IEEE COMMUNICATIONS SOCIETY

BYLAWS

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ARTICLE 1 – OBJECTIVES

1.1   Objectives – The objectives of the Society are to provide its members and the global community of communications professionals with the services outlined in Clauses 1.2, 1.3, and 1.4.

1.2   Technical Information
- Creation via research and innovation in the IEEE Communications Society community
- Identification and promotion of hot topics
- Worldwide dissemination via publications, presentations, and electronic media
- Exchange via 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, Life 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 and Affiliates shall have all the rights and privileges of membership within the Society except for the right to vote on matters presented to the Society membership and the right to hold office. Associate Members shall have all the rights and privileges of membership within the Society, except 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 (elected and appointed) of the Society shall be members of the Society (Graduate Student level or higher). In addition, all voting members of all Society assemblies (including Technical Committees and Industry Communities) and Society Representatives shall be members of the Society (Graduate Student level or higher). 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), 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, except the President-Elect, is elected to another Society position, that officer shall resign from the former position upon taking the new office.
   - When an elected officer is elected to the position of President-Elect, that officer may continue to hold the current position until the conclusion of its term or upon entering the position of President, whichever comes first.

   3.2.2   Terms of Office
   - The President-Elect shall serve a one-year term the year following the election to President-Elect (odd-numbered), then 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. After completing a one-year term as Past President, an individual can use the title President Emeritus. President Emeritus is not a member of the Board of Governors and is not restricted from serving in other ComSoc roles, in accordance with ComSoc policies.
   - 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 serve only one term.
   - 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 four 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, and Vice President-Member and Global 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.
- Past President – The term shall be filled by the VP-Technical and Educational Activities and then by the Vice President-Publications, Vice President-Conferences, and Vice President-Member and Global Activities, in that order.
- 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 highest 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 highest 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. If an elected position is vacated before the full term is completed, the position shall be filled as specified in Bylaw 3.2.4.

3.3   Appointed Officers

3.3.1   The Society appointed Officers shall be:
- Chief Information Officer (CIO) – Oversees cost-effective planning, acquisition, maintenance and use of the Society's information systems and networking, databases and telecommunications services.
- Chief Marketing Officer (CMO) – Oversees the Society's marketing initiatives across multiple platforms and media driving ComSoc quality, engagement, and brand consistency.
- Directors – Each Director 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 November 1 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.
- Society Parliamentarian – The role of the Society Parliamentarian shall be strictly limited to giving advice to the Chair during BoG and OpCom meetings and, when requested or needed, to any other Society assembly Chairs and members. It is also the duty of the Society Parliamentarian to advise the Chair of potential actions that could affect the substantive rights of any member or may otherwise do harm. The Chair has the duty to make the final ruling and therefore may follow the advice of the

Parliamentarian or disregard it. The Society Parliamentarian also has the same duty as the presiding officer to maintain a position of impartiality and, differently from other non-voting officers, shall not be allowed to make/second motions or participate in debate.

- Standing and Ad Hoc Committee Chairs
- 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.

3.3.2 The appointment of Treasurer, CIO, CMO, 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 be appointed for not more than two consecutive terms for the same position. After two consecutive terms as an appointed Officer, the volunteer shall not be eligible to serve in the same position until the lapse of two terms from the end of their last term. All Society appointed Officers shall serve for the nominal term of the President unless otherwise specified in these Bylaws.

3.3.5 For each appointed BoG position, there shall be documentation attesting that an earnest effort was made to identify a diverse set of qualified candidates and that no discrimination was made pursuant to IEEE Policy 9.26. The process for preparing and submitting the Diversity Efforts documentation shall be outlined in the Society P&Ps.

3.3.6 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.

3.3.7 Vacancies – In the event that an appointed officer position is vacated before the full term is completed, the position shall be filled by action of the BoG upon recommendation by the President. In filling vacancies for unexpired terms, an appointed officer who has served more than half a term in an office is considered to have served a full term.

