

# Bylaws

## I Purpose

The Bylaws provide detailed guidance for the supervision and management of the IEEE Vehicular Technology Society (VTS) affairs.

## II Membership

**Section 1.0.** Membership in the Society is available to all IEEE members (and under certain conditions non-IEEE members) upon payment of the annual Society fee.

**Section 2.0.** The Board of Governors may award honorary Membership in the Society to an individual.

### **Section 2.1. Election**

Nomination for Honorary Member may be made by the Society Awards Committee or by a petition signed by at least 50 members of the Society. An affirmative vote of at least two-thirds of the elected members of the Board of Governors is required to elect an Honorary Member.

### **Section 2.2. Eligibility**

Honorary Membership may be granted an outstanding member who meets all of the following minimum requirements:

- (a) He/She shall have made significant technical contributions to the field of interest of the Society.
- (b) He/She shall have performed outstanding service to the profession and to the IEEE.
- (c) He/She shall have been a member of the Society for at least 5 years.

### **Section 2.3 Payment of Fees**

Society fees for Honorary Members shall be paid from the Society Treasury. The Treasurer shall arrange for this with IEEE Headquarters.

**Section 3.0.** Society Affiliates are non-IEEE members who have been admitted to some of the rights and privileges of Society activities. In general, a Society Affiliate must be a person whose technological activities do not justify full membership in IEEE, but who may be helped by participation in Society activities or who may contribute benefits to Society members by participation in their activities. The qualifications for Society Affiliates and the limits in rights and privileges shall be as established by the IEEE Executive Committee.

**Section 3.1.** The Society Affiliate fee shall include the annual Society fee plus the surcharge established by the IEEE Executive Committee.

**Section 4.0.** An exception to the annual fee shall be made for students, as prescribed by IEEE rules and regulations.

**Section 5.0.** Any special members (life or honorary) and affiliates of the Society on January 23, 1993, may continue even though their attainment of such special membership or affiliation was by means other than as defined above.

**Section 6.0.** The Society fee shall be determined by the affirmative vote of at least two-thirds of the elected members of the Board of Governors.

## III Board of Governors

**Section 1.0.** The Board of Governors shall function in accordance with the provisions of Article V of the Constitution.

### **Section 2.0. Meetings**

**Section 2.1.** The Board of Governors shall hold at least two meetings per year at times and places specified by the Board of Governors. Special meetings of the Board of Governors may be called by the President or upon request of 5 members of the Board. At least 30 days notice shall be given prior to a special Board meeting.

**Section 2.2.** Only Governors elected in accordance with article V of the Constitution may vote at Board meetings or be counted in the establishment of a quorum.

**Section 2.3. A majority of the voting members of the Board of Governors or any committee shall constitute a quorum.** A quorum is required to start a Board of Governors meeting. Once started, a Board of Governors meeting may continue to conduct its business. However, any actions taken when a quorum is no longer present must be ratified by the procedures of Section 3.0 below.

**Section 2.3.1** The vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the Board of Governors or any committee thereof.

**Section 2.3.2** The Board of Governors or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The 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.

**Section 2.3.3** The Board of Governors or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the voting members of the [governing body] or any committee thereof 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 Board of Governors or any committee thereof. "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.

**Section 2.3.4** Voting. Individuals holding more than one position on the Board of Governors or any committee thereof shall be limited to one vote on each matter being considered by the Board of Governors or committee.

**Section 2.3.5** Proxy voting is not allowed.

**Section 2.4.** Robert's Rules of Order (Revised) shall govern conduct of Board of Governors meetings on all matters not otherwise specified in these Bylaws or the Constitution.

**Section 3.0.** Business of the Board of Governors may be handled by correspondence, telephone or other electronic means when, in the opinion of the President, matters requiring action can be adequately handled in that manner. This includes ratification of Board actions when a quorum is no longer present or when there are sufficient votes among the absentees to approve an action requiring more than a majority vote.

