

Two Versions of a Preamble for the Constitution of IEEE

8.2

1) Version adopted by the AIEE Board of Directors 3/9/62:

PREAMBLE. The Institute of Electrical and Electronic Engineers, established January 1, 1963 and chartered in the State of New York under the amended Certificate of Incorporation of the American Institute of Electrical Engineers, is an amalgamation of the Institute of Radio Engineers, founded 1912, Incorporated August 23, 1913, and the American Institute of Electrical Engineers, founded 1884, Incorporated March 11, 1896, embodying the purposes, assuming the assets and obligations of the parent organizations, and conferring on former members of both the same, or equivalent, rights and privileges enjoyed in their previous separate memberships.

This Constitution, approved in principle (June 18, 1962) by the voting members of AIEE and IRE as part of their agreement to merge, and adopted by the members of IEEE (January 1, 1963), declares those purposes, principles, and policies which govern the organization subject to amendment only by vote of the membership of IEEE as herein provided. Except as defined, prescribed, or limited by the Constitution, authority is delegated to duly elected representatives of the members to conduct the operations and manage the affairs of the IEEE.

2) As proposed by Counsel for IRE:

PREAMBLE. The Institute of Electrical and Electronic Engineers is a New York membership corporation, Incorporated in New York State March 11, 1896. It had previously existed as an unincorporated association since 1884. The Institute of Radio Engineers (IRE) was founded as an unincorporated association in New York in 1912 and was incorporated as a New York membership corporation on August 23, 1913. On January 1, 1963, IRE was merged into AIEE and the name of the merged corporation was changed to IEEE. By the terms of the merger, AIEE acquired all of the assets and assumed all of the liabilities of IRE and conferred upon IRE members the same or equivalent rights and privileges which they had enjoyed in IRE.

This Constitution was adopted by vote of the members of AIEE on June 18, 1962. It declares those purposes, principles, and policies which govern the organization, subject to amendment only by vote of the membership of IEEE as herein provided. Except as defined, prescribed, or limited by the Constitution, charter statued or general rules of law, authority is delegated to duly elected representatives of the members to conduct the operations and manage the affairs of the IEEE.

10.53.472

INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS
(Incorporated)

PROPOSED CONSTITUTION
Revision 2/28/62

PREAMBLE. The Institute of Electrical and Electronic Engineers, established January 1, 1963 and chartered in the State of New York under the amended Certificate of Incorporation of the American Institute of Electrical Engineers, is an amalgamation of the Institute of Radio Engineers, founded 1912, Incorporated August 23, 1913, and the American Institute of Electrical Engineers, founded 1884, Incorporated March 11, 1896, embodying the purposes, assuming the assets and obligations of the parent organizations, and conferring on former members of both the same, or equivalent, rights and privileges enjoyed in their previous separate memberships.

I. Name, Purpose and Territory

1. The name of this society is the Institute of Electrical and Electronic Engineers, herein-after called the IEEE.
2. Its purposes are scientific, literary and educational, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences. These purposes are achieved by the holding of meetings for the reading 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.
3. The activities of IEEE may be conducted throughout the world.

II. Bylaws

Bylaws shall be established by the Board of Directors for the purpose of governing the operations and administration of the IEEE. The term "Bylaws" as used in this Constitution refers only to IEEE Bylaws.

III. Membership

1. The grades of membership of the IEEE shall be the following:
 - (1) Honorary Member
 - (2) Fellow
 - (3) Senior Member
 - (4) Member
 - (5) Associate
 - (6) Student
 - (7) Life Member
2. The qualifications, privileges including voting rights and the requirements for admission, promotion and conditions governing severance pertaining to each grade of membership shall be specified in the Bylaws.
3. The term "member" when printed without an initial capital, where used in the Constitution, includes all grades of membership.

IV. Groups of Members

1. Organization of the members of IEEE by geographical location, technical or functional interests, or otherwise for efficient communication and achievement of the purposes of the society, is as provided in the Bylaws.
2. The Bylaws shall provide for such consolidation and integration of the member groups of the IRE and the AIEE as may be appropriate.

(over)

V. Dues and Fees

1. Dues and fees shall be specified in the Bylaws.
2. Failure to meet scheduled remittance dates, as prescribed in the Bylaws, shall result in separation from the membership rolls.
3. Under exceptional circumstances, the payment of dues and fees may be deferred or waived in whole or in part by the Board of Directors.

