# IEEE COMMUNICATIONS SOCIETY

# BYLAWS
**(July 2015)**

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## ARTICLE 1 – OBJECTIVES

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

1.2 Technical Information

- Creation by research and innovation by the Communications Society community
- Identification and promotion of hot topics
- Dissemination worldwide by publications, presentations, and electronic media
- Exchange by Chapter activities, workshops, discussions, mutual assessments, general networking on technical subjects, and other means of professional communication
- Facilitation of standards activities

1.3 Education (basic and continuing)

- Tutorials, short courses, lecture programs
- Chapter support and other delivery mechanisms

1.4 Professional Services

- Personal career growth by providing technical and personal development information
- Job opportunity benefits through inter-personal networking and facilitation of interactions among members
- IEEE programs

## ARTICLE 2 – MEMBERSHIP

2.1 Society membership eligibility and grades are defined in the Constitution.

2.2 Unless otherwise stated, IEEE Members (including Graduate Student Members) are entitled to all rights and privileges of the Society except that Student Members are not entitled to hold office or vote.

2.3 A Society member who is delinquent in paying Society dues shall be dropped from membership according to IEEE procedures. A former member may reinstate membership upon payment of current dues.

## ARTICLE 3 – OFFICERS AND OPERATIONS

3.1 All officers (except the Society Executive Director) who are members of the Board of Governors (BoG), Councils, Boards, and Standing and Ad Hoc Committees or are Technical Committee Chairs and Society Representatives shall be Members of the Society. The President-Elect and Vice Presidents (VPs) shall be Senior Members or Fellows of IEEE. Officers who do not meet these member requirements shall not be eligible for Society officer positions as defined in these Bylaws.

3.2 Elected Officers

3.2.1 President-Elect, Vice President-Technical and Educational Activities (VP-TEA), Vice President-Publications (VP-PUB), Vice President-Conferences (VP-CON), Vice President-Member and Global Activities (VP-MGA), Vice President-Industry and Standards Activities (VP-ISA), IEEE Division III 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 shall be elected in even-numbered years, and Vice Presidents in odd-numbered years.

- One-third of the total (12) Members-at-Large shall be elected annually.
- When an elected officer is elected to another Society position, except President-Elect, during his or her term, he/she shall resign from the former position, upon taking office.
- If the President-Elect holds more than one voting position in the BoG or Operating Committee (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 shall serve a one-year term the year following his/her election (odd-numbered) and begin a two-year term as President the following year (even-numbered), and then continue for a one-year term (odd-numbered) as Past President.
- Vice Presidents shall serve two-year terms beginning in the even-numbered year following their election.
- Members-at-Large shall serve a three year term beginning the year following their election.

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

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

    If none of these individuals can serve, the vacancy shall be filled by action of the BoG upon proposal by the President; a person filling a position in this manner shall serve the remainder of the elected term.

3.2.5 Vacancies and Removal from Office. A Society Officer elected by the voting members of the Society may be removed from office, with or without cause, by a vote of the voting members of the Society within thirty days following either:

- The affirmative vote of two-thirds of the votes of the members of the Board of Governors present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or
- 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 member 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.

The vacant office shall be filled as defined in the governing documents of the Society.

3.3 Appointed Officers

3.3.1 The appointment of Treasurer, CIO, Parliamentarian, and all Directors shall be proposed by the President-Elect in consultation with the VP-Elect (if any) with whom the position is associated, and approved by the outgoing BoG at the last meeting of an odd-numbered year.

3.3.2 Unless indicated otherwise in the Bylaws, the Chairs of Standing Committees shall be proposed by the President-Elect in consultation with the VP-Elect (if any) with whom the position is associated, and approved by the outgoing BoG at the last meeting of an odd-numbered year.

