

**IEEE  
ELECTROMAGNETIC  
COMPATIBILITY  
SOCIETY  
(EMC-27)**

**CONSTITUTION  
AND  
BYLAWS**

(Revised August 2011)

**CONSTITUTION**  
**INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS (IEEE)**  
**ELECTROMAGNETIC COMPATIBILITY SOCIETY (EMCS)**  
**REVISED 29 MARCH 2011**

**Article I: Name and Objective**

Section 1. This organization shall be known as the IEEE Electromagnetic Compatibility Society (EMCS)

Section 2. The Society shall promote scientific, literary, educational, and professional aspects detailed in Article II, in consonance with the Constitution and Bylaws of the IEEE.

Section 3. The Society shall aid in promoting cooperation and exchange of technical information among its members and other professional societies, either IEEE or non-IEEE.

**Article II - Field of Interest**

Section 1. The Field of Interest of the Society involves engineering related to the electromagnetic environmental effects of systems to be compatible with themselves and their intended operational environment. This includes: standards, measurement techniques and test procedures, instrumentation, equipment and systems characteristics, interference control techniques and components, education, computational analysis, and spectrum management, along with scientific, technical, industrial, professional or other activities that contribute to this field.

Section 2. The field of interest of the Society may be enlarged, reduced or shifted as the needs of the occasion indicate with the provision that such revisions shall be processed as an amendment to this Constitution. Editorial changes for clarification shall not require formal amendment as detailed in Article X.

**Article III - Membership**

Section 1. Membership in the Society shall be available only to members of the IEEE in any grade, including students, having a professional interest in any phase of the Field of Interest of the Society, providing payment of dues is current.

Section 2. Affiliates may participate in Society activities, as provided by the IEEE Bylaws, subject to applicable IEEE rules and regulations, and any additional limitations imposed by the Society Bylaws.

**Article IV - Financial Administration**

Section 1. The Society shall collect from its members an annual assessment, or fee, in accordance with the IEEE Bylaws and applicable rules and regulations.

Section 2. The Society may make registration charges at its Society meetings, symposia, conferences, and conventions.

Section 3. The Society may raise revenues by other means, such as publications, advertising, requests for grants or contributions, and charges for sending out notices to non-Society members, provided such means are consistent with applicable IEEE rules and regulations. Any revenue means not explicitly covered by IEEE rules and regulations must be approved by the appropriate authority within the IEEE before being adopted by the Society.

Section 4. Monies held by or for the Society legally belong to the IEEE, and shall not be expended for activities prohibited by the Constitution, Bylaws and Statements of Policy of the Institute, the Constitution and Bylaws of the Society, or any other purposes known to be inimical to the interests of the IEEE. Returns from investment of Society funds shall be credited to the Society.

Section 5. The Executive Directors of the Society shall have the sole authority to obligate the funds and assets of the Society to promote the Society's activities. No Society officer or representative shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE for activities prohibited by the Bylaws of the IEEE or the Constitution and Bylaws of the Society.

Section 6. No officer of the Society or Editor shall receive, directly or indirectly, any honorarium, compensation, or emolument from the Society as an officer or in any other capacity unless authorized by Board of Director or by the Bylaws of the Society in a manner in conforming to IEEE policies and procedures on travel and financial matters.

## Article V – Society Administration

Section 1. The Society is managed by a Board of Directors who shall consist of:

1. Directors-at-Large: Members of the Society elected by the Society membership as detailed in the Society's Bylaws.
2. Executive Directors: Executive officers are members of the Society elected by the Board of Directors to designated offices as detailed in the Society's Bylaws.
3. Ex-officio Directors: Members appointed or elected to designated positions or offices as detailed in the Society's Bylaws. Ex-officio Directors are non-voting members.

At least two-thirds of the voting members of the Board of Directors must be elected by the Society membership at large.

Section 2. The Board of Directors shall in every even numbered calendar year elect one of its Directors-at-Large, or one of its Executive Directors as President-elect, whose term shall be for one year and shall then serve as President for a two-year term, followed by a two-year term as Past President. A Secretary, Treasurer and Vice-Presidents shall also be elected or reelected for a two year term subject to term limits detailed within the Bylaws. The Secretary, Treasurer, President and Vice-Presidents need not be Directors-at-Large.

Section 3. Newly elected President-elect, Secretary, Treasurer, Vice-Presidents and new members of the Board of Directors shall assume office on the first of January of the year following the year in which elected.

Section 4. The duties, term limits, and responsibilities of the officers shall be as defined hereunder and in the Bylaws and as delineated by the Board of Directors.