3.4 Members of ComSoc Assemblies

3.4.1 For those appointed as voting members (with the exception of the Chair) of ComSoc Boards or Standing Committees as listed in these Bylaws:

- the maximum consecutive terms of service in the same position shall be two;
- the maximum number of consecutive years in any position of that assembly shall be six.
- once the maximum number of consecutive years has been reached, a pause of two years is required for future reappointment to a voting position on the same ComSoc Board or Standing Committee.

3.4.2 Vacancies – In the event that an appointed assembly member position is vacated before the full term is completed, the position shall be filled in the same manner as the original appointment as defined in these Bylaws. In filling vacancies for unexpired terms, an assembly member who has served more than half a term in a position is considered to have served a full term.

ARTICLE 4 – ELECTED OFFICER RESPONSIBILITIES

4.1   President, President-Elect, and Past President Responsibilities

4.1.1   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.

4.1.2   The President-Elect shall start the selection process for the Society appointed Officers specified in Clause 3.3.

4.1.3   The President shall appoint Officers as needed in consultation with the appropriate VP and with BoG approval, as specified by the Society governing documents.

4.1.4   The President shall inform the BoG of the roster of all Boards and Standing Committees as soon as they are finalized and before the first BoG meeting following the start of the President's term.

4.1.5   The President is the highest-ranking volunteer officer of the Society. The President is responsible for leading the implementation of strategic actions and directions set by the ComSoc BoG. The President, or a President's delegate, represents the Society in negotiations with Sister Societies and other similar organizations.

4.1.6   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.

4.1.7   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.

4.2   Vice Presidents – Responsibilities

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

4.2.2   Vice President – Technical and Educational Activities is responsible for all technical activities and educational services within the Society, including standardization activities. The VP-TEA shall also be responsible for promoting technical activities of interest to academia, industry, government, and standards stakeholders, including scientists, industrial researchers, practitioners, managers, executives, young professionals, and other professionals.

The following Boards and Standing Committees report to the Council chaired by this Vice President:
- Educational Services Board
- Industry Communities Board
- Standardization Programs Development Board
- Standards Development Board
- Technical Committees Board
- Communications History Standing Committee
- Distinguished Lecturers' Selection Standing Committee
- Emerging Technologies Standing Committee
- Technical Committees/Industry Communities Recertification Standing Committee

4.2.3   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

4.2.4 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

4.2.5 Vice President – Member and Global Activities is responsible for: i) all activities, services and programs associated with members and chapters, and oriented to membership retention, development, and marketing in the four regions; ii) all activities related to the organization and management of chapters; iii) relations with other IEEE and professional societies worldwide; and iv) in collaboration with TEA, fostering and implementing technical activities and services that are of interest to academia, industry, government, and standards stakeholders, including scientists, industrial researchers, practitioners, managers, executives, young professionals, and other professionals.

The following Boards and Standing Committees report to the Council chaired by this Vice President:
- Industry Outreach Board
- Member Services Board
- Asia/Pacific Region Board
- Europe, Middle East & Africa Region Board
- Latin America Region Board
- North America Region Board
- Women in Communications Engineering Standing Committee
- Young Professionals Standing Committee

4.3 Members-at-Large (MaLs) – Responsibilities

4.3.1 Members-at-Large represent all Society members in the conduct of Society business, reviewing, discussing, proposing, and acting upon a wide range of items affecting the Society.

4.3.2 Members-at-Large are responsible for:
- Attending and actively participating in regular and special meetings of the Board of Governors and OpCom (if appointed).
- Preparing for all meetings to facilitate discussion and required decisions.
- Making themselves available to Society members for dialog regarding Society issues.
- Sharing with other BoG members questions/concerns/suggestions that are conveyed to them by Society members.

ARTICLE 5 – THE BOARD OF GOVERNORS (BoG)

5.1 As stated in the ComSoc Constitution, the Society shall be governed by the BoG. The BoG shall have primary fiduciary responsibility for the Society and shall set Society policy.

5.2 Officers on the BoG:
- Elected Officers (Voting):

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

5.3 The BoG shall hold at least two regular in-person meetings annually. Normally, these meetings shall be held at ICC and GLOBECOM.

5.4 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.

5.5 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.

