

# **IEEE COMMUNICATIONS SOCIETY BYLAWS**

**Approved December 2004;  
Amended and approved by IEEE: 5/2005, 12/2005, 10/2006, 12/2006, 6/2007, 5/2008,  
12/2008, 6/2009, 12/2009, 12/2010, 01/2011, 01/2011, 12/2011, 04/2012, 09/2013, 04/2014**

## **TABLE OF CONTENTS**

### **ARTICLES**

1. Objectives
2. Membership
3. Officers and Operations
4. Councils
5. Technical Committees
6. Boards
7. Standing (and Ad Hoc) Committees
8. Society Representatives
9. Budget and Finance

### **ARTICLE 1 – OBJECTIVES**

1.1 Objectives - The objectives of the Society are to provide the following services to its members and the global community of communications professionals:

- 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
- Education (basic and continuing)
  - Tutorials, short courses, lecture programs
  - Chapter support and other delivery mechanisms
- 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

1.2 Bylaws and Policies and Procedures of the Society will be in accordance with the IEEE Governing documents.

### **ARTICLE 2 – MEMBERSHIP**

2.1 Members are those who have an interest in the fields of communications engineering or related arts and sciences and have selected Communications Society membership as part of their IEEE membership or have qualified according to IEEE policy as an Affiliate member of the Society.

2.2 Grades of membership for the Society are the same as those of IEEE plus Affiliates. When used in the Bylaws, the term "member" includes all grades of membership.

2.3 Unless otherwise stated, members are entitled to all rights and privileges of the Society except that Student Members are not entitled to hold office or vote.

2.4 A Society member who is delinquent in paying Society dues will 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 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 must be Members of the Society. The President-Elect and Vice Presidents must be Senior Members or Fellows of IEEE.

#### **3.2 Elected Officers**

3.2.1 President-Elect, Vice President - Technical Activities, Vice President - Publications, Vice President - Conferences, Vice President - Member Relations, Vice President - Standards Activities, IEEE Division III Director-Elect, and Members-at-Large of the BoG are elected by direct vote of the voting Members of the Society (see Article 2.2).

- President-Elect will be elected in even-numbered years, and Vice Presidents in odd-numbered years.
- One-third of the total (12) Members-at-Large will be elected annually; Society Members will vote for a set percentage of Members-at-Large each year.
- When an elected officer is elected to another Society position, except President-Elect, during his or her term, he/she will resign from the former position, upon taking office.
- If the President-Elect holds more than one voting position in the BoG or OpCom, he/she will have no more than one vote.
- 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 will serve in that capacity the year after 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 as Past President.
- Vice Presidents begin two-year terms in the even-numbered years following their election.
- The term of office for a Member-at-Large is three years.

#### **3.2.3 Eligibility for Re-election**

- The President may not be re-elected President for a second 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 will be ineligible for a Vice President-level position after being elected for a total of four vice-presidential terms, consecutive or otherwise.
- Members-at-Large may be re-elected as Members-at-Large for a second consecutive three-year term, but are further ineligible for that office until the lapse of one year.

#### 3.2.4 Absence or Incapacity of:

- President - Duties will be performed by the President-Elect (odd-numbered years)/Past President (even-numbered years) and then by the Vice President - Technical Activities, Vice President - Publications, Vice President - Conferences, Vice President - Member Relations, and Vice President - Standards Activities, in that order.
- President-Elect - The term will be fulfilled by the Past President, who will continue in that capacity until a special election is held and a new President-Elect is chosen.
- Vice President or Member-at-Large - Individuals will 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 will be automatically appointed to serve the remainder of the elected term.

Member-at-Large – Further, individuals will 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 will be automatically appointed to serve the remainder of the elected term.

If none of these individuals can serve, the vacancy will be filled by action of the BoG upon proposal by the President; a person filling a position in this manner will serve until the position can be filled in the next election

### 3.3 Appointed Officers

#### 3.3.1 Treasurer

- Will be appointed by and report to the President.
- Serves for the term of the President.
- 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 Chief Information Officer (CIO)

- Will be appointed by and report to the President.
- Serves for the term of the President.
- Oversees cost-effective planning, acquisition, maintenance and use of the Society's information systems and networking, databases and telecommunications services.

