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New York, N.Y. 10016-5997, U.S.A.

Bylaws

March 2012

BYLAWS
OF
IEEE FOUNDATION, INCORPORATED

ARTICLE I - OFFICES

Section 1 - Principal Office. The principal office of IEEE FOUNDATION, INCORPORATED (hereinafter referred to as the Foundation) shall be located in the City, County and State of New York.

Section 2 - Additional Offices. The Foundation may have additional offices at such other places within or without the State of New York as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERS

Section 1 - No Members. The Foundation shall have no members or shareholders.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Board of Directors. The activities of the Foundation shall be managed by its board of directors (hereinafter referred to as the Board).

Section 2 - Qualifications of Directors. Only persons who are Members of IEEE may be Directors of the Corporation.

Section 3 - Composition of the Board of Directors. At least one-third of the Voting Directors shall be concurrently serving, or have previously served, on the Board of Directors of IEEE.

Section 4 - Number of Directors. The number of Voting Directors may be a maximum of 18. The number of Voting Directors may be increased or decreased by amendment of the bylaws by action of the entire Board (as hereinafter defined) subject to the limitation that no decrease shall shorten the term of any incumbent Voting Director. In no event, however, shall the number of Voting Directors be less than three.

Section 5 - Election of Directors. At the meeting occurring immediately prior to the Annual Meeting of the Board, directors shall be elected to replace the vacancies next to occur. A director shall be elected to hold office until the expiration of the term for which he/she is elected, and until his/her successor has been elected and qualified. Election of directors shall be by majority vote of Voting Directors then in office.

Section 6 - Term of Directors. The Voting Directors shall be divided into three classes, hereby designated Class I, Class II, and Class III. There shall be two initial Voting Directors in each class. The term of office of the initial Class I Voting Directors shall expire on the 31 December following the next Annual Meeting of the Board; the term of office of the initial Class II Voting Directors shall expire on the 31 December following the second succeeding Annual Meeting; the term of office of the initial Class III Voting Directors shall expire on the 31 December following the third succeeding Annual Meeting. Unless elected to a newly created directorship or to serve the remaining term of a Director in case a vacancy arises due to death, removal, resignation or other reason, Directors not initial Directors shall be elected to hold office until the 31 December following the third succeeding Annual Meeting.

Section 7 - Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Voting Directors and vacancies occurring on the Board for any other reason may be filled by majority vote of the Voting Directors then in office. A voting Director elected to fill a vacancy shall be elected to serve until 31 December following the next Annual Meeting of the Board at which the remaining term of the vacancy filled by such director expires, and until his/her successor has been elected and appointed. Any change in the number of Voting Directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

Section 8 - Removal of Directors. Any of the directors may be removed with or without cause by a majority of the total number of Voting Directors then in office.

Section 9 - Resignation of Directors. Any director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

Section 10 - Quorum of Directors and Action of the Board. One-half of the number of Voting Directors constitutes a quorum for the transaction of business or of any specified item of business. The vote of a majority of those Voting Directors present, if a quorum is present at such time, shall be the act of the Board.

Section 11 - Meetings of the Board. An Annual Meeting of the Board shall be held during each fiscal year for the purpose of electing officers to fill the vacancies next to occur, of receiving the report specified in Section 519(c) of the New York Not-for-Profit Corporation Law, and of transacting any further business of the Foundation. In accordance with Section 5, Directors shall be elected at the meeting occurring immediately prior to the Annual Meeting. Unless specified otherwise by the Board, the Annual Meeting shall be the last regularly scheduled meeting of the year and be held at 3 Park Avenue, in the City, County and State of New York. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place.

Section 12 - Notice of Meetings of the Board. Special meetings shall be held upon notice to each director at the call of the President, or Vice President(s), or Voting Directors sufficient to constitute a quorum. Notice of any meeting shall state the place, date and hour of the meeting, and unless it is an Annual Meeting indicate that it is being issued by or at the direction of the person or persons calling the meeting, and unless it is an Annual Meeting specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five days before the date of the meeting, or by mail not less than ten days before the date of the meeting. Such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the director at his/her last known address. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 13 - Committees of the Board; Committees of the Foundation. The entire Board may designate an Executive Committee and other standing committees of the Board, each consisting of three or more Voting Directors, unless otherwise specified in the Committee description, and each of which to the extent provided by resolution of the entire Board shall have all the authority of the Board except as to the following matters:

1. The filling of vacancies in the Board or in any committee;
2. The amendment or repeal of the Bylaws, or the adoption of new bylaws;
3. The amendment or repeal of any resolution of the Board which by its terms may not be so amended or repealed.

The Board may designate one or more Voting Directors as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee. Each committee of the Board shall serve at the pleasure of the Board.

The Board may create standing and special committees, including an audit committee, which shall be committees of the Foundation. Such committees shall assume such duties as may be assigned by the Board but shall not be delegated any of the authority or powers of the Board. Each member of a committee of the Foundation shall be elected by the Board to hold office until the next Annual Meeting and until his/her successor has been elected and qualified.