Section 5. The President, under direction of the Board of Directors, shall have general supervision of the affairs of the Society. The President shall preside at meetings of the Board of Directors, at general meetings of the Society, the Annual Meeting of the Society, and perform other duties as provided in the Society Bylaws, or as may be delegated by vote of the Society Board of Directors. In the President's absence or incapacity, the immediate Past President shall perform Presidential duties during the President's first year in office and by the President-elect during the President's second year in office.

Section 6. The President shall be an ex-officio member of all Committees of the Society except the Nominations Committee. The President is a member of the IEEE Technical Activities Board, and when notified of a meeting of said Board, the President shall ensure representation of the Society either in person or by an alternate. If an alternate cannot be found, the President shall represent the views of the Society by correspondence.

Section 7. The Board of Directors may establish standing or ad hoc committees as prescribed in the Bylaws, including both functional (e.g., Awards, Chapters, Membership, Nominations) and technical. Technical committees are established as needed to develop specific areas detailed within the Field of Interest.

Section 8. The Board of Directors may utilize the services of IEEE as bursar, for all or part of the Society funds, as provided by the IEEE Bylaws, rules and regulations. If any part of the Society funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to the provisions of the Society Bylaws and to any special limitations imposed by the Board of Directors.

Section 9. Neither the IEEE Electromagnetic Compatibility Society, nor any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way bind the Society or IEEE, except in accordance with previously approved budgets.

## Article VI - Nomination, Election & Appointment of Board of Directors

Section 1. The nomination and election of Directors-at-Large to the Board of Directors shall be as prescribed in the Bylaws.

Section 2. The nominating procedure for Directors-at-Large positions shall include provision for petition by Society members to place a name on the ballot as prescribed in the Bylaws.

Section 3. Within-term vacancies of elected members of the Board of Directors shall be filled by appointment, for the unexpired term, by the President of the Society with the consent of the majority of the voting members of the Board of Directors. The full elective rights and responsibilities associated with the vacated position shall pass to the appointee for the unexpired term.

## Article VII - Meetings

Section 1. The Society may hold meetings, conferences, symposia, or conventions either alone or in cooperation with sectional, regional, international or national convention committees of the IEEE, or other technical and professional non-IEEE organizations, subject to IEEE rules and regulations. The Society shall sponsor at least one technical conference each year.

Section 2. Meetings, conferences or conventions of the Society shall be open on an equal basis to both members and non-members of the IEEE. The Society may not sponsor or co-sponsor a meeting which is subject to the need for having a security clearance issued by any government or private entity worldwide.

Section 3. The Board of Directors shall hold at least two meetings each calendar year, one at the Annual Meeting at a time specified in the Bylaws. Other meetings of the Board of Directors shall be held at such times as necessary and/or convenient. Special meetings of the Board may be called by the President of the Society at the President's discretion or upon request of six or more members of the Board of Directors with at least 30 days notice.

Section 4. A majority of the voting members of the Board of Directors or any committee thereof shall constitute a quorum. All voting members shall have an equal vote. Written proxies will not be accepted in determining a quorum except where provided for by electronic voting as prescribe in the Bylaws. (Ref: IEEE Bylaw I-300.5)

Section 5. A majority vote of the voting members of the Board of Directors attending a meeting (quorum required) shall be necessary for the conduct of its business except as otherwise provided in the Constitution. If less than a quorum is in attendance at duly called meetings, tentative actions may be taken that will become effective upon subsequent ratification, either at a subsequent meeting by mail or email.

Section 6. Business of the Board of Directors may be handled by correspondence, telephone, or other electronic means where, in the opinion of the President, matters requiring action can be adequately handled in that manner.

Section 7. Action of the governing body and committees thereof. (Ref: IEEE Bylaw I-300.4)

- a) A majority vote, provided a quorum is present, shall be the determining factor for the issue at hand.
- b) The Board of Directors may meet and act upon the vote of its members by any means of telecommunication. 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.
- c) The Board of Directors or any committee thereof may meet and take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of *all* the voting members of the Board of Directors 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 governing body. "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.
- d) Voting. Individuals holding more than one position on the governing body or any committees thereof, shall be limited to one vote on each matter being considered by the governing body or committee.
- e) Proxy voting is not allowed.
- f) The presiding officer (President of the Society or the Chair of any Committee), shall have no vote on the (Society or Committee) except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

Section 8. Meetings of the Board of Directors or Committees may be canceled only by consent of a majority of all members not less than 30 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such cancellation or changed date shall be sent to all members by email or regular mail.