#### 3.3.3 Directors, Parliamentarian, Standing Committee Chairs, and Ad Hoc Committee Chairs

- Will be appointed by the President (upon the recommendation of a Vice President when appropriate).
- Regional Directors are chosen by the President from lists 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 will make the appointment in consultation with the incoming Vice President – Member Relations.
- Serves for the term of the President.

3.3.4 Appointments of the Treasurer, Chief Information Officer, Directors, Parliamentarian, and Standing Committee Chairs are made with the approval of the BoG.

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

3.4.1 In the odd-numbered years, the President-Elect will assist the President in discharging the responsibilities of that office. In the even-numbered years, the Past President will fulfill this role.

3.4.2 The President-Elect begins selecting appointed officers before becoming President. 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.

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

### 3.5 Vice Presidents – Responsibilities

3.5.1 Vice Presidents are accountable to the President for their areas of responsibility.

3.5.2 Vice President — Technical Activities is responsible for all technical activities and educational services within the Society. Reporting to this Vice President are:

- Director – Education
- Chairs – Technical Committees
- Chair – Awards Committee
- Chair – Distinguished Lecturers Selection Committee
- Chair – Fellow Evaluation Committee
- Chair – Emerging Technologies Committee
- Chair – Technical Committees Recertification Committee
- Chair – GLOBECOM/ICC Technical Content 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 on-line offerings. Reporting to this Vice President are:

- Director – Journals
- Director – Magazines
- Director – On-Line Content

3.5.4 Vice President – Conferences is responsible for all aspects of technical conferences, workshops, and professional meetings, including conference publications. Reporting to this Vice President are:

- Director – Conference Development
- Director – Conference Operations
- Director – Conference Publications
- Chair – GLOBECOM/ICC Management & Strategy Committee
- Chair – GLOBECOM/ICC Technical Content Committee

3.5.5 Vice President – Member Relations is responsible for all Society activities and programs related to members, chapters, membership development, marketing, and relations with other IEEE and professional societies worldwide, fostering a strong international Society presence, in coordination with the IEEE Division Director. Reporting to this Vice President are:

- Director – Membership Programs Development
- Director – Marketing & Industry Relations
- Director – Sister & Related Societies
- Director – Asia/Pacific Region
- Director – Europe, Middle-East & Africa Region
- Director – Latin America Region

- Director – North America Region

**3.5.6** Vice President – Standards Activities is responsible for overseeing all Society activities and programs related to: (i) fostering technical activities related to relevant current standards that are under development by different standards development organizations worldwide; (ii) identifying opportunities and fostering ComSoc's engagement in new and/or existing standards development projects; (iii) increasing the visibility of ComSoc standards initiatives within IEEE, the wider international standards community, and the broad international community of communications technologists; (iv) using ComSoc standards activities to forge closer ties with ComSoc's other departments and activities within its Field of Interest (FOI); (v) maintaining a close and informed relationship with the IEEE-SA and; (vi) management within ComSoc, according to IEEE governing documents, ComSoc-sponsored IEEE Standards Association (IEEE-SA) projects. Reporting to this Vice President are:

- Director – Standards Development
- Director – Standardization Programs Development

The Vice President – Standards Activities shall be an ex-officio non-voting member of both the Standards Development Board and the Standardization Programs Development Board."

### 3.6 Board of Governors (BoG)

#### 3.6.1 Officers on the Board of Governors:

##### Elected (Voting) Officers:

- President
- President-Elect (odd years), immediate Past President (even years)
- Vice Presidents
- Members-at-Large
- Director – IEEE Division III
- Director-Elect – IEEE Division III (odd years)

##### Appointed (Non-voting) Officers:

- Directors
- Chief Information Officer
- Parliamentarian
- Treasurer
- Executive Director

**3.6.2** The BoG must hold at least two formal meetings annually. Special BoG meetings may be held at the request of the President or any four members of the BoG. A majority of the voting members of the BoG constitutes a quorum. When a quorum is present, a majority vote is necessary to transact business. Proxy voting is not allowed.

- The presiding officer of the BoG shall have no vote on the BoG except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.
- The vote of a majority of the votes cast of the members present and entitled to vote at the time of the vote, provided a quorum is present, shall be the act of the Society.

**3.6.3** Annually, the President, Vice Presidents, and Executive Director will submit the coming year's Operating Plans. Progress on these plans will be reviewed throughout the year.