- A. Life Members Committee. The Life Members Committee (LMC) shall be a joint committee of IEEE acting through the Member and Geographic Activities Board

and of the IEEE Foundation. It shall authorize disbursements from the Life Members Fund, which is an account of the IEEE Foundation, in accordance with the objectives and procedures of the IEEE and the IEEE Foundation. Projects which receive Life Members funds are to be consistent with the interests of IEEE Life Members. The Life Members Committee shall be responsible to the IEEE Foundation for stimulating and monitoring contributions to the Life Members Fund.

The Life Members Committee shall be responsible for promoting the interests of Life Members and other older members of IEEE. It shall be responsible for disseminating information useful to such members and for encouraging their continued participation in IEEE. It shall consider suggestions for activities of interest for older members, and it may make recommendations to other IEEE organizational units and to the IEEE Foundation for policies and activities appropriate for such members.

- B. Trustees of IEEE-Eta Kappa Nu. The Trustees of IEEE-Eta Kappa Nu (“T-IEEE-HKN”) shall be a committee of the IEEE Foundation. It shall administer the IEEE-Eta Kappa Nu Restricted Fund carried on the books of accounts of the IEEE Foundation to which all contributions to the IEEE-Eta Kappa Nu Restricted Fund contributions shall be made. The purpose of the IEEE-Eta Kappa Nu Restricted Fund shall be to receive and hold assets to finance the activities of IEEE-HKN managed by the IEEE-HKN-BOG, the activities of the T-IEEE-HKN in the IEEE Foundation, and associated administrative costs.

The T-IEEE-HKN shall be appointed by the Board of Directors of the IEEE Foundation upon the recommendation of the IEEE-HKN-BOG. One of the members of the T-IEEE-HKN shall serve as liaison to the Board of Directors of the IEEE Foundation. At least one of the voting members of T-IEEE-HKN will be a sitting member of the IEEE Board of Directors. If practicable, this member of T-IEEE-HKN shall also be a member of IEEE-HKN.

The T-IEEE-HKN shall maintain responsibility for The IEEE-Eta Kappa Nu Restricted Fund, subject to the ultimate oversight and control of the IEEE Foundation Board of Directors. The T-IEEE-HKN shall be responsible for establishing long-term financial and fundraising goals and shall assist the Board of Directors of the IEEE Foundation in planning and reaching these goals. The T-IEEE-HKN shall coordinate its fundraising efforts with the IEEE Development Office pursuant to IEEE procedures applicable to all IEEE Organizational Units (OUs). The T-IEEE-HKN shall advise the IEEE-HKN-BOG and the IEEE Finance Committee on matters pertaining to IEEE-HKN finances and budget, as needed.

Section 14 - Executive Committee. The Foundation's Executive Committee shall consist of: the President, Past President (only when that position is filled), Secretary, Treasurer and all the Vice Presidents. The Executive Committee shall be authorized to act on

behalf of the Board of Directors during time periods between meetings of the Board, subject to the limitations of Section 13 above.

Section 15 - Compensation of Directors. No director shall receive any salary or other compensation for his/her services as a director, but he/she shall be reimbursed for reasonable and actual expenses actually incurred in performance of his/her duties as a director. A director shall be reimbursed only to the extent that he/she is not entitled to reimbursement for the same expense by any other source.

Section 16 - Ex-Officio Members. The IEEE Executive Director, President of the IEEE Canadian Foundation, Chair of the IEEE Awards Board, Chair of the Life Members Committee, Chair of the IEEE History Committee, and liaison member of the Trustees of IEEE-HKN are ex-officio members of the Foundation Board without vote.

Section 17 – Parliamentary Rules and Procedures. At meetings of the Foundation Board of Directors, Foundation Executive Committee, and all Foundation Committees, unless specified otherwise in the Certificate of Incorporation or in these bylaws, or unless otherwise agreed upon by the respective members thereof, the rules of procedure shall be Robert’s Rules of Order (latest revision).

Section 18 – Participation in Meetings Using Telecommunications. Except as may otherwise be specifically provided by statute, the Certificate of Incorporation of the corporation or these bylaws, members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by using conference telephone, electronic conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence of the person in the meeting.

Section 19 – Action Without a Meeting. Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a unanimous consent, which sets forth the action, is signed, or acknowledged via e-mail and confirmed promptly in writing to staff, by all members of the board or committee, as the case may be. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

ARTICLE IV - OFFICERS

Section 1 - Number. The officers of this corporation shall be a President who shall also serve as Chair of the Board, one or more Vice Presidents as determined by the Board, a Secretary, a Treasurer, and any other officer(s) selected by the Board, each of whom shall be elected by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 - Election and Term Office. Each officer shall be elected by the Board to hold office until the next Annual Meeting, and until his/her successor has been elected and qualified.

Section 3 - President. The President shall preside at all meetings of the Board. He/she shall be an ex officio member of all standing committees and shall, in general, supervise, manage, and control all of the business and affairs of the Foundation, subject to the control of the Board. He/she shall have the power, subject to the approval of the Board, to sign and execute all contracts and instruments of conveyance in the name of the Foundation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees. He/she shall perform all of the duties usually incident to the office of the President.

