technical Committees under review shall excuse themselves from deliberations related to their Technical Committee.

- 7.5.15 Women in Communications Engineering – This Committee is responsible for encouraging the participation and membership of women communications engineers in the Society. The Committee shall meet at least once a year at ICC or GLOBECOM, and shall provide an annual written report to the Society President, Vice Presidents, and Technical Committee Chairs prior to each ICC.

Committee membership is as follows: Vice-Chair, Publicity Chair, Secretary, IEEE Women in Engineering Committee (WIEC) Society Coordinator, Awards sub-committee Member-at-Large, and up to five Members-at-Large.

#### **ARTICLE 8 – AD HOC COMMITTEES**

- 8.1 Ad Hoc Committees may be established by the President in consultation with the BoG to address broad technical or operational issues within the Society or IEEE. The scope, responsibilities, and P&Ps of an Ad Hoc Committee shall be defined upon establishment. Ad Hoc Committees report to the BoG.
- 8.2 Ad Hoc Committee Chairs and members shall be appointed by the President. Upon establishment, the President shall report to the BoG the composition, mission, and expiration date of the Ad Hoc Committee.
- 8.3 OpCom shall review all Ad Hoc Committees annually and recommend to the BoG whether they should continue, disband, or be elevated to Standing Committees.
- 8.4 Ad Hoc Committees shall automatically expire at the conclusion of their duration or at the end of each President's term or by resolution of the President or the BoG, whichever comes first. The President may reestablish an expired Ad Hoc Committee in consultation with the BoG.

#### **ARTICLE 9 – SOCIETY REPRESENTATIVES**

- 9.1 Society representatives to other IEEE Organizational Units or non-IEEE organizations are responsible for representing Society interests. They are appointed by the President for terms as required by the other organizations, in consultation with the appropriate Vice President.

#### **ARTICLE 10 – BUDGET AND FINANCE**

- 10.1 Officers shall prepare budgets for the coming calendar year in the first half of each year to be approved by the BoG at its mid-year meeting. Actuals shall be reviewed throughout the year, and a forecast reported at each meeting.
- 10.2 Dues and fees are set by the BoG in accordance with IEEE and Society guidelines and are based upon proposals by the Treasurer to the BoG. Billing and receipt of annual dues are part of the IEEE dues billing process.
- 10.3 Budget
- 10.3.1 Each year the Society produces a budget which shall be approved by the BoG.
- 10.3.2 The Treasurer is responsible for the development of the Society annual budget and submitting to IEEE Technical Activities for consolidation with other societies, and ultimately to the IEEE for their consolidated budget. The Treasurer monitors revenues and expenses, providing interim reports on budgets, forecast, actuals at each BoG and OpCom meeting. A complete financial report, including actual versus budget, net assets, and reserves is presented by the Treasurer annually.
- 10.4 Finance
- 10.4.1 The Treasurer has oversight responsibility for all Society financial matters.

- 10.4.2 Funds shall be handled as designated by the Treasurer and shall be deposited with IEEE or with external financial institutions, as approved by the BoG and/or IEEE Board of Directors.
- 10.4.3 The Treasurer, or Society Executive Director, or their designee shall follow orderly procedures for disbursement of funds, providing sufficient checks and balances and appropriate record keeping. A budgeted expenditure requires no further approval beyond approval of the Treasurer.
- 10.4.4 The Treasurer shall periodically review the Society finances and recommend adjustments needed to insure financial stability of the Society.
- 10.4.5 The Treasurer shall cooperate with Society and IEEE officials to accomplish financial audits when requested. The results of these audits shall be presented to the BoG.