Section 9. Robert's Rules of Order (latest edition) shall govern conduct of the Board of Directors except where otherwise specified in the Constitution or Bylaws.

## Article VIII - Publications

Section 1. Publications undertaken by the Society shall be subject to IEEE policies and to any further guidance or controls prescribed by the Board of Directors. The Society shall be responsible for the financial aspects of its Publications program.

Section 2. The President, with the advice and consent of the Board of Directors, shall appoint editors as may be required to implement the Publications program. The duties, authority, and responsibilities of an editor shall be detailed in the Bylaws.

## Article IX - Recall

Section 1. If at any time during the year, and for any reason in the interests of the Society which requires a change in an elected Director-at-Large or non-membership elected Executive Directive, the matter shall be discussed at a regular or a special meeting of the Board of Directors called for the purpose of considering and voting upon the recommended change. At least twenty days before the meeting, notice of such proposed action shall be given.

Section 2. An affirmative vote of two-thirds of the voting members of the Directors-at-Large shall be

necessary to declare a vacancy for cause. For the purposes of recall voting, an abstention shall be counted as a negative vote. If the vote is in the affirmative, the officer recalled is immediately relieved of their position.

Section 3. The President of the Society, upon approval of an officer from the Board, may replace the recalled officer in accordance with other sections of this Constitution and as prescribed in the Bylaws. To replace a recalled officer, a majority vote is required. An abstention shall be counted as a negative vote.

## Article X - Amendments

Section 1. Amendments to this Constitution may be initiated by petition submitted by at least 1% members of the Society, or by the Board of Directors. Board of directors approval is subject to the same two-thirds majority and advance notice requirements as Bylaws amendments described in Section 2. Such petition or Board approved amendment(s) shall be submitted to the IEEE Technical Activities Board, and to the Executive Committee of the IEEE for approval. After approval, the proposed amendment shall be published in the Society Newsletter, or otherwise publicized by direct mailing to the membership, with notice that it goes into effect unless ten percent of the Society members object within 30 days. If such objections are received, a copy of the proposed amendment shall be mailed with a ballot to all members of the Society at least 30 days before the date appointed for return of the ballots. The ballot must carry a statement of the time limit for their return to the IEEE office. When a mail vote of the Society membership is required, approval of the amendment by at least two-thirds of the ballots returned shall be necessary for its enactment.

Section 2. Amendments to the Bylaws may be adopted by a two-thirds vote of the Board of Directors present in a meeting assembled, provided that notice of the proposed amendment has been sent to each member of the Board of Directors at least 15 days prior to such meeting; or an amendment may be adopted by a two-thirds mail or email vote of the members of the Board of Directors provided a 30-day period is provided for such responses. In either event, the proposed amendment shall be published in the Society's Newsletter or other appropriate publication. No amendment shall take effect until it has been published and has been mailed to the Managing Director, Technical Activities of the IEEE, who must then obtain approval of the IEEE Executive Committee. Editorial changes which clarify the meaning, structure or operation of the Board of Directors shall require only the approval of the Board of Directors without notification to the Society membership.

Section 3. The Constitution, Bylaws and Statements of Policy of the IEEE shall, at all times, take precedence over those of the Society.

# EMC SOCIETY BYLAWS

## 29 MARCH 2011

### Section 1: Introduction

1.0 These Bylaws provide guidance for the supervision and management of the IEEE Electromagnetic Compatibility Society (EMCS), in accordance with the Society Constitution. Amendments may be made by means of the procedures described in Article X, Section 2 of the Constitution.

### Section 2: Membership

2.0 Membership: There shall be only one grade of Society membership, based on the payment of the annual fee prescribed in IEEE Bylaws.

2.1 Member: Membership shall be based on payment of both annual IEEE and Society dues and upon acceptance of formal application by IEEE Headquarters.

2.2 Honorary Life Members: This membership is exempt from payment of the Society's annual fee, and shall be based on the recommendation of the Society Awards Committee, and the endorsement of the Society Board of Directors.

2.3 Affiliates: Affiliation may be based on membership of IEEE-approved professional Societies that have been recognized for affiliated purposes by specific action of the Board of Directors of the IEEE. A list of approved Societies will be maintained by the Managing Director, Technical Activities of the IEEE. Further, Affiliates may join in accordance with any other provision that may be incorporated within the IEEE Bylaws.

A Society Affiliate may not serve in elective office in the Society, a Chapter or vote for candidates for these offices; however, an Affiliate may serve 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, may receive copies of publications of the Society, may attend and participate in any function of the Society by payment of IEEE member charges, and may receive any award bestowed upon him/her by the

Society. A Society Affiliate may not receive any IEEE benefits that are derived through IEEE membership except as approved by the IEEE Executive Committee.