**3.6.4** The BoG may meet and act upon the vote of its members in person, by any means of telecommunications, or by combination thereof. The normal voting requirements shall apply when action is taken whereby all persons participating in the meeting can hear each other and view or access presentations at the same time.

3.6.5 For meetings with in-person and remote participants, remote participants who either cannot hear other participants or who 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.

3.6.6 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., referencing Society policies and procedures. A majority vote of the BoG is required for actions so taken.

### 3.7 Operating Committee (OpCom)

3.7.1 Between formal and special BoG meetings, business will be managed by a subset of the BoG called the OpCom, consisting of the following:

- President
- President-Elect (odd years), immediate Past President (even years)
- Vice Presidents
- Members-at-Large (three - one from each annually elected group and appointed by the President)
- IEEE Director/IEEE Director-Elect, Division III
- Directors
- Chief Information Officer
- Treasurer
- Parliamentarian
- Executive Director

3.7.2 Members of the OpCom who are voting members of the Board of Governors are the only voting members of OpCom.

3.7.3 OpCom will meet twice annually, in person or by other means. Additional meetings may be held at the request of the President or any four members of OpCom. A majority of the voting members of OpCom constitutes a quorum. When a quorum is present, a majority vote is necessary to transact business. Proxy voting is not allowed. Actions of OpCom must be ratified by the full BoG in its next meeting. Routine business items shall be included in the consent agenda of that meeting.

3.7.4 All OpCom members are expected to participate in OpCom meetings with the following exceptions:

- Directors
- Chief Information Officer

These members may participate as determined by the President for each meeting.

### 3.8 Operations

3.8.1 Minutes of each BoG and OpCom meeting will be distributed to the BoG within 30 days of the meeting. For executive sessions, only motions passed will be included in the BoG and OpCom minutes. Brief executive session minutes will be kept on file in the office of the ComSoc Executive Director.

3.8.2 Members of the BoG and OpCom must receive notice of their formal meetings no less than 21 days prior to the scheduled date.

3.8.3 If a quorum is not present at a duly called BoG or OpCom meeting, actions may be formulated but are not effective until ratified by letter, electronic mail, or conference call. A

majority vote of that specific body is required for ratification. Approved decisions will be recorded in the minutes of that meeting.

3.8.4 Business action that is formulated outside of a duly called meeting may be conducted by letter, electronic mail, or conference call, referencing Society policies and procedures. A majority vote of the BoG is required. Approved decisions will be confirmed promptly or in writing or by electronic transmission and recorded in the minutes of the next meeting.

3.8.5 Business at Society meetings 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 IEEE governing documents. The President may designate a Parliamentarian whose ruling on procedures will be requested in cases of conflict.

3.8.6 Councils, Boards, and Committees will hold meetings at the request of the relevant Chair with sufficient frequency to transact Society business with reasonable dispatch.

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

3.8.8 BoG members must adhere to decisions of the BoG, unless such decisions violate IEEE or Society constitutions, bylaws or policies.

3.8.9 The BoG may relieve volunteers in appointed/assigned positions of their responsibilities.

3.8.10 The Ombudsman shall be the first point of contact for reporting a dispute or complaint related to Society activities and/or volunteers. The Ombudsman will investigate, provide direction to the appropriate IEEE resources if necessary, and/or otherwise help settle these disputes at an appropriate level within the Society. Nominations & Elections Committee will nominate two candidates for the position of Ombudsman who are not currently on the Board and have not been on the Board for at least two years. The BoG will then select one of the two candidates to serve for a two-year term beginning the second year of the president's term.

### 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 will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

3.9.3 The 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 Executive director supports the Society President, officers and volunteer leadership to achieve the Society goals. This Executive director reports through the Managing Director, Technical Activities, to the IEEE Executive Director.