ARTICLE 6 – THE OPERATING COMMITTEE (OpCom)

6.1 OpCom shall be a standing committee of the BoG and its P&Ps shall be included in the Society P&Ps.

6.2 OpCom's role is to oversee the implementation of the Society's strategic plans including establishing priorities and guidelines for execution.

6.3 Between BoG meetings, OpCom conducts business on behalf of the BoG and is comprised of a subset of the BoG members. OpCom approved actions shall become effective immediately if within the scope of the delegations assigned by the BoG to OpCom. Actions not within such delegation shall be submitted to the BoG for approval in the consent agenda or for further consideration at its next meeting. If four voting members of the BoG wish to rescind a motion approved at OpCom, they shall notify the BoG within one week from the distribution of the list of motions passed at the OpCom meeting. In such case, execution of the OpCom motion shall be delayed until the matter is discussed and voted upon at a BoG special or regular meeting.

6.4 The responsibilities under the entire BoG and those delegated to OpCom shall be specified in the Bylaws. The BoG delegates to OpCom the authority to act on the matters specified below and only those:

- Authorize any action made in the areas already delegated to the various VPs/Councils and also authorize cross-area initiatives, up to the expenditure limit of $50k.

- Prepare Operating Plans for achieving tactical objectives in the implementation of the BoG-approved strategic plans.
- Establish the priorities of Society programs and projects, as needed, in the implementation of the Society Operating Plans.
- Provide input to the goal setting and performance evaluation processes of the ComSoc Staff Executive Director through the Managing Director – Technical Activities, and propose revisions of those goals, in compliance with IEEE procedures, to achieve the Society tactical and strategic goals.
- Selects the awardee for the IEEE Communications Society Board of Governors Carole Swaim Distinguished Staff Award.

6.5   OpCom voting members shall be:
- President
- President-Elect (odd-numbered years), immediate Past President (even-numbered years)
- Vice Presidents
- BoG Members-at-Large (three) appointed as follows: each year, the President shall appoint one BoG MaL for a 3-year term chosen among the first-year MaLs.
- IEEE Division III Delegate/Director

6.6   OpCom non-voting members shall be:
- Chief Information Officer
- Chief Marketing Officer
- Treasurer
- Society Parliamentarian
- Society Executive Director

6.7   OpCom shall normally hold the following meetings and the OpCom P&Ps shall specify the priorities to be addressed:
- March/April (in-person)
- July/August (teleconference)
- September/October (in-person)

6.8   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.

6.9   The President shall report at BoG meetings the main decisions made at previous OpCom meetings and their rationale.

6.10   Every three years, the BoG shall either reaffirm the existing delegations or amend them as necessary.

ARTICLE 7 – OPERATIONS IN SOCIETY ASSEMBLIES (BoG/Councils/Boards/Committees)

7.1   A majority of the voting members of a Society assembly constitutes a quorum.

7.2   The vote of a majority 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.

7.3   The Chair of an 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.

7.4   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.

7.5   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.

7.6   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.

7.7   Minutes of a BoG and OpCom meeting shall be distributed to the BoG within 45 and 30 days of the meeting, respectively. A list of motions passed at each BoG and OpCom meeting shall be made available to the BoG within one week of the BoG/OpCom meeting.

7.8   Executive sessions shall be conducted according to IEEE Bylaws and Robert's Rules of Order. The Chair may appoint a secretary for taking minutes of the executive session. Executive session minutes shall be kept on file in a secure location at Society Headquarters.

7.9   Members of BoG and OpCom shall receive notice of their regular meetings at least 21 days prior to the scheduled meeting start date.

7.10   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.

7.11   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.

7.12   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.

7.13   Proxy voting is not allowed.

7.14   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.

7.15   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.

7.16   A Management Retreat may be held annually at the discretion of the President.

7.17   Assembly members shall adhere to assembly decisions, unless such decisions violate IEEE or Society Constitutions, Bylaws or Policies.

7.18   The Ombudsperson shall be the first point of contact for reporting a dispute or complaint related to Society activities and/or volunteers. The Ombudsperson 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 Ombudsperson 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 Ombudsperson shall report to the BoG.