2.4 Student Members: An exception to the annual fee shall be made for students, as prescribed by IEEE Bylaw 109. Transferring to full membership shall be in accordance with IEEE Bylaw 109.

2.5 Life or Honorary Members: Fees are suspended for Life or Honorary Members as prescribed in IEEE Bylaws 102 and 109. Life membership is for both the IEEE and Society, whereas Honorary Life Membership is Society only.

2.6 Special Membership: Retired members, those who are unemployed due to involuntary termination of employment and who are seeking reemployment, and those whose annual income falls below the minimum income level in his/her region may become a special member as described in IEEE Bylaw 109.

2.7 Special Provisions: This category of membership is for those who are unemployed or live in countries where the cost of IEEE membership is prohibited. A special membership rate may be established. Membership at this special rate shall be valid only for the calendar year. Those who live in designated countries defined as low income may have this yearly requirement under this Section waived during renewal. Those requesting a reduced membership fee for being unemployed must provide documentation that they have been unemployed for an extended period of time, typically six months minimum.

### Section 3: Board of Directors

3.0 Board of Directors: The Board of Directors shall consist of Directors-at-Large and Executive Directors with vote plus elected and appointed Ex-officio Directors without vote. Over fifty percent of the voting members shall constitute a quorum. All voting members shall have an equal vote.

3.1 Directors-at-Large: There shall be at least 18 Directors-at-Large elected by the Society

membership. Their term of office shall be three years with 6 Directors-at-Large elected each year. In case of a tie for the sixth and last Director-at-Large slot, or a tie between two candidates from the same qualifying region (7, 8, 9, or 10), the Board of Directors shall select the winner(s) by closed (paper) ballot. In addition to the six nominees receiving the largest number of votes, the next top nominees, from IEEE Regions 7, 8, 9, and 10 shall be elected to the Board if the Region is not represented on the Board as a result of the election of the top six nominees or by a carry-over Director-at-Large. To qualify, the Region must have at least 5% of the membership of the Society on December 31 of the year preceding the election and at least 2 nominees from that Region. No Director-at-Large can serve for more than 6 consecutive years. Partial terms, should a Director-at-Large be appointed to fill this position, will apply toward the entire original term of office.

3.2 Executive Directors: The President, President-elect, Secretary, Treasurer, immediate Past President, and all Vice-Presidents shall be Executive Directors. These are elective offices by the process detailed in Section 5.0.

3.3 Ex-Officio Directors: Chapter chairpersons, standing, technical and ad hoc committee and subcommittee chairpersons, editors of society publications, sub-society officers, symposium officers and other appointed or elective positions as designated by the President with a majority approval vote of the Board of Directors shall be Ex-Officio Directors. Ex-Officio Directors are nonvoting members of the Board of Directors. Ex-Officio Directors must be a member of the Society unless specifically excluded per IEEE Bylaws. Liaisons are not required to be Society members although membership in the Society is desired.

3.4 Continuation and Appointment to Board of Directors: In order to ensure a continuously active Board of Directors, elected Board members, who in the absence of extenuating circumstances, miss three consecutive meetings will be dropped from membership on the Board. Vacancies thus or otherwise created (member fails to accept office or is disapproved by IEEE Headquarters) shall be filled by the appointment for the unexpired term by the President with the consent (simple majority) of the Board of Directors.

3.5 Rules of Order: Robert's Rules of Order (latest

edition) shall govern conduct of the Board of Directors meetings on all matters not otherwise specified in these Bylaws or the Constitution.

[Section 3.6 moved to Section 8.5 November 6, 1993.]

#### **Section 4: Nomination and Election of the Board of Directors**

4.0 Nomination and Election of the Board of Directors: A Nominating Committee shall be constituted by the immediate Past President of the Society on or before 1 April of each year. The Nominating Committee shall consist of a chairperson and four or more members of the Society. At least two-thirds of the voting members of the Nomination Committee shall be elected or appointed by the governing body upon which not more than half of the committee membership may be current members of the Board of Directors. No member of the Nominating Committee shall be nominated for election to the Board of Directors for the following calendar year. (Ref: IEEE Bylaw I-3008.1)

In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nomination Committee shall assume the responsibility for this current election. With extenuating circumstances, a different individual may be appointed to this position.

A member of the Nominations Committee shall not be eligible for an elected position based on the following conditions: (i) the nomination is not made by a member of the same Nominations Committee and (ii) the member resigns from the Nomination Committee prior to its first meeting of the year in which the nomination shall be made.

