

**BYLAWS OF THE  
IEEE ELECTRON DEVICES SOCIETY**

February 21, 2008

1. **Introduction** - These Bylaws provide detailed guidance for the supervision and management of the affairs of the IEEE Electron Devices Society (EDS) in accordance with the Society Constitution. Amendments may be made by means of the procedures described in Article VIII, Section 2, of the Constitution:

Suitable bylaws, and amendments thereto, may be adopted by a two-thirds vote of the members of the Society Administrative Committee (as defined in Article V of the Constitution and hereinafter referred to as AdCom) having full voting privileges present in an assembled meeting provided that there are present and voting on such bylaw or amendment no fewer than a majority of such members and provided that notice of the proposed bylaw or amendment has been sent to each full voting member of the AdCom at least two weeks prior to such meeting; or a bylaw or amendment may be adopted as a result of a mail vote, with 30 days notice, upon approval by two-thirds of the members of the AdCom having full voting privileges. Article V, Section 6 of the Constitution defines full voting privileges. No bylaw, or amendment, shall take effect until it has been published in one of the Society's publications or otherwise publicized by a direct mailing to the membership and has been mailed to the IEEE Technical Activities Board.

2. **Membership** - There shall be only one grade of Society membership available to all IEEE members, based on the payment of an annual fee prescribed in Bylaw 9.1.

2.1 **Affiliates** - Affiliation may be based on membership in other societies that have been recognized for affiliate purposes by specification of the Administrative Committee and IEEE Executive Committee. A list of approved societies is maintained by the IEEE staff.

A Society Affiliate cannot serve in any elective office in the Society or in a Chapter. An Affiliate can serve on a Society committee in any appointive office in the Society or a Chapter of the Society. A Society Affiliate is entitled to receive notices of all meetings sent to Society members and, by payment of IEEE and Society Affiliate member charges, to receive copies of publications of the Society and attend and to participate in any functions of the Society.

2.2 **Reduced Fees** - Reduction of the annual fee shall be made for student members, life members, unemployed members, retired members, and such other special categories as may be provided in IEEE rules and regulations.

3. **Administrative Committee** - Article V, Section 1, of the Constitution provides that the AdCom shall consist of 22 elected members-at-large plus ex-officio members. Article VII, Section 4, provides that a quorum shall be a majority of

the members having full voting privileges.

The Senior and Junior Past Presidents will be ex-officio members of the AdCom with full voting privileges as defined in Article V, Section 6 of the Constitution. Their terms of office will be a maximum of two years, with the line of succession being Junior and then Senior Past President, upon completion of the office of President.

3.2 Unless otherwise provided, a majority vote of the members attending an AdCom meeting at which a quorum is present shall be sufficient for the conduct of its business.

3.3 The Administrative Committee or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.

3.4 The Administrative Committee or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the voting members of the Administrative Committee or any committee therefore shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Administrative Committee or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

3.5 **Voting**. Individuals holding more than one position on the Administrative Committee or any committee therefore, shall be limited to one vote on each matter being considered by the Administrative Committee or committee.

3.6 Proxy voting is not permitted.

3.7 When an in-person meeting is taking place, mail-in voting for the election or other AdCom business is not permitted.

3.8 In order to ensure a continuously active AdCom, elected members and ex-officio members with vote who miss two consecutive meetings shall be dropped from membership in the absence of extenuating

circumstances. Vacancies thus or otherwise created shall be filled by the appointments for the unexpired terms by the President with the consent of the AdCom, in accordance with Article VI, Section 3 of the Constitution.

3.9 Robert's Rules of Order (Revised) shall govern the conduct of AdCom meetings on all matters not otherwise specified in these Bylaws or the Constitution.

4. **Nominations and Elections Committee** – The Nominations and Elections Committee shall be comprised of the Administrative Committee members holding the positions of President, Jr. Past President, and Sr. Past President, respectively. The Jr. and Sr. Past Presidents will be appointed to the committee for a two year term by the President, with the Administrative Committee approving the full membership of the Committee. The Chair of the Nominations and Elections Committee shall be the Jr. Past President. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations and Elections Committee available shall be the Chair of the Nominations and Elections Committee. With extenuating circumstances, a different individual may be appointed to this position. Chairs shall not be eligible to be elected to the Administrative Committee during their term of service. A member of a Nominations and Elections Committee may be nominated and run for a position for which such member's respective Nominations and Elections Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same Nominations and Elections Committee and (ii) the member resigns from the Nominations and Elections Committee prior to its first meeting of the year in which the nomination shall be made.