3.3.3 The appointment of Chairs of Ad Hoc Committees rests with the authority that established the Ad Hoc Committee.

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

3.3.5 The Society appointed Officers are:

- Treasurer – Is responsible for assuring sound financial practices, establishing prudent budgetary policies, overseeing preparation and presentation of the Society's budget and working with IEEE on financial matters.
- Chief Information Officer (CIO) – Oversees cost-effective planning, acquisition, maintenance and use of the Society's information systems and networking, databases and telecommunications services.
- Directors – Each chairs a Board and serves in the Council under which the Board is aligned.
  o Regional Directors shall be appointed 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 shall make the appointment in consultation with the incoming Vice President-Member and Global Activities (VP-MGA)
- Parliamentarian – Advises the President on rules of order and proper procedures during BoG meetings. The President may, in case of conflict, request a ruling on procedures from the Parliamentarian.
- Standing and Ad Hoc Committee Chairs

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

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

3.4.2 During his/her term, the President-Elect shall start selecting officers to appoint upon taking office as President in consultation with the appropriate VP-Elect.

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

3.4.4 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.

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

- Director – Educational Services
- Director – Technical Services
- Chair – Awards Committee
- Chair – Communications History
- Chair – Emerging Technologies Committee
- Chair – Fellow Evaluation 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 online offerings. Reporting to this Vice President are:

- Director – Journals
- Director – Magazines
- Director – Online 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
- Chair – GLOBECOM/ICC Management & Strategy Committee
- Chair – GLOBECOM/ICC Technical Content Committee

3.5.5 Vice President – Member and Global Activities is responsible for: a) all activities, services and programs associated with members and chapters, and oriented to membership retention, development and marketing in the four regions; b) all activities related to the organization

and management of chapters; and c) relations with other IEEE and professional societies worldwide.

Reporting to this Vice President are:
- Director – Member Services
- Director – Sister & Related Societies
- Director – Asia/Pacific Region
- Director – Europe, Middle-East & Africa Region
- Director – Latin America Region
- Director – North America Region
- Chair – Women in Communications Engineering Standing Committee

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

Reporting to this Vice President are:
- Director – Standards Development
- Director – Standardization Programs Development
- Director – Industry Outreach
- Chair – Industry Content and Exhibition Committee (ICEC)

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

3.6    Board of Governors (BoG)

3.6.1    Officers on the Board of Governors:
- Elected (Voting) Officers:
  - President
  - President-Elect (odd-numbered years), immediate Past President (even-numbered years)
  - Vice Presidents
  - Members-at-Large
  - IEEE Division III Director
  - IEEE Division III Director-Elect (odd-numbered years)
- Appointed (Non-voting) Officers:

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

3.6.2 The BoG shall hold at least two formal in-person 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 Each year, the President, Vice Presidents, and Executive Director shall submit the coming year's Operating Plans to the BoG. Progress on these plans shall be reviewed throughout the year by the BoG.

3.6.4 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. When transacting business without a meeting, a majority vote of all the BoG members eligible to vote is required for actions so taken.

3.7 Operating Committee (OpCom)

3.7.1 Between formal and special BoG meetings, business shall be managed by the Operating Committee (OpCom). OpCom is a subset of the BoG and its members are:

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

3.7.2 Only OpCom members who are voting members of the Board of Governors are eligible to vote.

3.7.3    OpCom shall 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 shall be submitted to the BoG for ratification in a consent agenda or further consideration in its next meeting.

3.7.4    All OpCom members are expected to attend OpCom meetings, except for:
- Directors
- Chief Information Officer

The President shall determine which of the above members shall be invited to a particular OpCom meeting.

3.7.5    Actions from a duly called OpCom meeting are not effective until ratified by the BoG.

3.8    Operations

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

3.8.2    Members of the BoG and OpCom shall receive notice of their formal meetings no fewer than 21 days prior to the scheduled meeting start 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. Following ratification, approved decisions shall be recorded in the minutes of the meeting that did not have a quorum.

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. When transacting business without a meeting, a majority vote of all the assembly members eligible to vote is required for actions so taken. Approved decisions shall be confirmed promptly 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.

3.8.6    Councils, Boards, and Committees shall 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 shall adhere to decisions of the BoG, unless such decisions violate IEEE or Society constitutions, bylaws or policies.

3.8.9    The Ombudsman shall be the first point of contact for reporting a dispute or complaint related to Society activities and/or volunteers. The Ombudsman shall investigate, provide direction to the appropriate IEEE resources if necessary, and/or otherwise help settle these disputes at an appropriate level within the Society. Nominations & Elections Committee shall 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 shall then select one

of the two candidates to serve for a two-year term beginning the second year of the President's term.