4.1 The Nominating Committee shall immediately upon being formed, or no later than 15 April, mail or email notices for the solicitation of nominations for membership as a Directors-at-Large on the Board of Directors to existing Board of Directors members and to Chapter Chairpersons. There shall also be published in the first Newsletter of the calendar year a call for nominations for the Board of Directors. Nominating petitions shall be received by the Chairperson of the Nominating Committee by 30 May. Persons nominated and elected to the Board of Directors should possess significant technical and professional stature in Electromagnetic Compatibility or the affiliate arts and should have adequate financial and

corporate/personal resources to be able to attend all meetings and actively contribute to the business of the Society, including committee activities, correspondence, telephone calls, etc.

4.2 Petition signature requirements for positions on the Board of Directors which are to be elected by the society membership: (REF: IEEE Bylaw I-3008.16 and IEEE Policy 13.8.3) For each elective office of the Society, individual voting members eligible to vote in such election, excluding students and affiliates, may nominate candidates either by a written petition or by majority vote from the Nominations Committee provided such nominations are made at least 28 days before the date of election. As an alternative, nominations may be made directly from the Nominations Committee. These nominations must be approved by the sitting Board of Directors. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows:

- a) Where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.
- b) Where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Signatures can be submitted electronically through the official IEEE Society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

The number of signatures required on a petition

shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

4.3 The Nominating Committee may make nominations for the Board of Directors in addition to those nominated by petition.

4.4 In the preparation of the slate of nominees, consideration shall be given geographical representation. In the event that 1/3 of the existing Board of Directors become candidates for the following year, and nominations received by petition do not include members from any IEEE Region (1-10), the Nominating Committee will contact Society members in these un-represented regions, who are qualified for Board of Directors membership and who are willing to serve in that capacity if elected, to have their names placed within the slate of nominees on or before 30 June.

4.5 On or before 15 July, the Chairman of the Nominating Committee shall mail or email to IEEE Headquarters the slate of at least 9 nominees for election to the six offices to be filled on the Board of Directors.

4.6 On or before 15 August, IEEE Headquarters will mail and/or email ballots to Society members, with the request that the ballots be returned to IEEE Headquarters by 1 October. The official ballot and cover letter of the final nominations package shall advise voters to "VOTE FOR NO MORE THAN SIX" candidates from the approved slate of nominees.

4.7 IEEE Headquarters will count the ballots, and by 15 October notify all nominees and the Board of Director officers the results of the election, with term of office to be effective 1 January of the following year.

4.8 During the first meeting following election in even numbered calendar years, newly elected members of the Board of Directors will be introduced to their new duties and will participate in the election of new Executive Directors.

4.9 Unsuccessful candidates for the Board shall be notified by private letter from the President of the Society. The letter shall contain the number of votes accumulated and the minimum number of votes needed to be elected.

## **Section 5: Selection of Officers of Board of Directors**

5.0 Election of Officers of Board of Directors: During the first year of the sitting President's term of office and at the first meeting following the election of the incoming Directors-at-Large, the Board of Directors comprised of the newly elected members and current Directors-at-Large and Executive Directors shall nominate and elect from among the Directors-at-Large and the Executive Directors, a President-elect who shall serve one year in that office coinciding with the second year of the President's term of office in even numbered calendar year. From the Society membership, a Secretary, Treasurer and Vice-Presidents shall be nominated and elected who will occupy those respective offices for the succeeding two years. Election shall be by secret ballot and when a quorum is not present, by mail or email balloting.

5.1 Term of Office: The term of office for the President shall be two calendar years immediately following a one-year term as President-elect. The President shall not be eligible for re-election to President-elect until a lapse of three years. The Vice-Presidents, Secretary and Treasurer shall be limited to a two-year term, renewable twice. However, if circumstances warrant, the term limit may be waived on an individual basis by a two-thirds vote of the Board of Directors. It is of benefit to the Society that both the Secretary and the Treasurer be encouraged to serve at the request of the Board of Directors for a minimum of two terms in order that the expertise developed by these officers is not lost to the Society by early replacement. All officers shall continue to serve until their successors take office.

[Section 5.2 was deleted March 1990.]

5.3 Presidential Duties: The President shall supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others.

5.4 President-elect Duties: The President-elect shall fulfill the duties of the President if the President is absent, incapacitated or requests a temporary replacement during the President's second year of office. The President-elect shall also fulfill other functions as the President of the Board of Directors may from time to time direct. (Note: The immediate Past-President shall fulfill these duties during the first year of the President's term of office).