VI. Annual Assembly

1. There shall be an Annual Assembly composed of Delegates elected by the voting members which shall receive reports and perform such functions as required by law or specified in the Bylaws.
2. The Annual Assembly shall meet during January of each year. The President of the IEEE shall preside. The Annual Assembly may be held elsewhere than in the state of New York. The manner of giving notice of such meeting shall be specified in the Bylaws.
3. The selection of Delegates to the Annual Assembly shall be as specified in the Bylaws.

VII. Board of Directors

1. A Board of Directors shall be the governing body of the IEEE and shall consist of Directors elected by the voting members, pursuant to the Bylaws, the President and the two surviving Past-Presidents most recently retired from that office. The President of the IEEE shall preside.
2. The number of Directors shall be not less than nine nor more than fifty. A quorum of the Board of Directors shall be not less than one-third of its total members.
3. There shall be an annual meeting of the Board of Directors during January of each year following the Annual Assembly. This annual meeting may be held elsewhere than in the State of New York.
4. Additional meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.
5. The exercise of this authority may be delegated in whole or in part to an Executive Committee of the Board which in turn may act through an employed Secretariat headed by a General Manager.

VIII. Corporate Officers

1. The Corporate Officers of the IEEE shall be the President, one or more Vice-Presidents as specified in the Bylaws, the Secretary, the Treasurer and the Editor.
2. The President shall be elected by the voting members, pursuant to the Bylaws.
3. The Bylaws shall specify those Corporate Officers, other than the President, to be elected by the Annual Assembly.
4. The terms of office for all Corporate Officers shall be one year and shall begin with the annual meeting of the Board of Directors and shall terminate at the beginning of the following annual meeting of the Board of Directors or at such subsequent times as their successors are elected and accept.
5. 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 at a regularly constituted meeting.

6. 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 at a regularly constituted meeting.

IX. Vacancies

The Bylaws shall provide for the determination of the existence of a vacancy in the Board of Directors or among the Corporate Officers and shall provide for filling such vacancies.

X. Nominations and Elections

1. The Bylaws shall provide for the submission to all voting members, on or before July 1 of each year, of a list of nominees for Delegates, Directors, the President and such Officers as may be specified in this Constitution or the Bylaws to be elected by the voting members for the coming term. Submission may be by publication in a IEEE publication which goes to all voting members or as the Bylaws may provide.
2. The Bylaws shall provide for nomination by petition 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. Such petition shall be signed by at least 100 voting members as listed in the official membership records of the IEEE at the end of the previous year.

XI. Management

1. The President shall be the principal Officer of the IEEE and shall preside at the Annual Assembly, all meetings of the Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which he may be present. He shall be an ex-officio member of every committee.
2. A Vice-President shall assume the duties of the President in the absence or incapacity of the President, as specified in the Bylaws. Duties of Vice-Presidents and the order of priority regarding assumption of presidential duties shall be specified in the Bylaws.

In the event of the absence or incapacity of both the President and all of the Vice-Presidents, the Board of Directors shall elect a chairman from its membership who shall perform the presidential duties during such absence or incapacity of the President and all of the Vice-Presidents. The tenure of such temporary chairman shall be at the discretion of the Board of Directors provided, however, that said temporary chairman shall not serve longer than the unexpired term of the incumbent President.

3. The Secretary, under the control 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. Also, he shall be responsible for arrangements for all meetings of the Board of Directors, the Annual Assembly and all other principal meetings of the IEEE.
4. The Treasurer, under the control 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.
5. The Editor, under the control of the Board of Directors, shall be responsible for the general supervision and conduct of IEEE publication policies.

(over)

XII. Amendments

1. Amendments to this Constitution 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 place a proposed amendment on the ballot. A petition must be signed by at least 100 voting members. Notice of proposed amendments and balloting shall be in accordance with the Bylaws.
2. 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 his term expires.

8.2

IEEE CONSTITUTION
DRAFT "A" 2/19/62

Revision #3 2/27/62

PREAMBLE. The Institute of Electrical and Electronic Engineers, established January 1, 1963 and chartered in the State of New York under the amended Certificate of Incorporation of the American Institute of Electrical Engineers, is an amalgamation of the Institute of Radio Engineers, founded 1912, Incorporated August 23, 1913, and the American Institute of Electrical Engineers, founded 1884, Incorporated March 11, 1896, embodying the purposes, assuming the assets and obligations of the parent organizations, and conferring on former members of both the same, or equivalent, rights and privileges enjoyed in their previous separate memberships.