5. **Nomination and Election of AdCom Members-at-Large** - The Nominations Chair shall be appointed by the Society President by September 1 from the membership of the AdCom. The slate of candidates shall be determined by consultation with both members and non-members of the AdCom and shall be approved by the elected officers.

5.1 The Nominations Chair shall direct the Editor of the Society publication going to all members to publish a notice of the forthcoming election of AdCom members and the provisions of these Bylaws pertaining to self-nomination of AdCom members-at-large. Such notice shall be published at least two months prior to the deadline for self-nominations.

5.2 Any member of the Society in good standing, not otherwise disqualified, may be self-nominated for election to member-at-large of the AdCom by correspondence with the Nominations Chair accompanied by appropriate resume information received at least 45 days before the annual election. Self-nominated candidates shall be included in the nominations report described in Section 5.3.

5.3 A slate of nominees for members-at-large comprising a minimum of 1.5 times the number of vacancies to occur

on the AdCom shall be prepared by the Nominations Chair. All nominees shall have indicated a willingness to serve if elected. The Nominations Chair shall cause the nominations report to be mailed to each member of the AdCom having full voting privileges at least 30 days before the annual election of the same.

5.4 At the last scheduled meeting in each calendar year, hereby designated as the Annual Meeting of the Society, the AdCom shall conduct elections to fill vacancies in the AdCom that will occur on the succeeding January 1. Members of the AdCom may add nominees at the election meeting. A plurality of votes shall elect subject to the provisions of Article V, Section 2 of the Constitution. The AdCom may make contingent elections of those nominated, to be effective in case an elected member fails to accept the office. The Executive Office (as defined in Bylaw 6) shall provide the names of all elected members to the IEEE Technical Activities Board.

5.5 In the preparation of the slate of nominees consideration shall be given to both geographical representation and technical coverage of the field of interest of the Society.

5.6 In order to restore or maintain a balance between vacancies to be filled at an election by first-term electees and those potentially to be filled by second term electees, the AdCom may designate one or more of the vacancies to occur on the AdCom at that election as representing seats which are ineligible for re-election; a candidate elected to and accepting such a seat must wait at least one year following the completion of the three year term before standing for re-election.

6. **Officers** - The President, President-Elect, Secretary and Treasurer, shall be the Officers of the Society. All Officers shall continue to serve until their successors take office.

6.1 President – The President shall serve a term of two years, commencing on January 1. The President shall not be eligible for reelection since the President-Elect automatically becomes President at the end of the current President's term. The President shall supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others.

6.2 President-Elect – The President-Elect shall serve a term of two years and shall become President at the end of the current President's term. The President-Elect shall fulfill the duties of the President in the President's absence or incapacity.

6.3 The Secretary and Treasurer shall be responsible for keeping the records of the AdCom in the areas commonly ascribable to their functions. They shall prepare and distribute reports, notices, or such documents as may be required by the President and the AdCom.