5.5 Secretarial Duties: The Secretary shall be responsible for keeping the records of the Society. In addition, the Secretary shall transmit in writing in a timely manner a record of all meetings, motions, directives, or orders of the Society to the officers, chairpersons of standing and ad hoc committees, and to the Managing Director, IEEE Technical Activities Board. As soon after 1 January, or as practicable, the Secretary shall provide a directory listing of officers and associated members to the Board of Directors.

5.6 Treasurer's Duties: The Treasurer shall act as liaison with IEEE Headquarters on all financial matters of the Society. The Treasurer shall prepare vouchers for withdrawal of Society funds for administrative expenses; certify invoices to be paid by IEEE Headquarters to suppliers; make a report at each Society business meeting covering the current financial status of the Society; prepare the Society budget; and perform other financial duties as assigned by the President. Disbursement of funds must be in accordance with the annual budget. If the amount to be disbursed exceeds the amount allocated in the budget, a majority vote of the Board of Directors is required to reallocate funds among Vice Presidents, or the cover the excess amount from the Society's financial reserves.

5.7 Vice-Presidents' Duties: The Vice-Presidents shall supervise and coordinate the activities of the Chairpersons of all Standing and Technical Committees assigned to them.

## **Section 6: Affiliate Organizations**

6.0 Affiliate Organizations: Affiliate organizations are voluntary associations containing a significant portion of the Society membership and differ from Standing Committees, which are appointive. The affairs of affiliate organizations shall be supervised by the Board of Directors.

6.1 Chapters: Chapters are affiliate organizations organized on a geographical basis. This subject is fully treated in the IEEE Bylaws and the Society and Section Manuals.

6.2 Technical Sub-Committee: A Technical Sub-Committee may be organized to cover a specific aspect within the Field of Interest of the Society. Each Technical sub-committee may be governed by a Technical Committee. Technical sub-committees may organize sessions at a

Society Symposium or Technical Conference, and may organize a separate specialized symposia or colloquium. Sub-committees may organize special issues of the Transactions or a special section within a particular issue. Any service beyond those provided all Society members must be paid for by the sub-committee. The amount must be endorsed by the Board of Directors and approved by the General Manager of the IEEE. Where possible, the sub-committee shall limit its scope to an area under the cognizance of one Technical committee.

6.3 Affiliated Groups. Affiliated groups with an interest in common with the society but which remain independent of the Society.

### **Section 7: Publications**

7.0 Publications: The Society shall sponsor publications recommended by a Technical Committee reporting to the Vice President for Communications Services. Publications must be approved by the Board of Directors. The President, in consultation with the appropriate Vice-Presidents, and with the advice and consent of the Board of Directors, shall appoint an editor for each publication.

7.1 Editor's Term of Office: All Society Editors shall serve for a three-year term and may be re-appointed for a second three-year term, subject to mutual agreement with the President and the appropriate Vice-President. However, if circumstances warrant, the term limit may be waived on an individual basis by a two-thirds vote of the Board of Directors.

7.2 Editor's Duties: Each Editor shall implement the approved publications program. In accordance with the guidance provided, and IEEE rules and regulations, the Editor shall designate associate editors, special guest editors and manuscript reviewers as required.

7.3 Editor's Compensation: Compensation for an Editor may be authorized by the President in consultation with the appropriate Vice-President with the advice and consent of the Board of Directors.

7.4 Editorial Expenses: Editorial expenses shall be subject to review and approval of the Board of Directors. The Treasurer shall review the expenses to determine adherence to the Society's budget and appropriate use of these funds. Any amount of expenditure beyond the budget amount

allocated must be approved by the Board of Directors.

### **Section 8: Society Funds**

8.0 Society Funds: The Society may raise funds as specified in Article IV of the Constitution and in IEEE Bylaws, Rules and Regulations.

8.1 The annual society fee shall be determined by action of the Board of Directors. Failure of a Society member to pay the annual Society fee before 28 February of each year will be automatically dropped from the Society membership.

8.2 IEEE Headquarters shall act as bursar for all Society funds, except as specified hereunder. Billings and receipt of the annual fee shall be via IEEE Member Services. All other fiscal affairs shall be handled through the office of the Managing Director, Technical Activities of the IEEE.

8.3 The general committee for a symposium or technical conference may, with the advice and consent of the Board of Directors, authorize the symposium treasurer, or fiscal officer, to open an account to be used for the deposit and disbursement of funds related to the symposium. In each case, the Board of Directors shall be advised of the name of the bank when IEEE Concentration Banking is not used, the anticipated size of the account, the names of the account signatories and of arrangements for insurance and bonding by the IEEE. Symposia jointly sponsored with other IEEE Societies or Councils are excluded from bank, account size, account signatories and insurance/bonding information if a charter of operations with those societies is approved by the Board of Directors and the IEEE Technical Activity Board.