7.19   Constitution, Bylaws, and P&Ps of the Society shall be in accordance with the IEEE Governing documents.

7.20   Proposed amendments to Society governing documents requiring BoG approval shall be submitted to the Governance Committee for review by the deadline set by the Governance Committee Chair in consultation with the Society President. The deadline shall be at least 30 days (but no more than 60 days) prior to the BoG meeting. The established deadline shall be announced as early as possible but no later than 30 days prior to the deadline. When appropriate, the motion shall be revised based on feedback from the Governance Committee. The Governance Committee shall submit the final version of the motion to the BoG at least two weeks prior to the BoG meeting. Additional details of this process shall be specified in the BoG P&Ps.

Proposed amendments to Society Policies and Procedures that do not require BoG or OpCom approval shall be approved by the appropriate assembly, then reviewed, and revised, if needed, by the Governance Committee prior to their inclusion in the Society Policies and Procedures.

ARTICLE 8 – PROFESSIONAL STAFF

8.1   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.

8.2   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.

8.3   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.

8.4   The Society Executive Director serves as BoG/OpCom secretary, assisted by staff members as needed.

ARTICLE 9 – COUNCILS

9.1   Councils are chaired by Vice Presidents to address Technical and Educational Activities, Publications, Conferences, and Member and Global Activities. Directors of Boards and Chairs of Standing Committees reporting to a Council shall be ex-officio voting members of that Council together with the Council Chair. Additional voting members may be specified in the Council description clause 9.4, and their term shall be concurrent with the nominal term of the President.

Vice Presidents should appoint a Council Vice Chair chosen among the Council voting members and may also appoint additional non-voting members as needed.

9.2   Council P&Ps are developed by the Council and approved by the BoG.

9.3   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.

9.4   The following Councils shall be formed:

  9.4.1   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. The Vice Chair of the Council shall be the Distinguished Lecturer Selection Committee Chair.

  9.4.2   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.

  9.4.3   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.

  9.4.4   Member and Global Activities Council (MGA-C) – This Council is responsible for all Society activities and programs related to members, chapters, membership development, and Society regions.

ARTICLE 10 – TECHNICAL COMMITTEES AND INDUSTRY COMMUNITIES

10.1   Technical Committees (TCs)

10.1.1 Technical Committees are established to promote technical activities in the fields of interest of the Society and to position ComSoc as the leading technical organization for communication professionals. Technical Committees shall also support Society technical activities in the areas of conferences, publications, standards, education, and history. TCs report to the Technical Committees Board.

Technical Committees shall have at least a Chair, Vice-Chair, and a Secretary and all shall be elected by the TC membership. TC membership shall be defined in the Technical Committees Board P&Ps.

Technical Committees may have Subcommittees and Special Interest Groups (SIGs). Chairs of Subcommittees and SIGs shall be appointed by the TC Chair. Further details on the role and responsibilities of TCs and SIGs shall be specified in the Technical Committees Board P&Ps.

10.1.2 Technical Committees may be created, merged, modified, recertified, or dissolved by resolution of the TEA-C, as necessary to ensure the continued relevance and effectiveness of the Society TCs. Proposals to create/merge/modify/dissolve TCs shall be sent to the VP-TEA for consideration and approval by the TEA-C. In the case of proposals for creating new TCs, a petition to the Technical Committees 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.

10.1.3 Technical Committees shall have P&Ps which shall include officer positions and election procedures and they shall conform to the template specified in the Technical Committees Board P&Ps. P&Ps shall be developed by the Technical Committee and approved by the Technical Committees Board.

10.1.4 The Chair of a new Technical Committee is appointed for two years by the Director - Technical Committees with the approval of the VP-TEA. During this period, a mentor is assigned to the Technical Committee by the Director of Technical Committees. Subsequently, the Chair shall be elected by the members of the Technical Committee.

10.1.5 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.

10.2   Industry Communities (ICs)

10.2.1 Industry Communities are established to cover substantial and diverse topical areas of current industry interests and report to the Industry Communities Board (ICB).

10.2.2 Proposals to create/merge/modify/dissolve ICs shall be sent to the VP-TEA for consideration and approval by the TEA-C.