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

## **ARTICLE 4 – COUNCILS**

- 4.1 Councils are chaired by Vice Presidents to address Technical Activities, Publications, Conferences, Member Relations, and Standards Activities. Directors reporting to a Vice President serve on his/her Council. Vice Presidents may appoint a vice chair, a secretary, and additional members as needed, and designate a member to serve as chair pro tempore in his/her absence.
- 4.2 Council policies and procedures are approved by the Council and with consent of the BoG.
- 4.3 Technical Activities Council (TAC) - This Council addresses the educational and technical interests of the Society, encompassing the broad range of communications and communications-related technical areas. Members of this Council include Technical Committee and Standing Committee chairs, in addition to Directors, reporting to the Vice President - Technical Activities.
- 4.4 Publications Council - This Council addresses the needs of the Society and Society Members related to print and electronic projects, such as journals, magazines, and on-line offerings, not including conference publications.
- 4.5 Conferences Council - This Council addresses the needs of the Society and Society Members related to technical conferences, workshops, and professional meetings.
- 4.6 Member Relations Council - This Council addresses all Society activities and programs related to members, chapters, membership development, marketing, industry relations, sister and related societies, and Society regions. Members of this Council include the President-Elect and the Past President, in addition to all Directors reporting to the Vice President - Member Relations.
- 4.7 Standards Activities Council - This Council oversees the work of Director of Standards Development and Director of Standardization Programs Development, and their respective Boards. Members of the Council include the Vice President - Standards Activities, Vice President – Technical Activities, Directors who report to Vice President – Standards Activities, and the Chairs of any Standards Committees that are established and report to the Standards Activities Council Directors.

## **ARTICLE 5 – TECHNICAL COMMITTEES**

- 5.1 Technical Committees are established to promote and achieve the technical objectives of the Society.
- 5.2 Technical Committees may be created, merged, or dissolved by resolution of the BoG. A resolution to create or substantially change a Technical Committee may be submitted by the Vice President - Technical Activities and must include the name, scope, tentative program for the first year, and approximate numbers of interested and potential members.
- 5.3 New Technical Committees may also be proposed by petition of 25 Society Members; petitions must be submitted to the BoG by the Vice President - Technical Activities and include information in 5.2.
- 5.4 The Chair of a new Technical Committee is appointed for two years by the Vice President - Technical Activities with the approval of the President. During this period a mentor is assigned to the committee by the Vice President – Technical Activities. Subsequently, the Chair will be elected by members of the Technical Committee.
- 5.5 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.
- 5.6 General policies and procedures are provided to guide technical committees and may be modified for the individual technical committee with approval of the Vice President – Technical Activities. Policies must include officer positions and election procedures.
- 5.7 Each Technical Committee will have a technical scope that may be modified when appropriate, upon approval of the Technical Activities Council and consent of the BoG.



## ARTICLE 6 – BOARDS

6.1 Boards are the operational and strategic entities below, organized under Councils, and chaired by Directors.

- *Conference Development*
- *Conference Operations*
- *Conference Publications*
- *Education & Training*
- *Journals*
- *Magazines*
- *Marketing & Industry Relations*
- *Membership Programs Development*
- *On-Line Content*
- *Regional - Asia/Pacific*
- *Regional - Europe, Middle-East & Africa*
- *Regional - Latin America*
- *Regional - North America*
- *Sister & Related Societies*
- *Standards Development*
- *Standardization Programs Development*

6.2 Directors are responsible for appointing members to their Boards, with the approval of the appropriate Vice President. Board members serve for the duration of the Director's term. Each Director may appoint a secretary and additional members as needed. In addition to the designated voting members, each Board may approve voting rights for additional members.

6.3 Policies and Procedures for each Board are developed by the Board and approved by the appropriate Vice President with consent of the BoG. Policy & Procedures & Operating Procedures of the Standards Development Board and of the Standards Committees reporting to the Standards Development Board must also conform to and be approved by IEEE-SA Standards Board. They should conform to the requirements and templates specified in the IEEE-SA Standards Board Operation Manual.

### 6.4 Board Descriptions

6.4.1 Conference Development – This Board is responsible for the strategic planning, technical scope, and growth of all ComSoc conferences. Members include representatives from the Technical Activities Council and at least four Members-at-Large with at least one having served as the technical program chair and at least one as the general chair of a major conference. All of these are voting members, in addition to the Director.

6.4.2 Conference Operations – This Board is responsible for the oversight and management of the operational 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 conference. All of these are voting members, in addition to the Director.

6.4.3 Conference Publications – This Board is responsible for the oversight of all ComSoc conference-based intellectual property. Members include representatives from GITC and major conferences. Additional members can be appointed. All are voting members, in addition to the Director.