7. **Nominations and Election of the Society Officers** - AdCom shall conduct an election every two-years to fill the office of President-Elect. An election will be held every year for the offices of Secretary and Treasurer.
- 7.1 The Nominations Chair, with the advice and consent of the President and Sr. Past President shall put forth a slate of at least one candidate for each position. All candidates must have expressed a willingness to serve if elected, must be members in good standing of the Society, and must meet the eligibility requirements of Article V Section 3 of the Society Constitution.
- 7.2 Nominations for any of the officer positions may be made by a voting member of the AdCom, seconded by another voting member of the AdCom. Such nominations shall be received by the Nominations Chair at least 45 days prior to the election, and shall be included in the slate of candidates. The origin of all nominations shall be shown on the ballot.
- 7.3 The Nominations Chair shall cause the slate of candidates for the officer positions to be mailed to each member of the AdCom having full voting privileges at least 30 days before the annual election.
- 7.4 Concurrent with the election of incoming AdCom members at the annual meeting, the AdCom shall conduct an election to fill the offices of Secretary and Treasurer for the succeeding calendar year. The AdCom shall conduct an election every two-years to fill the office of President-Elect. An election will be held every year for the offices of Secretary and Treasurer. Should the President-Elect position become vacant at any time during the two-year period, a special election will be held to fill the vacancy. A majority of votes shall determine election; if majority is not attained, the candidate with the lowest number of votes shall be dropped, and a new election held.
8. **Executive Office** - Under the supervision of the Executive Director, the 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 is also responsible for maintaining corporate memory and providing ongoing and ad hoc management reports/documents. In addition, the Office serves as one of the Society's primary points of contact for both members and IEEE staff. The Society President exercises overall supervision of the Executive Office in coordination with the IEEE Managing Director for Technical Activities. The Executive Office staff shall be paid staff of IEEE. Additions to staff shall be approved by the AdCom.
9. **Sub-Groups** - Sub-Groups are voluntary associations of a significant portion of the total Society membership, and hence are not equivalent to the committees, which are appointive.
- 9.1 Chapters - Chapters are sub-groups organized on a geographical basis. This subject is fully treated in the IEEE Bylaws and the Societies and Sections Manuals.
- Chapter Chairs shall be ex-officio members of the AdCom without vote.
- 9.2 Technical Sub-Groups - A technical sub-group may be organized to cover a specified portion of the field of interest of the Society. Each technical sub-group shall be governed by a Technical Committee. With the approval of the AdCom, sub-groups may organize sessions at a Society symposium or technical conference and may also organize separate, specialized symposia. Sub-groups may also, with the approval of the Publications Committee, organize special issues of the Transactions or a special section in an issue. Any service for sub-group members, beyond those provided all Society members must be paid for by the sub-group. If this takes the form of a special sub-group assessment, its form and amount must be endorsed by the AdCom.
10. **Publications** - The Society shall sponsor such publications and programs as are recommended by the Publications Committee and approved by the AdCom. The President, with the advice and consent of the AdCom, shall appoint the Editor-in-Chief for each publication.
- 10.1 Term of Office - Editors-in-Chief may serve indefinitely, subject to mutual agreement with the President. The compensation for such Editors-in-Chief, if any, may be set by the President, with the advice and consent of the AdCom.
- 10.2 Editors-in-Chief of the Society's technical publications and the Society's designated representatives (in the case of co-sponsored publications) shall be members of the Publications Committee and ex-officio members of the AdCom without vote, unless otherwise elected to the AdCom.
- 10.3 Editors-in-Chief shall be responsible for implementing the publication program defined by the Publications Committee. In accordance with the guidance of this committee and general IEEE rules and regulations, Editors-in-Chief shall designate editors and special guest editors.
- 10.4 With the approval of the AdCom, the President or a representative designated by the President may make arrangements with other entities for the publication of further journals and for their availability to Society members.
11. **Society Funds** - The Society may raise funds, as specified in Article IV of the Constitution, and the IEEE Bylaws and rules and regulations.
- 11.1 The annual Society fees shall be set annually by the AdCom.
- 11.2 IEEE shall act as bursar for all Society funds except as specified hereunder. Billings and receipt of the annual fee shall be via the IEEE. All other fiscal affairs shall be handled through the IEEE by the

Society Treasurer and Executive Director.

- 11.3 All Society workshops, meetings, conferences, symposia and conventions must be approved by the AdCom. Once so approved and subject to the acceptance of a budget by the Vice-President of Meetings, the meeting Treasurer or fiscal officer may open a bank account to be used for the deposit and disbursement of funds for the meeting. In addition, the meeting may request and be granted from the Vice-President of Meetings, a loan for conduct of the meeting. Upon completion of a meeting, the meeting treasurer or fiscal officer shall repay any loan and pass through to the Society any surplus funds or loss based on the meeting's predefined sponsorship percentages. The meeting must fulfill all rules established by the IEEE and the Society with respect to conduct of the meeting and its finances including all auditing and reporting functions.
- 11.4 A page charge set annually by IEEE shall be assessed against authors of papers accepted by sponsored publications. Such page charges shall be on a voluntary basis and the AdCom shall make such arrangements as to ensure that their payment or nonpayment will in no way influence the editorial practices of the Society.
- 11.5 Disbursement of funds against previously budgeted accounts may be made by the President, Treasurer or Executive Director without further approval by the IEEE, but subject to approval as noted below, provided that the total approved expenditures budgeted in any major category, e.g., meetings, publications, are not exceeded thereby. Individual disbursements of up to \$3,000 may be made with approval of two of the following three individuals: President, Treasurer or Executive Director. Disbursements of more than \$3,000 require approval by the AdCom.