3.8.10 Constitution, Bylaws, and Policies and Procedures of the Society shall be in accordance with the IEEE Governing documents.

3.8.11 Proposed amendments to Society Governance documents should be reviewed by the Governance Committee prior to approval.

3.9 Professional Staff

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

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

3.9.3 The 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 and Educational Activities, Publications, Conferences, Member and Global Activities, and Industry and Standards Activities. Directors reporting to and Standing Committees aligned under a Vice President serve on his/her Council and all are voting members together with the Chair. Vice Presidents may appoint a vice chair and a secretary (voting positions), and additional non-voting members as needed, and shall designate a member to serve as chair pro tempore in their absence.

4.2 Council policies and procedures are approved by the Council and with consent of the BoG.

4.3 Technical and Educational Activities Council (TEA-C) – This Council is responsible for the educational and technical interests of the Society, encompassing the broad range of communications and communications-related technical areas.

4.4 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, and online offerings, not including conference publications.

4.5 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.

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

4.7 Industry and Standards Activities Council (ISA-C) – This Council is responsible for the needs of the Society and Society members related to industry and standards. Additional (non-voting) members of the Council include the Chairs of any Standards Committees that are established and report to the Industry and Standards Activities Council Directors.

## ARTICLE 5 – TECHNICAL COMMITTEES AND SPECIAL INTEREST GROUPS

5.1 Technical Committees (TCs)

    5.1.1 Technical Committees are established to promote and achieve the technical objectives of the Society and report to the Director – Technical Services.

    5.1.2 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 VP-TEA and shall include the name, scope, tentative program for the first year, and approximate numbers of interested and potential members.

    5.1.3 New Technical Committees may also be proposed by petition of 25 Society Members; petitions shall be submitted to the BoG by the VP-TEA and include information detailed in 5.1.2.

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

    5.1.5 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.

    5.1.6 Technical Committees shall have Policies and Procedures (P&Ps) which shall include officer positions and election procedures. P&Ps shall conform to the template specified in the Society P&Ps which may be modified with the approval of the Director of Technical Services.

    5.1.7 Each Technical Committee shall have a technical scope that may be modified when appropriate, upon approval of the TEA-C and the BoG.

5.2 Special Interest Groups (SIGs)

    5.2.1 Special Interest Groups are established to cover substantial and diverse topical areas of current industry interests and report to the Chair of the Industry Content and Exhibition Committee (ICEC).

    5.2.2 Special Interest Groups may be created, merged, or dissolved by the Chair of ICEC.

    5.2.3 The creation, operation, and dissolution of SIGs are governed by the charter of the ICEC.

    5.2.4 The charter of the ICEC and any changes to it shall be approved by the VP-ISA and the BoG.

    5.2.5 Special Interest Groups shall have Policies and Procedures (P&Ps) which shall include officer positions and election procedures. P&Ps shall conform to the template specified in the Society P&Ps which may be modified by a Special Interest Group with the approval of the Chair of ICEC.

    5.2.6 Each Special Interest Group shall have a scope that may be modified, upon approval of the Chair of ICEC.

**ARTICLE 6 – BOARDS**

6.1 Boards are the operational and strategic entities of their respective Councils and are chaired by Directors. The Boards and the Council under which they are organized are listed below:

- Conferences Council (CON-C)
  - Conference Development Board
  - Conference Operations Board

- Member and Global Activities Council (MGA-C)
  - Member Services Board
  - Sister & Related Societies Board
  - AP Region Board
  - EMEA Region Board
  - LA Region Board
  - NA Region Board

- Publications Council (PUB-C)
  - Journals Board
  - Magazines Board
  - Online Content Board

- Industry and Standards Activities Council (ISA-C)
  - Industry Outreach Board
  - Standards Development Board
  - Standardization Programs Development Board

- Technical and Educational Activities Council (TEA-C)
  - Educational Services Board
  - Technical Services Board

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

All Board members, including the Director, serve two-year terms concurrent with the nominal duration of the presidential term.

Each Director may appoint a secretary and additional non-voting members as needed. In addition to the voting members specified in the "Board Descriptions" clause, each Board may approve voting rights for additional members.