6.4.4 Education & Training - 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. Members include representatives from the Conference Development, Conference Operations, Conference Publications and Membership Programs Development Boards, and at least two Members-at-Large. All are voting members, in addition to the Director. The composition of this Board should be drawn from the academic, industrial, and government communities.

6.4.5 Journals – This Board is responsible for the oversight of Society journals. Voting members are the Editors-in-Chief of Society journals and two Members-at-Large, in addition to the Director. Additional members can be appointed, including Liaison Editors to other IEEE journals. All of these are voting members, in addition to the Director.

6.4.6 Magazines – This Board is responsible for the oversight of Society magazines. Voting members consist of the Editors-in-Chief of Society magazines and two Members-at-Large, in addition to the Director. Additional members can be appointed, including Liaison Editors to other IEEE magazines. All of these are voting members, in addition to the Director.

6.4.7 Marketing & Industry Relations – This Board is responsible for assuring a comprehensive and cost-effective marketing program of Society products and services. It is also responsible for developing liaisons with communication related enterprises to promote ComSoc products and services. Members include representatives from the Membership Programs Development Board, the Member Relations Council, and at least four Members-at-Large. All of these are voting members, in addition to the Director. The composition of this board should be drawn from the academic, industrial, and government communities.

6.4.8 Membership Programs Development – This Board is responsible for the oversight of ComSoc member activities and benefits programs, for individuals, chapters, and sections. Members include four Regional Directors plus three members per region selected by the Director from a list of candidates, consisting of at least four names per region, submitted by each Regional Director. All of these are voting members, in addition to the Director. The composition of this board should be drawn from the academic, industrial, and government communities.

6.4.9 On-Line Content – This Board is responsible for initiating, assessing and overseeing Society on-line content. It supports technical committee activities; on-line services; as well as publications, conferences, and education products and services. Members include representatives from the Conference Development, Conference Operations, Education, Journals, and Magazines Boards; the Technical Activities and Member Relations Councils; the CIO; and up to three additional members. All of these are voting members, in addition to the Director.

6.4.10 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
- Europe, Middle-East & Africa
- Latin America
- North America

Regional Boards recruit new ComSoc members; stimulate participation in technical committees, meetings, and conferences; encourage submissions to Society publications; and cooperate and liaison with national scientific and professional societies. Each Board shall have a minimum of five voting members, in addition to the Director. The composition of these boards should be drawn from the academic, industrial, and government communities.

6.4.11 Sister & Related Societies – This Board is responsible for the oversight, collaboration, management, and strategic planning of society relationships with other IEEE societies, with similar national-based societies, and with professional organizations. Membership includes representatives

from the Member Relations Council, from selected Sister Societies, from selected Related Societies, and at least three Members-at-Large. All of these are voting members, in addition to the Director.

**6.4.12 Standards Development** - This Board is responsible for the promotion and advancement of communications standards and standards-related activities. It consists of eight voting members, in addition to the Director, who shall serve as Board Chair. All the Board members, including the Chair, shall serve two year terms concurrent with the Vice-President, Standards Activities. The Board Chair cannot serve in this capacity more than two terms. Other Board members may be reappointed for up to two additional terms. The Board members are appointed by the Director of Standards Development in consultation with the Vice President-Standards Activities and the Vice President-Technical Activities. Priority to serve on the Standards Development Board shall be given 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 Committee.

**6.4.13 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 Standards Association. 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 and publications on technical issues that are relevant to current standards development. The Board will consist of four voting members, in addition to the Director, who chairs the Board. All four members will be appointed by the Director of Standardization Programs Development, in consultation with the Vice President –Standards Activities and the Vice President – Technical Activities. -All the Board members, including the Chair, shall serve two year terms concurrent with the Vice-President, Standards Activities. The Board Chair cannot serve in this capacity more than two terms. Other Board members can be reappointed for up to two additional terms.

6.5 Other operational Boards may be created by majority vote of the BoG. The scope of responsibility and Policies and Procedures must be defined before a new Board will be incorporated into the Bylaws.