This Constitution, approved in principle (June 18, 1962) by the voting members of AIEE and IRE as part of their agreement to merge, and adopted by the members of IEEE (January 1, 1963), declares those purposes, principles, and policies which govern the organization subject to amendment only by vote of the membership of IEEE as therein provided. Except as defined, prescribed, or limited by the Constitution, authority is delegated to duly elected representatives of the members to conduct the operations and manage the affairs of the IEEE.

1.0 The Name of this organization is the Institute of Electrical and Electronic Engineers (IEEE).

2.0 Its Object is the advancement of the theory and practice of electrical and electronic engineering and associated arts and sciences by scholarship, research, education, and by providing a world-wide coordinated forum for the dissemination, classification, and preservation of knowledge and experience in these fields.

2.1) Activities are evaluated by their contribution to the achievement of these purposes.

3.0 Membership is available in several grades, with appropriate privileges and degrees of participation, to engineers, scientists, educators, and others, qualified in the judgment of the Board of Directors to contribute to the purposes of the Institute, and who accept the conditions and responsibilities of membership as defined in the Bylaws.

3.1) The rights and privileges of a member are personal to himself and are not transferable except that a voting member may, under conditions prescribed in the Bylaws, vote by proxy given to another voting member.

3.2) The term "member" (not capitalized) as used in this Constitution, includes all grades.

3.3) "Voting member" refers only to those members identified in the Bylaws as entitled to vote on IEEE matters as defined in the Constitution.

4.0 The Government of IEEE is entrusted by its members in the Board of Directors to which is delegated powers to direct its operations and administer its affairs through the enactment of Bylaws and otherwise, except as prescribed, limited, or denied by this Constitution.

4.1) The exercise of this authority may, unless otherwise provided, be delegated in whole or in part to an Executive Committee of the Board which in turn may act through an employed Secretariat headed by a General Manager.

5.0 Delegates elected by the voting members constitute the Annual Assembly which meets in January for purposes prescribed by the Laws of New York State and this Constitution, and under conditions prescribed in the Bylaws of IEEE. A quorum of the Annual Assembly is not less than one-third of the total elected delegates. The chairman is the President who votes only in case of a tie.

6.0 Bylaws, consistent with the provisions of New York State Law and this Constitution, are established to govern the administration and operations of IEEE. When adopted or modified as herein prescribed, and duly announced to the membership, their observance becomes the duty of every member and their enforcement the obligation of every officer of IEEE.

6.1) Bylaws are adopted and modified by affirmative vote of two-thirds of the Board of Directors present and voting at any regular or special meeting, provided notice of the proposed change, including a full disclosure of its purpose, has been mailed to each member at least twenty days prior to the meeting at which action is to be taken.

7.0 Dues and Fees to be paid by members are specified in the Bylaws.

7.1) Failure to meet scheduled remittance dates, as prescribed in the Bylaws; results in separation from the membership rolls.

7.2) Payment under special circumstances may be deferred, or waived, in whole or in part, by the Board of Directors.

8.0 Organization of the members of IEEE by geographical location, technical or functional interests, or otherwise for efficient communication and achievement of the purposes of the society, is as provided in the Bylaws.

9.0 The Board of Directors consists of Directors and a President elected by the voting members; Directors elected by the Annual Assembly, and the two living Past-Presidents most recently retired from that office. The President presides over the Board.

9.1) The total number of Directors is required to be not less than nine nor more than fifty, of whom at least 60% are elected by the voting members.

9.2) Qualifications for membership on the Board are prescribed in the Bylaws. At least one member must be a citizen of the United States and a resident of the State of New York, unless otherwise specified by the laws of the State of New York.

9.3) The Board meets at least once each year at a time and place, and under circumstances prescribed in the Bylaws. Additional and special meetings may be held as provided in the Bylaws. A quorum of the Board is not less than one-third of its total members. The chairman votes only in case of a tie.