10.2.3 Industry Communities shall develop P&Ps which shall include scope and responsibilities, officer positions, and election procedures. Industry Communities P&Ps shall conform to the template specified in the Society P&Ps and shall be approved by the ICB.

ARTICLE 11 – BOARDS

11.1   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)

- o Conference Development Board
- o Conference Operations Board
- Member and Global Activities Council (MGA-C)
  - o Industry Outreach Board
  - o Member Services Board
  - o AP Region Board
  - o EMEA Region Board
  - o LA Region Board
  - o NA Region Board
- Publications Council (PUB-C)
  - o Journals Board
  - o Magazines Board
  - o Online Content Board
- Technical and Educational Activities Council (TEA-C)
  - o Educational Services Board
  - o Industry Communities Board
  - o Standardization Programs Development Board
  - o Standards Development Board
  - o Technical Committees Board

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

Board membership and members' terms shall be defined in the Bylaws, in the Board's description. 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. Directors should appoint a Board Vice Chair chosen among the Board voting members.

11.3   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.

11.4   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.

11.5   The following Boards shall be formed:

11.5.1   Conference Development – This Board is responsible for the strategic planning, technical scope, and growth of all conferences financially sponsored or co-sponsored by ComSoc (namely, 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.

11.5.2   Conference Operations – This Board is responsible for the oversight and management of the operational, publications, and financial aspects of all conferences financially sponsored or co-sponsored by ComSoc (namely, Portfolio Conferences).

Member 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.

11.5.3   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, university student education, and pre-university education. In particular, this Board is responsible for developing and maintaining these education programs and resources, while striking a balance between generating revenue, supporting outreach efforts, and providing services to members.

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

11.5.4   Industry Communities - This Board 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, education, and publications. It is within the overall objective and mission of the Industry Communities Board to increase industry membership and participation in ComSoc activities.

Voting members of this Board are the Director and 4-to-6 Members at Large. The Director of this Board shall give priority to the Chairs of Industry Communities to serve as voting members on the Industry Communities Board. Other Industry Community chairs shall be non-voting members of the Industry Communities Board.

11.5.5   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 assemblies: Industry Communities Board, Technical Committees Board, Educational Services Board, PUB-C, CON-C, Standardization Programs Development Board, and MGA-C. In addition, up to four Members-at-Large may be appointed by the Director to represent external industrial and governmental interests.

11.5.6   Journals – This Board is responsible for the oversight of Society journals. Board members are the Editors-in-Chief of Society journals (ex-officio) for which ComSoc is the Managing Partner and/or has a majority financial stake, and up to two Members-at-Large, in addition to the Director.

11.5.7   Magazines – This Board is responsible for the oversight of Society magazines. Board members consist of the Editors-in-Chief of Society magazines (ex-officio) and up to two Members-at-Large, in addition to the Director.

11.5.8   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.

11.5.9 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, and MGA Councils; the CIO; and up to three additional Members-at-Large.

11.5.10 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.

11.5.12 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. The Vice President – Technical and Educational Activities shall be an ex-officio voting member of the Standardization Programs Development Board.

11.5.13 Standards Development – This Board is responsible for the promotion and advancement of communications standards developed under the auspices of the IEEE Standards Association.

In addition to the Director, the ex-officio voting members on this board shall be Chairs of the Standards Committees under Standards Development Board and the Chairs of the Working Groups directly under Standards Development Board. In addition, there shall be up to five Members-at-Large who shall be voting members. The number of Members-at-Large shall not exceed 1/3 of the total voting membership of Standards Development Board at the time of appointment. The Director shall appoint Members-at-Large with priority:

a) First to ComSoc volunteers with current or recent IEEE standards governance experience: officers of IEEE working groups, members of IEEE standards committees, and members of IEEE Standards Association Standards Board (SASB) committees

b) Second to other ComSoc volunteers with demonstrated IEEE standards development experience.

Members-at-Large shall serve for a maximum of two consecutive terms. The terms shall be staggered with a term being three (3) years. For the purpose of implementing the staggered terms, the initial term of a Member-at-Large may be less than three (3) years.