## **ARTICLE 7 – STANDING AND *AD HOC* COMMITTEES**

7.1 Standing Committees of the Society and their alignments under Society officers are:

◦ Finance	President
◦ Governance	President
◦ IEEE/ComSoc Coordination	President
◦ Industry Content & Exhibition	President
◦ Nominations& Elections	President
◦ Operations & Facilities	President
◦ Strategic Planning	President
◦ GLOBECOM/ICC Management & Strategy	VP - Conferences
◦ GLOBECOM/ICC Technical Content	VP – Conferences/VP - Technical Activities
◦ Women in Communications Engineering	VP – Member Relations
◦ Awards	VP - Technical Activities
◦ Communications History	VP - Technical Activities
◦ Distinguished Lecturers' Selection	VP - Technical Activities
◦ Emerging Technologies	VP - Technical Activities

- Fellow Evaluation VP - Technical Activities
- Technical Committees Recertification VP - Technical Activities

7.2 Policies and procedures will be proposed by each committee Chair with the approval of the designated Society officer.

### 7.3 Standing Committee Descriptions

7.3.1 Awards – This committee is responsible for all major awards and recognitions made or proposed by the Society. It consists of a Chair, appointed by the President upon recommendation of the Vice President - Technical Activities, and not less than twelve (12) members appointed by the Chair for three-year terms upon the approval of the Vice President - Technical Activities. 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.

7.3.2 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 a Chair, appointed by the President upon recommendation of the VP-Technical Activities and 3 members appointed by the Chair on approval of the VP-Technical Activities for three-year terms, one member appointed each year.

7.3.3 Distinguished Lecturers Selection – This committee is responsible for establishing selection criteria and for the appointment of lecturers. It is chaired by the Vice Chair of the Technical Activities Council. Members consist of the Vice President – Technical Activities, Vice President – Member Relations, the Director – Membership Programs Development, and the Chair of Emerging Technologies Committee.

7.3.4 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 Vice President - Technical Activities. The Chair is appointed by the President from among members of the Strategic Planning Committee with the recommendation of the Vice President – Technical Activities. Additional members are appointed by the Chair with the consent of the Vice President – Technical Activities and must include at least one more member from Strategic Planning. The committee will 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 members of the committee.

7.3.5 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, appointed by the President with the recommendation of the Vice President - Technical Activities, and nine members. Each member is appointed by the Chair to a three-year term upon approval of the Vice President - Technical Activities, one-third of the members being appointed each year. Chair and members must be IEEE Fellows and Members of the Society.

7.3.6 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 committee is chaired by the Treasurer and includes the President, Past or President-Elect, Vice Presidents, CIO, Executive Director, and the representative from each MAL class.

7.3.7 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). The committee structure and operation is detailed in the GIMS charter. The voting members of the GIMS committee are: a Chair, three or four Members-at-Large, three past members of an ICC or GLOBECOM Organizing Committee, and the GITC committee Chair. The committee chair is appointed by the President with recommendation of the Vice President – Conferences. The other members are appointed by the Chair with approval of the Vice President – Conferences.

7.3.8 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 committee structure and operation is detailed in the GITC charter. The voting members of the GITC committee are: a Chair, two to four members identified by the Technical Activities Council, three past ICC or GLOBECOM Technical Program Chairs, and the GIMS committee Chair. The committee chair is appointed by the President with recommendation of the Vice President – Conferences and the Vice President – Technical Activities. The other members are appointed by the Chair with approval of the Vice President – Conferences and the Vice President – Technical Activities.

7.3.9 Governance – This committee is responsible for reviewing proposed Bylaw changes in advance of BoG meetings and also effecting the Bylaw changes that result from actions of the BoG, making sure the new text is consistent with existing Bylaws, the ComSoc Constitution and other IEEE governing documents. It is also responsible for periodically proposing changes that will keep the Society's governing documents, including Policies & Procedures, current, allowing an efficient management of the Society. Membership: Chair appointed by the President, the Parliamentarian and up to three additional members appointed by the President upon recommendation of the Committee Chair, and should include one previous ComSoc President and one sitting Member at Large. The Chair and committee members will serve two-year terms concurrent with the President, with one reappointment allowed.

7.3.10 IEEE/ComSoc Coordination —This committee is responsible for the Society's internal coordination and cooperation with IEEE entities and for enhancing Society relations with IEEE governance and staff. The chair is appointed by the President based upon recommendation of the VP-Member Relation. Voting members consist of the President, VP-Member Relations, Past President/President Elect, IEEE Division III Director, IEEE Division III Past Director/Director-Elect and Director- Sister & Related Societies.