8.4 For other circumstances, such as co-sponsorship of a symposium, the Board of Directors shall make prudent arrangements to safeguard the Society's funds that may be involved.

8.5 The Board of Directors shall be able to provide monetary support for the services of individuals to serve in advisory or non-elective positions for a period to be specified in the appointment. Board of Directors approval by a 2/3 majority (quorum present) is required. Should monetary support be provided, the Society must issue an IRS Form 1099-Misc to that individual in accordance with Federal tax laws for payment beyond that of

normal expenses which are being reimbursed.

8.6 The fiscal and operating year of the Society shall begin on the first day of January and end at the close of business on the thirty-first day of December of each year.

8.7 Financial support for the Society may be derived from income from sales of Society Periodicals, Books, Videotapes, IEEE Electronic Library, conference publications, workshops, tutorials, IEEE Press books, and any other product or service not identified herein; its share of any surplus from Society sponsored Conferences; and any income realized through investments and corporate grants, or other revenue generating activities approved by the Board.

8.8 Travel Expenses: The Society President may authorize traveling expenses for members of the Society on Society business in accordance with the current, approved Society budget and in a manner in conformance with the Society and IEEE travel and reimbursement policies and procedures, documented in the Society's Operations, Policy and Procedure Manual

### **Section 9: Society Business**

9.0 Society Business: The President and officers shall conduct the Society's affairs subject to the advice and consent of the Board of Directors, except where other authorization is specified.

A roll call shall be made at the beginning of each Board of Directors meeting. The Secretary shall record the names of those present and announce whether a quorum exists.

9.1 No Board of Directors meeting shall be held for the purpose of transacting business unless each member shall have been sent notice of the time and place of such meeting at least 30 days prior to the scheduled date of the meeting. The last meeting of the calendar year shall be designated as the "annual meeting" of the Board of Directors.

If less than a quorum attends a duly called meeting, tentative actions may be taken which will become effective upon subsequent ratification, either at a meeting, by mail, or by electronic means by a sufficient number of members as to constitute a majority. Minutes of such meetings shall be mailed or emailed by the Secretary to each Board member who shall register disapproval of any actions taken at such meetings, within 15 days after receiving said

minutes, or they shall be deemed to have been ratified.

9.2 The Society shall sponsor at least one symposium each year.

### **Section 10: Technical Committees**

10.0 Technical Committees: A Technical Committee, which may organize a sub-society if desired, functions in a specific technical area as directed by the appropriate Vice-President with a scope to be approved by the Board of Directors.

In carrying out the Committee responsibilities, the Vice-President shall be assisted by a Technical Advisory Committee.

10.1 Appointment: Officers of the Technical Committees shall be appointed by the appropriate Vice-President with approval of the Board of Directors. Committee members shall be appointed by the officers of the Technical Committee.

10.2 Terms of Appointment: The term of office for a Committee officer shall be three successive two-year terms. However, if circumstances warrant, the term limit may be waived on an individual basis by approval of the appropriate Vice-President and a two-thirds vote of the Board of Directors.

10.3 Functions: Each Technical Committee shall promote activities in its field of interest and shall provide expert knowledge and assistance to:

- a. Receive, generate, and review technical papers within its scope in cooperation with the Transactions Editor and/or the Technical Papers Committee.
- b. Organize and host sessions at meetings of the IEEE at all levels and at meetings of other organizations with which the Society is desirous of cooperating, in accordance with the rules in effect at such meetings.
- c. Arrange for publishing pertinent papers in IEEE publications.
- d. Generate and develop appropriate standards in its field for processing by the IEEE Standards Committee, through the Society's Standards Committee and in accordance with IEEE policies.
- e. Evaluate "state of the art" in the area of committee interest.

10.4 Operations: The operation of each Technical Committee shall include an annual meeting and to formulate a report to be presented to the Board of

Directors indicating the status of committee work.

10.5 Committees: The Technical Committees may include but are not limited to the following areas of interest.

EMC Management - TC1  
EMC Measurements - TC2  
EM Environments – TC3  
EM Interference Control – TC4  
High Power Electromagnetics – TC5  
Spectrum Management – TC6  
Computational Electromagnetics – TC9  
Signal Integrity – TC10  
Nanotechnology – TC11

### **Section 11: Executive Committee**

11.0 Executive Committee: The Executive Committee consists of the President, immediate Past President, President-elect, Vice-Presidents, Secretary and Treasurer. These officers, who are also identified as Executive Directors, are elected officials in accordance with paragraph 5.0. The functions of the Executive Committee will be to:

- a. Act for the Board of Directors in emergency situations where time is not available to call a special meeting of the Board of Directors.
- b. Assist the President as necessary.