10.0 Election of Directors and Delegates by the voting members is as specified in the Bylaws, so conducted as to create each year an Annual Assembly consisting of one Delegate elected by the voting members of each geographical Region, who by virtue of such election becomes also a Regional Director; and a President and Delegates-at-Large, who are likewise Directors-at-Large.

10.1) The term of each delegate elected by the voting members runs concurrently with his term as a Director, beginning with the first Annual Assembly after his election, for a period of not less than two nor more than five years as specified in the Bylaws. Failure to elect Directors on a specified date extends the terms of incumbents until their replacements have been elected.

11.0 Election of Corporate Officers by the Annual Assembly confers on such officers the status of Directors for a term of one year beginning with the annual meeting of the Board of Directors to which they have been elected. The Corporate Officers to be so elected are one or more Vice-Presidents, the Secretary, the Treasurer, and the Editor.

12.0 Compensation, remuneration, or reimbursement of any kind will be paid to Corporate Officers or Directors of IEEE only if provided in the By-laws or authorized by specific action of the Board of Directors.

12.1) Business transactions involving directly or indirectly the personal interests of a Corporate Officer or Director are consummated only if authorized in the Bylaws or by specific action of the Board of Directors.

13.0 Nominations for election as Delegate, Director, and President originate as suggestions from the Regions and Sections or through other appropriate channels, as specified in the Bylaws. The Board of Directors is responsible for assembling, selecting, and publishing to the voting members; on or before July 1, a list of nominees for the offices to be filled for the ensuing year.

13.1) On or before September 1, the Board of Directors submits to the voting members a ballot listing all nominees to be voted upon by the voting members in accordance with the Bylaws.

13.2) Under conditions specified in the Bylaws, the ballot includes the name of any qualified nominee submitted with a supporting petition signed by at least 100 voting members in good standing. In the case of the Regional Delegate - Regional Director, petitioners must be members of the Region involved.

14.0 Vacancies for unexpired terms on the Board of Directors are filled by the Board of Directors. A vacancy in the office of Regional Director is filled by election from among candidates submitted by the Regional Committee. If such candidates are not submitted within 60 days after notice to the Regional Committee, the Board acts independently.

15.0 Management of the IEEE, under the control of the Board of Directors, is delegated to officers as follows:

15.1) The President is the principal executive Corporate Officer who presides at the Annual Assembly, all meetings of the Board of Directors, and other official occasions as may be prescribed in the Bylaws. He is ex-officio a member of all committees.

15.2) A Vice-President assumes the duties of the President in his absence or incapacity, as prescribed in the Bylaws. Duties of Vice-Presidents and the order of priority in the assumption of presidential duties are specified in the Bylaws.

15.3) The Secretary has general supervision of the keeping of the records of the IEEE as required by the Bylaws. He is responsible for arrangements for all meetings of the Board of Directors, the Annual Assembly and other principal meetings of IEEE.

15.4) The Treasurer is charged with the responsibility for the financial records of IEEE and all funds collected and disbursed by it.

15.5) The Editor is responsible for general supervision of the editorial content of IEEE publications.

16.0 Amendments to this Constitution may be proposed by a two-thirds vote of the members present at a regular meeting of the Board of Directors or by petition of not less than 100 voting members. Amendments are adopted only by a favorable vote of two-thirds of the votes cast, provided 20% of the voting members cast ballots authorized and submitted as prescribed in the Bylaws.

16.1) Amendments to the Constitution become effective January 1, or 60 days after adoption, if so recommended by the Board of Directors and approved by the voting members.

17.0 Notwithstanding any of the provisions of the foregoing paragraphs which may be construed to the contrary, IEEE shall not engage in any activity which is not educational, scientific, or charitable within the meaning of Section 501(c)(3) of the 1954 Internal Revenue Code, and on dissolution of the IEEE, its assets will be distributed to an organization organized and operated for similar educational, scientific, or charitable purposes.

2/28/62
NSH:amd

Additional Items for C&B

- 1) Protect Directors from liability suits ✓
- 2) Limit organization unites from obligating IEEE.
- 3) Exclude lobbying, propoganda , comercialism etc.
- 4) Limit use of emblem and stationery by members ✓
- 5) Specify Rules of Order authority ✓
- 6) Specify "official publication" for notices to members.
- 7) Amplify voting member definition.
- 8) No title or interest on part of past or deceased member. ✓
- 9) Require expenditures to keep within the budget
- 10) Bonding of financial officers and staff.