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THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.

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## CONSTITUTION

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#### ARTICLE I - NAME, PURPOSE AND TERRITORY

**Sec. 1.** The name of the corporation is The Institute of Electrical and Electronics Engineers, Incorporated, hereinafter called the IEEE.

**Sec. 2.** Its purposes are: (a) scientific and educational, directed toward the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences; means to these ends include, but are not limited to, the holding of meetings for the presentation and discussion of professional papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives; (b) professional, directed toward the advancement of the standing of the members of the professions it serves; means to this end include, but are not

limited to, the conduct and publication of surveys and reports on matters of professional

concern to the members of such professions, collaboration with public bodies and with other societies for the benefit of the engineering professions as a whole and the general public, and the promotion of ethical conduct. The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

**Sec. 3.** The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may engage in activities directed to the

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interests and needs of members residing in a particular country or area of the world. The procedure for undertaking such activities shall be specified in the Bylaws.

### ARTICLE II - BYLAWS

**Sec. 1.** Bylaws shall be established as hereinafter set forth, for the purposes of governing the operations and administration of the IEEE. The term "Bylaws" as used in this Constitution refers only to IEEE Bylaws.

**Sec. 2.** Proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.

### ARTICLE III - MEMBERSHIP

**Sec. 1.** The grades of membership of the IEEE, the member qualifications, privileges and the requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

**Sec. 2.** The term "member" when printed without an initial capital, where used in this Constitution, includes all grades of membership.

**Sec. 3.** The term "voting member" as used in this Constitution means those members of Member grade or above as defined in the Bylaws.

### ARTICLE IV - DUES AND FEES

**Sec. 1.** Dues and fees shall be specified in the Bylaws.

**Sec. 2.** Under exceptional circumstances, the payment of dues and fees may be deferred or waived in whole or in part by the Board of Directors.

### ARTICLE V - GROUPS OF MEMBERS

**Sec. 1.** The Board of Directors may authorize the establishment of groups of members for

promoting the objectives and interests of the IEEE. The Board of Directors may terminate the existence of any such group. The Bylaws shall provide for specifications and operating rules for any groups that may be established.

### ARTICLE VI - DELEGATES AND DIRECTORS

**Sec. 1.** The voting members of the IEEE shall elect Delegates-at-large who shall also by virtue of such election be Directors-at-large. The number and method of election of Delegates-at-large and Directors-at-large shall be specified in the Bylaws.

**Sec. 2.** The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Delegates shall be specified in the Bylaws.

**Sec. 3.** Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Delegates shall be specified in the Bylaws.

**Sec. 4.** The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members which shall be identical with the term of office as Director. All shall coincide with the fiscal year of the IEEE.

**Sec. 5.** The terms of office of Directors elected by the Assembly shall be specified in the Bylaws.

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**Sec. 6.** If the Directors shall not be elected on the day designated by law or fixed in the Bylaws, the corporation shall not for that reason be dissolved; but every Director shall continue to hold office and discharge duties until a successor has been elected.

### ARTICLE VII - PRESIDENT

**Sec. 1.** The President shall be elected by the voting members, by virtue of which election the President shall also be a Delegate-at-large and a Director-at-large for a period of three years. Following the term of one year as President-Elect, the holder of that office shall serve as President in the subsequent year and shall serve as Past President in the year subsequent thereto. The President shall be ineligible to serve a second full term in that office.

### ARTICLE VIII - THE ASSEMBLY

**Sec. 1.** An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.

**Sec. 2.** The annual meeting of the Assembly shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE. The President of the IEEE shall preside.

**Sec. 3.** All of the Delegates shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

**Sec. 4.** Meetings of the Assembly may be held elsewhere than in the State of New York. Additional meetings and provision for special meetings of the Assembly and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

**Sec. 5.** The number of Delegates required to constitute a quorum at meetings of the Assembly shall be stated in the Bylaws.

**Sec. 6.** The presiding officer of the Assembly shall have no vote on the Assembly except if the

vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

### ARTICLE IX - BOARD OF DIRECTORS

**Sec. 1.** The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large elected by all of the voting members, Directors-at-large elected by the Assembly, and Directors elected by the voting members of a group of members. The President of the IEEE shall preside.

**Sec. 2.** The number of Directors elected by the voting members together with the number of Directors elected by the Assembly shall be not less than nine nor more than fifty. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.