7.3.11 Nominations & Elections – This committee is responsible for identifying candidates to fill elected Society officer positions, and for the development, implementation and supervision of election procedures. It consists of nine voting members, each appointed by the President, upon recommendation by the Chair, for a three-year term, one-third of the members being appointed each year. At least one annual appointee must not be a member of the BoG. Immediately after being elected and officially announced, the President-Elect becomes an *ex officio* non-voting committee member. Additionally, the current Division III Director shall be a voting member. The committee is chaired by Past Presidents. Each President spends the first year after his/her term of office as an *ex officio* voting committee member. This Past President assumes the Chair the following year (an odd-numbered year) and serves for two years. If the Past President is unable to serve, the President will appoint a Chair for a similar period, with the approval of the BoG. 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. Meetings of this committee will always be held in Executive Session. The number of signatures required for a petition candidate to appear on a ComSoc ballot shall be equal to the number required by the IEEE Bylaw on Nominations & Appointments. All candidates for appearance on the ballot must be identified at least 28 days prior to the date of the election. The operation of the committee is detailed in its policies and procedures.

7.3.12 Operations & Facilities – This committee is responsible for supporting the President in making recommendations to the BoG on operations, facilities and related capital expenses. It is chaired by the President and includes the following as members who serve for the duration of the President’s term:

- 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 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. Meetings of this committee will always be held in Executive Session.

7.3.13 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. It consists of a Chair and up to 10 members all appointed by the President for the term of his/her office. One of the members is the Chair of Emerging Technologies Committee.

7.3.14 Technical Committees Recertification – This committee recommends the establishment of new Technical Committees and reviews current committees to determine whether they are fulfilling their responsibilities. The committee is chaired by the Vice President – Technical Activities and includes the TAC Vice Chair and six members, each appointed for a three-year term. One-third of the members are appointed each year by the Vice President – Technical Activities from among Members-at-Large of the BoG. Committee members who are also officers of Technical Committees under review must excuse themselves from deliberations related to their Technical Committee.

7.3.15 Industry Content & Exhibition – This committee is responsible for promoting the strategic vision and management of programs attractive to members from or with an interest in industry in the Society’s activities, including assuring high quality and value.”

7.3.16 Women in Communications Engineering –This committee is responsible for encouraging the participation and membership of women communications engineers in the Society. The Chair is appointed by the President and reports to the Vice President - Member Relations. Members are appointed by the Chair to a three-year term upon approval of the Vice President Member Relations with one third of the members appointed each year. The committee will meet at least once year at ICC or GLOBECOM. It will provide an annual written report, which will be distributed to the Society President, Vice Presidents, and Technical Committee Chairs prior to each ICC.

7.4 Standing Committees may have additional or fewer members as determined by the President on an exception basis and for a designated term. Additional members are appointed in consultation with the appropriate Vice President and Standing Committee Chair.

7.5 The President shall inform the Board of Governors in the first formal meeting of his term the roster of all Standing Committees.

7.6 Standing Committees with defined scopes and responsibilities may be created by majority vote of the BoG.

7.7Ad Hoc Committees may be established by the President in consultation with the Board of Governors to address broad technical or operational issues within the Society or IEEE. Chair and members are appointed by the President. President will report the composition, mission, and duration of the committee to the BoG. OpCom will review Ad Hoc Committees annually and recommend whether they should continue, disband, or be elevated to Standing Committees.

## **ARTICLE 8 – SOCIETY REPRESENTATIVES**

Representatives are responsible for representing the Society in other IEEE organizations and other non-IEEE Societies and organizations. They are appointed by the President for terms as required by the other organization, in consultation with the appropriate Vice President.

## **ARTICLE 9 – BUDGET AND FINANCE**

9.1 Officers will 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 will be reviewed throughout the year, and forecast reported at each meeting.

9.2 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.

### **9.3 Budget**

9.3.1 Each year the Society produces a budget which must be approved by the BoG.

9.3.2 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.

### **9.4 Finance**

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

9.4.2 Funds will be handled as designated by the Treasurer and will be deposited with IEEE or with external financial institutions, as approved by the BoG and/or IEEE Board of Directors.

9.4.3 The Treasurer, or Society Executive Director, or their designee will 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.

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

9.4.5 The Treasurer will cooperate with Society and IEEE officials to accomplish financial audits when requested. The results of these audits will be presented to the BoG.