6.3 Policies and Procedures for each Board shall be developed by the Board and approved by the appropriate Council under which the Board is aligned. 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 Policies and Procedures and those of the Standards Committees reporting to the Standards Development Board which shall be approved by the IEEE-SA Standards Board.

6.4 Board Descriptions

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

Members include representatives from the TEA-C and at least four Members-at-Large with at least one having served as the technical program chair and at least one as the general chair of a major conference. All 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, publications, and financial aspects of all ComSoc conferences.

Members include the ComSoc Treasurer and at least five Members-at-Large with at least two having served as the General Chair and at least one as the Technical Program Chair of a major ComSoc conference. All are voting members, in addition to the Director.

6.4.3 Educational Services – This Board is responsible for the oversight of all Society education and training activities, including administration of the Society's programs on continuing education, incorporating tutorials, short courses, lectures, etc. In particular, this Board is responsible for developing and maintaining continuing professional education and training programs.

Members include representatives from the Technical Services, Conference Development, Conference Operations, Industry Outreach and Member Services Boards, ICEC, and at least two Members-at-Large. All are voting members, in addition to the Director.

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

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

6.4.5 Journals – This Board is responsible for the oversight of Society journals. Voting members are the Editors-in-Chief of Society journals for which ComSoc is the Managing Partner and/or has a majority financial stake, and two Members-at-Large, in addition to the Director. Additional members 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 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. All are voting members, in addition to the Director.

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

Members include representatives from the Conference Development, Conference Operations, Educational Services, Journals, and Magazines Boards; the TEA, MGA, and ISA Councils; the CIO; and up to three additional members. All are voting members, in addition to the Director.

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

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

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

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

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

Membership includes up to three representatives from the MGA-C, up to three members from selected Sister and Related Societies, and up to three Members-at-Large. All are voting members, in addition to the Director.

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

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

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

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

6.4.12 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, all of whom are voting members. The Director of the Standardization Programs Development Board serves as the liaison to the IEEE-SA Industry Connections Program.

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

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. All are voting members, in addition to the Director.

6.5 Other Boards may be created by a two-thirds majority vote of the BoG. The scope, responsibility, and Policies and Procedures shall be defined before incorporating the new Board into the Bylaws.

## ARTICLE 7 – STANDING COMMITTEES

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

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

7.2 Unless otherwise specified in the Standing Committee description, Standing Committee Chairs shall be responsible for appointing Standing Committee members with the approval of the Society Officer under which the Standing Committee is aligned.

Unless otherwise specified in the Standing Committee description, Standing Committee members, including the Chair, are voting members and shall serve a two-year term concurrent with the nominal duration of the presidential term.

The Chair may appoint a secretary and additional non-voting members as needed. In addition to the voting members specified in the "Standing Committee Descriptions" clause, each Standing Committee may approve voting rights for additional members.

Standing Committees may have additional or fewer members as determined by the President on an exception basis and for a designated term.

7.3 A Standing Committee is aligned under the Council chaired by the Vice President to whom the Standing Committee Chair reports. Policies and Procedures of Standing Committees aligned under a Council shall be developed by the Standing Committee and approved by the Council under which the Standing Committee is aligned. In the case that the council does not approve the P&Ps and a

compromise cannot be found, the Standing Committee may request the BoG to resolve the conflict and approve the P&Ps. Policies and Procedures for Standing Committees whose Chair reports to the President shall be developed by the Standing Committee and approved by the BoG.

7.4 Standing Committee Descriptions

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

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

7.4.3 Distinguished Lecturers Selection – This committee is responsible for establishing selection criteria and for the appointment of lecturers.

The ex-officio Chair of this Standing Committee is the Vice Chair of the TEA-C. Voting members of this committee consist of the Chair, the VP-TEA, VP-MGA, the Director-Member Services, and the Chair of the Emerging Technologies Committee.

7.4.4 Emerging Technologies – This committee is responsible for identifying, describing, and nurturing new technology directions, recommending new programs, and nurturing potential technical committees for formal proposal via the VP-TEA.

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

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

7.4.6 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 a representative from each MAL class.

7.4.7 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.

7.4.8    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 TEA-C, three past ICC or GLOBECOM Technical Program Chairs, and the GIMS committee Chair.