**Sec. 3.** All of the Directors elected by the Assembly shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

**Sec. 4.** At least one Director shall be a citizen of the United States.

**Sec. 5.** There shall be an annual meeting of the Board of Directors which shall be the last regularly scheduled meeting in each fiscal year of the IEEE. This annual meeting may be held elsewhere than in the State of New York.

**Sec. 6.** Additional regular meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional regular and special meetings shall be specified in the Bylaws.

**Sec. 7.** The Board of Directors may designate or appoint one or more Committees and Boards, which shall have such powers of the Board of Directors as it may confer upon them from time to time.

**Sec. 8.** The number of Directors required to constitute a quorum at meetings of the Board of Directors shall be stated in the Bylaws.

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**Sec. 9.** The presiding officer of the Board of Directors shall have no vote on the Board except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

### ARTICLE X - CORPORATE OFFICERS

**Sec. 1.** The Corporate Officers of the IEEE shall be the President, the President-Elect, the Vice Presidents as specified in the Bylaws, the Secretary, and the Treasurer. At the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person.

**Sec. 2.** Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Corporate Officers, by virtue of such election, shall be Directors, but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

**Sec. 3.** Except for the President-Elect, whose term of office as such shall be for one year and who shall thereafter hold the office of President for the subsequent year and the office of Past President for the year subsequent thereto, the term of office for all Corporate Officers shall be for one year and shall terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accepted.

**Sec. 4.** No Corporate Officer or Director shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the IEEE either as such Officer or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of two-thirds of all the Directors present at a regularly constituted meeting.

**Sec. 5.** No Corporate Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring

vote of two-thirds of the Directors present at a regularly constituted meeting.

### ARTICLE XI - VACANCIES

**Sec. 1.** The existence of a vacancy in the Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.

**Sec. 2.** Vacancies on the Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

### ARTICLE XII - NOMINATIONS AND ELECTIONS

**Sec. 1.** The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.

**Sec. 2.** The method of making nominations and the schedule for elections shall be specified in the Bylaws.

**Sec. 3.** Nominations by petition for the offices named in Section 1 of this Article may be made by letter to the Board of Directors setting forth the name of the proposed candidate and the office for which the candidate is desired to be nominated. The required number of signatures on such petition and the date of receipt shall be specified in the Bylaws.

**Sec. 4.** The Bylaws shall specify the annual closing date for the list of voting members entitled to vote, and shall specify the date by which, and the manner in which, votes shall be cast.

**Sec. 5.** For elective offices of the IEEE other than those named in Section 1 of this Article, methods of nomination and election, including alternate means of nomination by individual voting members, shall be specified in the Bylaws.

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### ARTICLE XIII - MANAGEMENT

**Sec. 1.** The President shall be the Chief Executive Officer of the IEEE and shall preside at meetings of the Assembly, all meetings of the Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which the President may be present. The President shall be an ex officio member of every Board and Committee. The President may visit groups of IEEE members and promote the objectives of the IEEE.

**Sec. 2.** The President-Elect shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

**Sec. 3.** In the absence of the President, the President-Elect shall preside and shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

**Sec. 4.** The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law.

**Sec. 5.** The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the IEEE and shall be responsible for the keeping of records thereof.

**Sec. 6.** Stewardship and fiduciary responsibility for IEEE assets shall be the responsibility of the Board of Directors.

**Sec. 7.** The fiscal year of the IEEE shall be defined in the Bylaws.

### ARTICLE XIV - AMENDMENTS

**Sec. 1.** Amendments to this Constitution shall be made by a vote of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A petition must meet two requirements: a petition must

be signed by at least one-third of one percent (0.333%) of the total number of IEEE voting members in each Region; and at least one percent (1%) of the total number of IEEE voting members, as listed in the official membership records of the IEEE at the end of the previous year, ~~but in no case shall the number be less than one hundred.~~ A copy of such proposed amendment or amendments, if lawful, shall be distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

**Sec. 2.** A vote of at least two-thirds of all votes cast, provided the total number of those voting is not less than ten percent of the total number of voting members, in favor of an amendment is necessary for adoption. Voting members shall be notified as soon as practicable by notice in a publication going to all voting members.

**Sec. 3.** Amendments to this Constitution shall take effect thirty days after adoption, but if by amendment Officers and Officers-elect are changed in status or the number of Directors is reduced, each Officer and each Director shall continue to serve until the term expires.