

IEEE CONSTITUTION  
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Revision #1 1/22/62

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

Its Object is the advancement of the theory and practice of electrical and electronic engineering and the associated arts and sciences by the encouragement of scholarship, research, and education through a worldwide coordinated forum for the dissemination, classification, and preservation of knowledge and experience in these fields. All activities are to be evaluated by their contribution to the achievement of these purposes.

Membership is available in several grades, with appropriate privileges and degrees of participation, to engineers, scientists, 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 of IEEE.

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.

The term "member" (not capitalized) as used in this Constitution and other official documents of IEEE, includes all grades.

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



Delegates elected by the voting members constitute the annual Assembly which meets in January under conditions, and for purposes, prescribed by the laws of New York State, this Constitution, and 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 vote.

Bylaws for the government of the operations and administration of IEEE 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 and a full disclosure of its purposes is mailed to the members of the Board at least 20 days before the stipulated meeting.

Dues and Fees to be paid by members are specified in the Bylaws. Failure to meet scheduled remittance dates, as prescribed in the Bylaws, results in separation from the membership rolls. Payment under special circumstances may be deferred, or waived, in whole or in part by the Board of Directors.

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, as provided in the Bylaws, is under the control and authority of the Board of Directors.

The Government of IEEE is vested in the Board of Directors elected by the voting members and augmented by action of the annual Assembly, consisting of such elected Directors, as prescribed in this Constitution and the Bylaws of IEEE.



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.

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.

Qualifications for membership on the Board are prescribed in the By-laws. At least one member must be a citizen of the United States and a resident of the State of New York.

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.

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.

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.



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.

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

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 by the Board of Directors.

Nominations for election as Delegate, Director, and President originate in the Regions and Sections or through other appropriate channels, as specified in the Bylaws. The Board of Directors is responsible for assembling 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.

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.

Under conditions specified in the Bylaws, this ballot must include 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.



Vacancies for unexpired terms on the Board of Directors are filled by the Board. 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.

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

The President is the principle executive 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.

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.

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.

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

The Editor is responsible for general supervision of the content and editorial conduct of all IEEE publications.

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 voting members provided 20% vote on a ballot authorized and submitted as prescribed in the Bylaws.



Amendments to the Constitution become effective January 1 or 60 days  
after adoption whichever is later.

2/23/62  
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