7.4.9    Governance – This committee is responsible for all matters related to Society Governance, including but not limited to: reviewing any proposed amendment to Society Governance documents (Constitution, Bylaws, Policies and Procedures) prior to its discussion in the BoG; crafting amendments to Society Governance documents that result from actions of the BoG; establishing Society-wide Governance best practices and overseeing their application across all Councils, Boards, and Committees; upon request or when needed proposing changes to existing Society Governance documents with the goal of keeping them current and consistent; and serving as an interpretive body on Governance issues. Voting 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 shall include one previous ComSoc President and one sitting BoG Member at Large. The committee Chair may appoint up to three additional voting committee members. The Chair and committee members (except the Parliamentarian) shall serve three-year terms with one reappointment allowed. Terms of all members (except the Parliamentarian) shall be staggered so that no more than half of the members' terms expire every two years; when necessary, such staggering shall be created by appointing members to terms shorter than three years, as indicated at the time of their appointment.

7.4.10   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. Voting members consist of the President, VP-MGA, Past President/President Elect, IEEE Division III Director, IEEE Division III Past Director/Director-Elect and Director- Sister & Related Societies.

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

Voting members of this committee are the Chair and 4-to-6 Members at Large.

7.4.12   Nominations & Elections – This committee is responsible for identifying candidates to fill elected Society office positions, and for the development, implementation and supervision of election procedures. It consists of nine voting members, each appointed by the President, upon recommendation by the Chair, and approved by the BoG 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. The tenth voting member is the current IEEE Division III Director. Immediately after being elected and officially announced, the President-Elect becomes an ex-officio non-voting committee member.

The committee is chaired by Past Presidents. Each President spends the first year after his/her term of office, e.g., as Past President, as an ex officio voting committee member (the eleventh voting member in odd years). 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 shall 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. Meeting of this committee shall 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.

7.4.13 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 voting 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 shall always be held in Executive Session.

7.4.14 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.

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

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

7.4.16 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 to a two-year term, and the appointment can be extended of one additional term. The Chair reports to the Vice President-Member and Global Activities (VP-MGA). Voting members are appointed by the Chair to a two-year term upon approval of the Vice President-Member and Global Activities (VP-MGA), and their appointment can be extended of one additional term. The committee will meet at least once a 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.

7.5 Other Standing Committees may be created by a two-thirds majority vote of the BoG. The scope, responsibilities, and Policies and Procedures shall be defined before incorporating the new Standing Committee into the Bylaws.

## ARTICLE 8 – AD HOC COMMITTTEES

8.1 Ad Hoc Committees may be established by the President or by the BoG to address broad technical or operational issues within the Society or IEEE.

8.2 Voting members shall be appointed by the authority that established the Ad Hoc Committee. The President shall report to the BoG the composition, mission, and duration of the Ad Hoc Committees established under his/her authority.

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

8.4 Policies and Procedures of Ad Hoc Committees shall be developed by the Ad Hoc Committee and approved by the authority that established the Ad Hoc Committee.

## ARTICLE 9 – SOCIETY REPRESENTATIVES

9.1 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 10 – BUDGET AND FINANCE

10.1 Officers shall prepare budgets for the coming calendar year in the first half of each year to be approved by the BoG at its mid-year meeting. Actuals shall be reviewed throughout the year, and a forecast reported at each meeting.

10.2 Dues and fees are set by the BoG in accordance with IEEE and Society guidelines and are based upon proposals by the Treasurer to the BoG. Billing and receipt of annual dues are part of the IEEE dues billing process.

10.3 Budget

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

  10.3.2 The Treasurer is responsible for the development of the Society annual budget and submitting to IEEE Technical Activities for consolidation with other societies, and ultimately to the IEEE for their consolidated budget. The Treasurer monitors revenues and expenses, providing interim reports on budgets, forecast, actuals at each BoG and OpCom meeting. A complete financial report, including actual versus budget, net assets, and reserves is presented by the Treasurer annually.

10.4 Finance

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

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

  10.4.3 The Treasurer, or Society Executive Director, or their designee shall follow orderly procedures for disbursement of funds, providing sufficient checks and balances and appropriate record keeping. A budgeted expenditure requires no further approval beyond approval of the Treasurer.

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

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