The Vice-President Technical and Educational Activities shall be an ex-officio non-voting member of the Standards Development Board.

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

11.5.14 Technical Committees – This Board is responsible for the oversight and promotion of the technical committees of the Society and their activities including the promotion of technical content and the support of technical activities across the Society.

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 12 – STANDING COMMITTEES

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

• Awards	BoG
• Fellow Evaluation	BoG
• Finance	BoG
• Governance	BoG
• Information Technology	BoG
• Marketing Committee	BoG
• Nominations & Elections	BoG
• Operating (OpCom)	BoG
• Operations & Facilities	BoG
• Strategic Planning	BoG
• Technology Evolution & Initiatives	BoG
• GLOBECOM/ICC Management & Strategy	CON-C
• GLOBECOM/ICC Technical Content	CON-C
• Women in Communications Engineering	MGA-C
• Young Professionals	MGA-C
• Communications History	TEA-C
• Distinguished Lecturers' Selection	TEA-C
• Emerging Technologies	TEA-C
• Technical Committees/Industry Communities Recertification	TEA-C

12.2   Standing Committee Chairs shall be responsible for appointing Standing Committee members with the approval of the sitting 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.

Committee membership and members' terms shall be defined in the Bylaws, in the Committee's description. 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 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.

12.3   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.

12.4   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.

12.5   The following Standing Committees shall be formed**:**

   12.5.1   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.

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

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

   12.5.4   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 to the VP-TEA. This Committee shall collaborate with the Technical Committees in promoting technical activities in support of academia and industry in the areas of the Society's Emerging Technology Initiatives.

   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-year terms with one-third appointed each year. In addition, the Editor-in-Chief of *IEEE Communications Magazine*, the Editor-in-Chief of *IEEE Journal of Selected Areas in Communications*, and the Chair of the Industry Communities Board are ex-officio voting members of the Committee.

   12.5.5   Fellow Evaluation – This Committee is responsible for the Society's technical evaluation of Fellow nominations being considered by the IEEE Fellow Committee. It consists of a Chair and 18 members and all are voting members. The Chair shall serve a term of two years, concurrent with the nominal term of the President, and the Committee members shall serve three-year terms with one-third of the members being appointed each year. Non-voting members shall not be appointed to the committee. The Chair and committee members shall be IEEE Fellows and Members of the Society.
   - The Chair and the Vice Chair (if any) shall be appointed by the BoG upon recommendation of the President-Elect. The ComSoc FEC Chair should preferentially be selected among current or recent committee members. Eligibility criteria for members of the ComSoc FEC are specified in the Operations Manual of the IEEE Fellow Committee.

- Committee members shall be appointed by the Chair with the concurrence of the President. In appointing voting members, due attention should be given to ensuring broad diversity with respect to factors such as technical field of expertise, geographic location, professional affiliation, gender, and nomination category under which the members were elevated to Fellow grade.
- As specified in the Operations Manual of the IEEE Fellow Committee, the Chair shall not serve for more than two consecutive years and members (including Vice Chairs, if any) shall not serve for more than three consecutive years. Any member shall not serve for more than five consecutive years, regardless of the position held.
- As specified in the Operations Manual of the IEEE Fellow Committee, by January 31st of each year, the President shall inform the IEEE Fellow Committee Chair, Vice Chair, and the Fellow Activities Staff of: (a) the name of the ComSoc FEC Chair, and (b) the complete roster of the ComSoc FEC.

12.5.6 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 President or President-Elect, Vice Presidents, CIO, and the OpCom representative from each Member-at-Large class. The President, upon recommendation of the Treasurer, may appoint up to four additional voting members, who shall be ComSoc Members and shall not be sitting members of the BoG. The additional members shall serve three-year staggered terms with one reappointment allowed. The Society Executive Director and the Society Staff Finance Director shall be ex-officio non-voting members of the Committee.

12.5.7 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 Members-at-Large, three past members of an ICC or GLOBECOM Organizing Committee, and the GITC Committee Chair.