Section 4 – Past President. The Past President shall sit on the Foundation Board and its Executive Committee for a period of one year after the last term of Presidency. If the last year as President coincides with the last year of a three-year term as director, and if the individual is not elected for another three-year term, then one additional year will be served to fulfill the term as Past President on the Foundation Board and its Executive Committee. He/she shall perform all of the duties usually incident to the office of the Past President.

Section 5 - Vice Presidents. The Vice President, or if there is more than one then the First Vice President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President shall have such powers and perform such duties as may be delegated to him/her by the President or prescribed by the Board. One of the Vice Presidents shall be designated as the First Vice President.

Section 6 - Secretary. The Secretary shall oversee the agendas, minutes of all meetings of the Board and, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. He/she shall oversee notice of all meetings of the Board, and all other notices required by law or by these bylaws. He/she shall oversee the books and records of the Foundation. He/she shall oversee custody of the seal of the Foundation and he/she shall, in general, perform all the duties incident to the office of secretary. The IEEE Foundation Board may designate the IEEE Foundation Executive Director, the IEEE Executive Director, and /or other individuals to act as Assistant Secretary. The IEEE Foundation Board of Directors shall confirm such Assistant Secretary appointments annually. The Assistant Secretary shall perform such duties and possess such powers as the IEEE Foundation Board of Directors, the IEEE Foundation President, or the IEEE Foundation Secretary may from time to time prescribe. In the event of the absence, inability or refusal to act as IEEE Foundation Secretary, the Assistant Secretary (or if there shall be more than one, the Assistant Secretaries in the order determined by the IEEE Foundation Board of Directors) shall perform the duties and exercise the powers of the IEEE Foundation Secretary.

Section 7 - Treasurer. The Treasurer shall be the chief financial officer of the Foundation. He/she shall oversee the accounting, custodial, treasury and investment management

functions (the "Functions") delegated to the IEEE by the Foundation Board of Directors (to the extent such Functions have been so delegated), report regularly to the Board on the financial condition of the Foundation and perform all other duties and acts incident to the office of Treasurer. The Foundation's books and accounts shall be available for examination by any director of the Foundation during regular business hours upon reasonable notice to (i) the IEEE Comptroller at any time when the Functions have been delegated to the IEEE or (ii) the Treasurer at other times. The Foundation Board may designate the IEEE Staff Executive, Business Administration, the IEEE Comptroller and/or other individuals to act as Assistant Treasurer. The Foundation Board of Directors shall confirm such Assistant Treasurer appointments annually. The Assistant Treasurer shall perform such duties and possess such powers as the IEEE Foundation Board of Directors, the IEEE Foundation President or the IEEE Foundation Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act as IEEE Foundation Treasurer, the Assistant Treasurer (or if there shall be more than one, the Assistant Treasurers in the order determined by the IEEE Foundation Board of Directors) shall perform the duties and exercise the powers of the IEEE Foundation Treasurer.

Section 8 - Removal of Officers. Any officer elected by the Board may be removed by the Board with or without cause.

Section 9 - Vacancies. If the office of any officer becomes vacant, the Board may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of his/her predecessor.

Section 10 - Succession of Officers. An officer may succeed himself/herself or another officer.

ARTICLE V - MISCELLANEOUS PROVISIONS

Section 1 - Fiscal Year. The fiscal year of the Foundation shall begin on the first day of January and terminate on the thirty-first day of December in each calendar year.

Section 2 - Seal of the Foundation. The seal of the Foundation shall be circular in form and have inscribed thereon the name of the Foundation, the year of its organization, and the words "Corporate Seal" and "New York." The seal shall be in the charge of the Assistant Secretary to the Foundation. If and when so directed by the Board or the President, a duplicate of the seal may be kept and used by the Secretary or Treasurer. The seal may be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

Section 3 - Signing of Obligations. All checks, drafts, notes or other obligations of the Foundation shall be signed by the President or such of the Officers of the Foundation or by such other person or persons as may be authorized by the Board.

Section 4 - Emeritus Status. The Board of Directors may bestow upon a living, past director, who has attained the age of 65 and has served with distinction for three or more

years, the honorary title of Director Emeritus, or in the case of one who has also served as President for two or more years, the honorary title of President Emeritus. Individuals receiving emeritus status will not be members of the Board, but will be welcome to attend regular meetings of the Board at their own expense.

ARTICLE VI - INDEMNIFICATION

Section 1 - Indemnification. Any person shall be indemnified to the full extent permitted by law for any expense actually and necessarily incurred by him/her, and to which he/she is not otherwise entitled to reimbursement, in the defense or settlement of any suit or action brought against him/her by reason of his/her being or having been a director, officer, or employee of the Foundation, or by reason of his/her being a successor in interest of such a person.

Section 2 - Insurance. The Foundation may but need not purchase insurance against the liability imposed by Section 1 of this Article.

ARTICLE VII - AMENDMENT AND REPEAL

Section 1 - Amendment and Repeal. Bylaws may be amended, repealed, or adopted by majority vote of the entire Board.