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# INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS (Incorporated)

## Constitution\*

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#### ARTICLE I

##### NAME, PURPOSE AND TERRITORY

SEC. 1—The name of this society is the Institute of Electrical and Electronics Engineers, hereinafter called the IEEE.

SEC. 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. Means to these ends are 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.

SEC. 3—The character of its scope is non-national, and the territory in which its operations are to be conducted is the entire world. The IEEE shall have its principal offices in the State of New York from which it shall carry out its general administrative functions in accordance with the New York Membership Corporations Law. Its publications activities are to be principally in the United States, as well as its largest membership meetings.

#### 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 mailed to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of all votes cast at that meeting 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, trans-

fer 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

##### ANNUAL ASSEMBLY

SEC. 1—An annual Assembly composed of Delegates elected by the voting members shall receive reports and perform such functions as required by law or specified in the Bylaws.

SEC. 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.

SEC. 3—All of the Delegates shall be of full age and shall be IEEE members of the grades specified in the Bylaws.



## ARTICLE VII BOARD OF DIRECTORS

SEC. 1—A Board of Directors shall be the governing body of the IEEE and shall consist of Directors elected by the voting members, Directors elected by the annual Assembly, the President and the two surviving Past Presidents most recently retired from that office. 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 annual Assembly shall be not less than nine nor more than fifty. The number of Directors elected by the voting members shall not be less than sixty per cent of the total number of Directors.

SEC. 3—All of the Directors shall be of full age, shall be IEEE members of the grades specified in the Bylaws and at least one shall be a citizen of the United States and a resident of the State of New York.

SEC. 4—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.

SEC. 5—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.

SEC. 6—The Board of Directors may designate or appoint one or more committees which shall have such powers of the Board as the Board may confer upon them from time to time.

## ARTICLE VIII PRESIDENT

SEC. 1—The President shall be elected by the voting members, by virtue of which election he shall also be a Delegate-at-large and a Director-at-large.

## ARTICLE IX 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 annual 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 Directors shall be specified in the Bylaws. The Board of Directors may establish a Region of general scope comprising an area including those parts of the entire world not within theretofore established Regions. The manner of selecting the Regional Director thereof shall be specified in the Bylaws.

SEC. 3—The number of Directors-at-large elected by the voting members shall not be less than the number of Regional Directors. For this purpose the Directors elected by the annual Assembly shall be considered as Directors-at-large.

SEC. 4—The term of each Delegate elected by the voting members shall run concurrently with the term of his office as Director and shall be not less than two nor more than five years, except that the term of office of the President as a Delegate-at-large and Directors-at-large shall be three years, and such terms of office of such Delegates and Directors shall begin with the first annual Assembly after their election and acceptance.

SEC. 5—The terms of office of Directors elected by the annual Assembly shall be specified in the Bylaws.

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 his office and discharge his duties until his successor has been elected.

## ARTICLE X CORPORATE OFFICERS

SEC. 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.

SEC. 2—The Bylaws shall specify those Corporate Officers, other than the President, if any, to be elected by the voting members and those to be elected by the annual Assembly. Those elected by the voting members, by virtue of such election, shall also be Delegates-at-large and Directors-at-large. Those elected by the annual Assembly, by virtue of such election, shall also be Directors. Other Corporate Officers shall be appointed by the Board of Directors.

SEC. 3—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 time as their successors are elected and accept, except that the terms of office of the President and any Vice Presidents elected by the voting members shall be begun with the first annual Assembly after their election and terminate when their successors take office.

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—The Board of Directors shall fill a vacancy occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided, that if a vacancy shall occur in the office of a Regional Director, then the Region that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region shall fail to elect a Director within sixty days after notice of such vacancy, as may be provided in the Bylaws, then the same may be filled by the Board of Directors.

## ARTICLE XII NOMINATIONS AND ELECTIONS

SEC. 1—The Board of Directors shall submit to all voting members, on or before July first of each year, a list of nominees for Delegates, Directors, the President and such Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. This list is to be in accordance with the Bylaws. Submission may be by notice in an IEEE publication which goes to all voting members.

SEC. 2—The method for making nominations shall be specified in the Bylaws.

SEC. 3—Nomination by petition 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, provided such letter is received at the general offices of the IEEE no later than twelve o'clock noon on the Friday prior to August fifteenth. Such petition shall be signed by at least one-third per cent of the total number of 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.

SEC. 4—On or before September first, the Board of Directors



shall submit to all voting members as of August fifteenth, a ballot listing all nominees to be voted upon by the voting members, in accordance with the Bylaws.

### ARTICLE XIII MANAGEMENT

SEC. 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. He may visit groups of IEEE members as he is able and promote the objectives of the IEEE.

SEC. 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.

SEC. 3—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. 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.

SEC. 4—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. 5—The Editor, under the direction of the Board of Directors, shall have general supervision and conduct of IEEE publication policies.

SEC. 6—All funds received by the IEEE shall be deposited in a depository approved by the Board of Directors in an account requiring the signatures of at least two of the Corporate Officers for withdrawal, who shall be bonded. The Board of Directors shall designate those Corporate Officers authorized to execute such

withdrawals.

SEC. 7—The number of Directors required to constitute a quorum shall be stated in the Bylaws but shall not be less than one-third of the total number of Directors.

SEC. 8—The number of Delegates required to constitute a quorum at the annual Assembly shall be stated in the Bylaws but shall not be less than one-third of the total number of Delegates or if one-third be nine or more, not less than nine.

SEC. 9—The chairman of the Board of Directors shall have no vote on the Board unless the votes of the other Directors present are equally divided.

SEC. 10—The chairman of the annual Assembly shall have no vote on the Assembly unless the votes of the other Delegates present are equally divided.

SEC. 11—The fiscal year of IEEE shall be defined in the Bylaws.

### ARTICLE XIV AMENDMENTS

SEC. 1—Amendments to this Constitution shall be made by ballot 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 place a proposed amendment on the ballot. A petition must be signed by at least one-third per cent of the total number of 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 mailed with a ballot to each voting member at least sixty days before the date designated for counting the ballots. Balloting shall be in accordance with the Bylaws.

SEC. 2—A vote of at least two-thirds of all ballots cast, provided the total number of those voting is not less than twenty per cent 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 his term expires.