12.5.8 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 technical content 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 Members-at-Large, three past ICC or GLOBECOM Technical Program Chairs, and the GIMS Committee Chair. The Director of Technical Committees 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.

12.5.9 Governance – This Committee is responsible for all matters related to Society Governance, including but not limited to: reviewing any proposed amendment to Society governing documents (Constitution, Bylaws, P&Ps) prior to discussion in the BoG; crafting amendments to Society governing 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 governing documents with the goal of keeping them current and consistent; and serving as an interpretive Committee on Governance issues.

Committee membership: Chair (appointed by the BoG upon recommendation of the President for terms beginning in odd-numbered years or upon recommendation of the President-Elect for

terms beginning in even-numbered years), 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.

12.5.10 Information Technology – The Committee is responsible for the planning and oversight of ComSoc's IT initiatives and special projects to ensure that they follow a well-developed long-term strategy, are consistent with ComSoc's mission, and meet the important needs of ComSoc. The Committee shall develop and maintain an up-to-date BoG-approved IT long-term strategic plan. The committee shall prioritize and oversee the implementation of ComSoc's IT initiatives and special projects in ways that are timely, cost effective, efficient, and compatible with the interest and evolution of ComSoc and IEEE. Inputs and requests to this committee may originate from within ComSoc or as a result of IEEE or Legal requirements.

The Chief Information Officer shall serve as the IT Committee Chair. Voting Members shall be:
- Chief Marketing Officer
- Treasurer
- 4 Members-At-Large (MAL):
  - One Member from the Conference Operations Board, appointed by the VP-CON
  - One Member from the Online Content Board, appointed by the VP-PUB
  - One Member from the Technical & Educational Activities Council, appointed by the VP-TEA
  - One member of the MGA Council, appointed by the VP-MGA

The four Members-At-Large (MAL) shall serve 3-year staggered terms. Such staggering shall be created by appointing members to terms shorter than three years, as indicated at the time of their appointment.

12.5.11 Marketing – This Committee oversees ComSoc's marketing programs and is chaired by the Chief Marketing Officer. The Marketing Standing Committee works in collaboration with the Marketing staff for strategizing, planning and implementing the BoG-approved marketing plan. Responsibilities include exploration and adoption of emerging digital media; use of social platforms; the ComSoc website; creation, communication, and implementation of a strategic roadmap for innovative marketing; and related 3rd party efforts.

Committee membership is as follows: Chief Marketing Officer (Chair), one representative from each of the Online Content Board, Conference Council, Member Services Board, Industry Outreach Board or Standards Development Board, Educational Services Board, Technology Evolution and Initiatives Committee, and one Member-at-Large. The ComSoc Staff Marketing Director is an ex-officio non-voting member of the Committee. At the Chair's discretion, a Vice Chair may be appointed from amongst the committee members.

12.5.12 Nominations & Elections – This Committee is responsible for recommending to the BoG candidates to fill elected Society office positions, and for the development, implementation, and supervision of election procedures. For each position, there shall be documentation attesting that an earnest effort was made to identify a diverse set of qualified candidates and that no discrimination was made pursuant to IEEE Policy 9.2.6. The process for preparing and

submitting the Diversity Efforts documentation shall be outlined in the Society P&Ps. 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 Past Past President, who shall serve for a two-year term and shall take office as Chair immediately after the nominal term of Past President has ended (the beginning of an odd-numbered year). In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations & Elections Committee available shall be the Chair. With extenuating circumstances, a different individual may be appointed to this position 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 NEC Chair, 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.

The Chair shall not be eligible to be elected to the BoG during the Chair's 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.

The Nominating Committee for the IEEE Division III Director shall be a separate Committee and shall operate as specified in the TAB Operations Manual.

12.5.13 OpCom – Between BoG meetings, OpCom conducts business on behalf of the BoG and is comprised of a subset of the BoG members. OpCom approved actions shall become effective immediately if within the scope of the delegations assigned by the BoG to OpCom. Actions not within such delegation shall be submitted to the BoG for approval in the consent agenda or for further consideration at its next meeting.