### **Section 12: Standing Committees**

12.0 Standing Committees: Standing Committees shall be appointed by the President with the advice and consent of the Board of Directors. It is the discretion of the President to appoint any or all members of a Standing Committee, or to appoint only the chairperson, requesting the latter to appoint members. Such appointments shall be for a period of three years with one-third of the committee membership appointed each year unless waived by the Board of Directors. Each Standing Committee will be assigned to an appropriate Vice President for overall supervision.

12.1 Standing Committee's Duties: The specific duties of each Standing Committee shall be as specified by the President, after consultation with appropriate officers and approved by the Board of Directors.

12.2 Typical Standing Committees: The Standing Committees may include, but are not limited to, the following:

- a. Administrative Committees
  - (1) Planning
- b. Technical Service Committees
  - (1) Education and Student Activities
  - (2) Technical Advisory
  - (3) Representative Advisory
- c. Member Services Committees
  - (1) Awards
  - (2) Chapters
  - (3) Membership
  - (4) Fellow Evaluation
  - (5) Fellow Search
  - (6) Constitution and Bylaws
  - (7) Nominations and Appointments
  - (8) Distinguished Lecturer
  - (9) Survey
  - (10) PACE
  - (11) Sister Societies
  - (12) Photographer
- d. Communications Services Committees
  - (1) Newsletter
  - (2) Symposium
  - (3) Transactions
  - (4) History
  - (5) IEEE Press Liaison
  - (6) Public Relations
- e. Standards Committees
  - (1) Standards Development
  - (2) Standards Education and Training
  - (3) Standards Advisory and Coordination
- f. Conferences and Symposia Committees
  - (1) International Symposia
  - (2) Global Symposia
  - (3) Financial Assistance Program

### **Section 13: Special or Ad Hoc Committees**

13.0. Special or Ad Hoc Committees: Special or ad hoc committees may be created by the Board of Directors. For each case, the Board of Directors shall specify the number of members the committee shall have, and 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 automatically be dissolved after two years unless the Board of Directors sets an expiration date. Each special or ad hoc committee shall report the status of its work at a Board of Directors meeting within one year of its formation or prior to completion of its activity, whichever is sooner.

#### **Section 14: Society Policies and Procedures**

The policies and procedures for the operations of the Society shall be provided in the Society's Operations, Policies and Procedures Manual, a separate document. The Constitution and Bylaws Committee shall be responsible for maintaining this Manual. All changes to the Operations Manual that affect governance of the Society shall be made with the advice and consent of the Society's Executive Committee, along with the consent of the Society's Board of Directors.

#### **Section 15: Electronic Voting**

The Society may conduct business via electronic means as detailed in the Society's Operations, Policy and Procedure Manual, a separate document.

#### **Section 16: GOLD Coordinator Appointment and Participation**

A GOLD (Graduate of the Last Decade) Representative [Defined in IEEE Member & Geographic Activities Manual, Section 4.7] shall be appointed by the President with a majority approval vote of the Board of Directors at the last Board meeting of the year prior to the commencement of his/her term as the ruling President effective 1 January. The term of this appointment shall be for three (3) years beginning 1 January (consistent with the term limits for elected BoD Members-at-Large), extendable for a maximum of one (1) additional term contingent on the appointee meeting the requirements of GOLD status during his/her term of service on the Board. The VP of Member Services shall be responsible for seeking and nominating or recommending to the President qualified EMC-S volunteers who are willing to serve as a GOLD Coordinator. The GOLD Representative, if not an Elected Member of the Board of Directors (Director-at-Large), shall have the status of an Ex-Officio (non-voting) member during his or her tenure in that office. The GOLD Coordinator shall not be counted as part of the quorum.

The charter of activities for the GOLD Coordinator shall include, but not be limited to:

- Bringing motions to the floor at BoD meetings and having all discussion privileges in matters before the BoD, except that no vote shall be cast. The GOLD Coordinator shall

not be included in a quorum count;

- Serving on or chairing standing and ad hoc committees;
- Leading committees or teams focusing on engaging young volunteers at the student branch and chapter levels to participate in EMC-S activities;
- Undertaking Board special projects and problem solving studies;
- Implementing ideas and organizing conferences;
- Editing and contributing to newsletters.