12. **Society Business** - The President and officers shall conduct the Society affairs subject to the advice and consent of the AdCom, except where other authorization is specified.

No AdCom meetings shall be held for the purpose of transacting business unless each AdCom member shall have been given notice of the time and place of such meeting at least 30 days prior to the scheduled date of the meeting. If less than a quorum attends a duly called meeting, tentative actions may be taken which will become effective upon subsequent ratification at the next AdCom meeting at which a quorum is present or by correspondence. Alternatively, minutes of such meetings which lack a quorum may be mailed by the Secretary to each AdCom member with a request for a correspondence vote. Any disapproval of actions taken at such meetings must be registered by each AdCom member within 14 days after receiving said minutes. The minutes shall be deemed to have been ratified unless a majority of the voting membership of the AdCom shall register disapproval as provided above.

13. **Technical Committees** – A Technical Committee, which may organize a sub-group if desired, functions in a specific technical area and shall report to the AdCom at least once a year. There shall be fourteen technical committees as follows: Compact Modeling; Compound Semiconductor Devices and Circuits; Device Reliability Physics; Electronic Materials; Microelectromechanical Systems; Nanotechnology; Optoelectronic Devices; Organic Electronics; Photovoltaic Devices; Power Devices and ICs; Semiconductor Manufacturing; Technology Computer Aided Design; Vacuum Devices; VLSI Technology and Circuits.

13.1 Vice-President of Technical Activities – This person will oversee the organization and coordination of the activities of the EDS technical committees. The Vice-President will be appointed by the Society President, with the advice and consent of the AdCom. Vice-President of Technical Activities shall be an ex-officio member of the AdCom with vote, if not already elected as a member. The Vice-President shall be appointed for a two year renewable term or until a successor is appointed. A Vice-President of Technical Activities whose term has expired prior to his/her successor taking office shall continue in office as an ex-officio member of the AdCom without vote until his/her successor is appointed.

13.2 Appointments - Technical Committees shall be appointed by the Society President, with the advice and consent of the AdCom. It will be discretionary with the Society President to appoint any part or all of any Technical Committee, or to appoint only the Chair of a committee and request the Chair to appoint additional committee members. Chairs of Technical Committees shall be ex-officio members of the AdCom with vote, if not already elected as members. Technical Committee Chairs shall be appointed for a two year renewable term or until successors are appointed. Technical Committee Members shall be appointed for a three year term (with no limit on the number of terms subject to approval from VP/Chair). Chairs whose terms have expired prior to their successors taking office shall continue in office as ex-officio members of the AdCom without vote until their successors are appointed.

13.3 Functions - Each Technical Committee shall promote activities in its field under the overall supervision and administration of the AdCom and shall provide the expert knowledge and assistance to:

a. Organize and operate sessions at meetings of IEEE at all levels and at meetings of other organizations with which the Electron Devices Society is desirous of cooperating. They may organize technical symposia and conferences in the area of their technical coverage, as well as act as an advisor to the AdCom concerning Society approval of new meetings in their area.

b. Arrange through the Publications Committee and

appropriate editors for publishing pertinent papers in IEEE publications

c. Encourage, generate, and review papers within their scope in cooperation with the Society Editors

d. Highlight new developments in the field and recommended actions for the Society in the annual report to the AdCom

13.4 Operations - The operations of each Technical Committee shall be in accordance with procedures prescribed in IEEE Manuals and as approved by the AdCom.