Members of the Committee shall be the President, President-Elect (odd-numbered years), immediate Past President (even-numbered years), Vice Presidents, three BoG Members-at-Large (each year, the President shall appoint one BoG MaL for a 3-year term chosen among the first-year MaLs), and the IEEE Division III Delegate/Director. Non-voting members of the Committee shall be the Chief Information Officer, Chief Marketing Officer, Treasurer, Society Parliamentarian, and the Society Executive Director.

12.5.14 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. Committee members shall be:

- CIO
- Treasurer
- Four Vice Presidents (ex-officio)
- Past President (even years)/President-Elect (odd years)
- Division III Director
- Three Members-at-Large (appointed by the President)

The Society Executive Director is an ex-officio non-voting member of this Committee.

12.5.15 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 eight Members-at-Large all appointed by the President upon recommendation of the Committee Chair. The Members-at-Large will serve two-year staggered terms. Each year, at least one of the appointees shall be a Young Professional as defined by IEEE.

12.5.16 Technical Committees/Industry Communities Recertification – This Committee reviews each Technical Committee/Industry Community once every three years to ensure their continued relevance and effectiveness to the Society. Committee recommendations for recertification, modification, merging, or elimination are submitted to the TEA-C for approval.

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/Industry Communities under review shall excuse themselves from deliberations related to their Technical Committee/Industry Community.

12.5.17 Technology Evolution & Initiatives - This Committee is responsible for the oversight and management of ComSoc's involvement in external initiatives, i.e. those originated from IEEE-level or multi-Society initiatives (e.g., Multi-Society Technical Groups, IEEE Technical Communities, IEEE TAB Future Directions Committee, IEEE New Initiatives Committee, and all IEEE OUs). The Committee shall ensure that ComSoc's involvement is timely, relevant, within ComSoc's field of interest, cost effective, and compatible with the evolution of ComSoc and IEEE. The Committee shall recommend to the BoG when to terminate existing initiatives, revise existing initiative MoUs, and join/launch new initiatives.

The Committee shall also monitor ComSoc's internal initiatives, identifying gaps and opportunities, and recommending to Councils and the BoG (a) improvements of existing initiatives and (b) new initiative projects and programs consistent with ComSoc's vision, mission, and Strategic Plan.

Members of the Committee shall consist of three Members-at-Large (MALs) serving three-year staggered terms. MALs may serve a maximum of two terms. Other voting members are the Past Chair of the Committee, the Chair of the Emerging Technologies Committee, the Chair of the Strategic Planning Committee, the VP-TEA, and the Chairs or ComSoc representatives of IEEE-level or multi-Society Initiatives in which ComSoc has more than a 1/6th financial share of the ownership.

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

12.5.19 Young Professionals – This Committee is responsible for encouraging Young Professionals (as defined by IEEE) to become Communications Society members and to participate in its activities. It will do this through developing programs and initiatives attractive to Young

Professionals, empowering them to make valuable contributions to the Society and entire IEEE organization, giving them a voice in Society direction, and by preparing them for future leadership roles. Membership of this Committee is the Chair, 5 Members-at-Large who are Young Professionals, and 1 Member-at-Large who is not a Young Professional.

ARTICLE 13 – AD HOC COMMITTTEES

13.1   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.

13.2   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.

13.3   OpCom shall review all Ad Hoc Committees annually and recommend to the BoG whether they should continue, disband, or be elevated to Standing Committees.

13.4   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 14 – SOCIETY REPRESENTATIVES

14.1   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 15 – BUDGET AND FINANCE

15.1   Officers shall prepare budgets for the coming calendar year in the first half of each year for initial approval by the BoG at its BoG1 meeting, and for final approval at the Special BoG meeting (if needed, as specified in the Finance P&Ps). Actuals shall be reviewed throughout the year, and a forecast reported at each meeting.

15.2   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.

15.3   Budget

15.3.1 Each year the Society produces a budget which shall be approved by the BoG.

15.3.2 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.

15.4   Finance

15.4.1   The Treasurer has oversight responsibility for all Society financial matters.

15.4.2   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.

15.4.3   The Treasurer shall periodically review the Society finances and recommend adjustments needed to insure financial stability of the Society.

15.4.4   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.