14. **Standing Committees** - Standing Committees shall be appointed by the Society President, with the advice and consent of the AdCom. It will be discretionary with the Society President to appoint any part or all of any Standing Committee, or to appoint only the Vice-President/Chair of a committee and request the Vice-President/Chair to appoint additional committee members. Vice-Presidents/Chairs of Standing Committees shall be ex-officio members of the AdCom with vote, if not already elected as members. Standing Committee Vice-Presidents/Chairs shall be appointed for a two-year renewable term or until successors are appointed. Standing Committee Members (including joint Publication Committee Representatives and IEEE Council/Committee Representatives) shall be appointed for a three year term (with no limit on the number of terms subject to approval from VP/Chair). Vice-Presidents/Chairs whose terms have expired prior to their successors taking office shall continue in office as ex-officio members of the AdCom without vote until their successors are appointed. The following Standing Committees are headed by Vice-Presidents: Awards, Educational Activities, Meetings, Membership, Publications and Regions/Chapters. The remaining Standing Committees are headed by Chairs.

14.1 Publications Committee - The functions of the Publications Committee will be to:

a. Assess and maintain guidance over the Society's publications and recommend to the Editors and the AdCom actions appropriate to the maintenance of high quality, timeliness and coverage of the field of interest of the Society

b. Assist in the selection and recruitment of editorial personnel

c. Review the need for new publications or the discontinuance of existing publications

14.2 Meetings Committee - The functions of the Meetings Committee will be to:

a. Monitor conduct of the Society technical meetings including technical content, location, scheduling, and budget, and make recommendations to the meeting organizing committee to enable the meeting to better

serve the Society members

b. Review new meeting requests, including the budget, and recommend to the AdCom the initiation of new meetings where such action would be in the best interests of members of the Society

14.3 Regions/Chapters Committee - The functions of the Regions/Chapters Committee will be to:

a. Compile information pertaining to the organization of Society chapters in the Regions

b. Disseminate this information to the Regions and to the Membership Committee

c. Create and promote interest in the Regions for the formation of Chapters of the Society

d. Work with Chapters and Regions to provide plans and methods for promoting successful Chapter meetings and activities

e. Assist in providing topics, media or speakers for Chapter meetings

14.4 Membership Committee - The functions of the Membership Committee will be to:

a. Make recommendations to the AdCom concerning all matters pertaining to the Society membership

b. Plan membership recruiting campaigns and help guide the execution of such campaigns

c. Supply information, to the members and Sections, concerning the Society and the advantages of membership

d. Report to the AdCom annually concerning the status and trends of society membership

14.5 Nominating Committee - Duties of the Nominating Committee are detailed in Section 4 of the Bylaws.

14.6 Awards Committee - The functions of the Awards Committee will be to:

a. Identify and have candidates nominated for all relevant awards and prizes in accordance with requirements, requests, and rules and regulations of IEEE, both for general IEEE awards and Society awards

b. Review and comment on nominations for IEEE Technical Field Awards and Medals, as requested by IEEE

14.7 Fellow Evaluations Committee - The function of the Fellow Evaluations Committee will be to review nominations for IEEE Fellow awards in the technical field of interest of the Society, in accordance with

IEEE rules and regulations.

14.8 Educational Activities Committee - The functions of the Educational Activities Committee will be to:

- a. Identify and serve the educational needs of the Society members
- b. Assist in accreditation policy
- c. Act as a liaison to the IEEE Educational Activities Board for Society issues

15. **Ad Hoc Committees** - Special or ad hoc committees may be created by the AdCom. For each such case, the AdCom shall specify the number of members the committee shall have, how the members are to be selected, and the terms of the members if other than for the life of the committee. Special or ad hoc committees shall be dissolved automatically after two years unless the AdCom sets an expiration date. Chairs of such Ad Hoc committees shall be ex-officio members without vote of the AdCom.

16. **Councils** - Where it will further the interest of members, the Society may join with other IEEE Societies or entities to form a Council, or a similar entity, for the purpose of administering conferences and/or publications.

16.1 When such action is contemplated, a specific description of the proposed Council and its Bylaws shall be circulated to all AdCom members at least 30 days prior to the AdCom meeting at which the proposal will come up for approval. In all cases, the financial and appointive responsibility of the Society shall be completely delineated in the Bylaws of the Council.

16.2 Approval of the participation of the Society in a Council shall require the same voting as a change in the Bylaws.

16.3 The Chairs of such Councils shall be ex-officio members of the AdCom without vote.