**Section 4.0.** Members appointed to positions of responsibility in the Society by the President may be made nonvoting members by the Board of Governors. Such individuals shall have all responsibilities and privileges of Governor except the right to vote.

**Section 5.0.** If a Governor vacancy occurs, the Board, at its next meeting by a two-thirds vote of those present at an official meeting, shall elect a member to complete the unexpired term.

**Section 6.0.** Involuntary Termination of a Board of Governors Member. On rare occasions an individual Board of Governors Member may be unwilling or unable to fulfill the duties as a Governor. If the Governor in question refuses to resign, the President may initiate a termination procedure against him/her for unsatisfactory performance. Examples of unsatisfactory performance by a Governor are:

- (a) Less than 50 percent attendance at Board Meetings.
- (b) Unwillingness to serve on a committee assignment.
- (c) Non-responsiveness to correspondence or inquiries.

Termination can only occur with the concurrence of at least two-thirds of the Governors. The President must advise the Governor proposed to be terminated in writing at least 30 days prior to the vote on the question.

## IV Officers

**Section 1.0.** The Society Officers shall consist of a President, an Executive Vice President, a Vice President Mobile Radio, a Vice President Motor Vehicles, a Vice President Land Transportation, a Treasurer, and a Secretary.

**Section 2.0.** The President and Executive Vice President must be members of the Board of Governors at the time they assume office. The balance of the officers, if they are not elected members of the Board shall become appointed members of the Board and have all the privileges and responsibilities of Board members with the exception of the right to vote. This includes entitlement to reimbursement for travel expenses when authorized.

**Section 3.0. Duties of Officers.**

**Section 3.1.** The President shall:

- (a) Supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others.
- (b) Preside at meetings of the Board of Governors and at general meetings of the Society.
- (c) Be an ex officio member of all Committees of the Society. He/She is a member of the IEEE Technical Activities Board (TAB) and shall represent the Vehicular Technology Society at TAB meetings.

**Section 3.2.** The Executive Vice President shall fulfill the duties of the President in his/her absence or incapacity. The Executive Vice President shall also serve as chairman of the Long Range Planning Committee. He/She shall fulfill such other functions as the President shall from time to time direct.

**Section 3.3.** The Vice President Mobile Radio shall be responsible for coordinating the VTS activities covered by the Field of Interest of the Society detailed in the Constitution Article II Section 1(a). He/She may chair any committee(s) within his/her area of responsibility and shall be an ex officio member of all committees within his/her area of responsibility. He/She shall fulfill such other functions as the President shall from time to time direct. He/She shall preside at the Board of Governors meeting in the event both President and Executive Vice President are unavailable.

**Section 3.4.** The Vice President Motor Vehicles shall be responsible for coordinating the VTS activities covered by the Field of Interest of the Society detailed in the Constitution Article II Section 1(b). He/She shall chair the Motor Vehicle Committee and shall be an ex officio member of all committees within his/her area of responsibility. He/She shall fulfill such other functions as the President shall from time to time direct. He/She shall preside at the Board of Governors meeting in the event the President, Executive Vice President and Vice President Mobile Radio are unavailable.

**Section 3.5.** The Vice President Land Transportation shall be responsible for coordinating the VTS activities covered by the Field of Interest of the Society detailed in the Constitution Article II Section 1(c). He/She may chair the Land Transportation Committee and shall be an ex officio member of all committees within his/her area of responsibility. He/She shall fulfill such other functions as the President shall from time to time direct. He/She shall preside at the Board of Governors meeting in the event the President, Executive Vice President, Vice President Mobile Radio and Vice President Motor Vehicles are unavailable.

**Section 3.6.** The Treasurer shall be responsible for the preparation and maintenance of the financial records of the Society. He/She shall utilize the financial accounting records of the IEEE and other data to keep the Board of Governors informed on the financial status of the Society. He/She shall prepare the annual budget for submission to the Board of Governors.

**Section 3.7.** The Secretary shall keep the records of the Board of Governors. He/She shall prepare and distribute reports, notices, or other documents as may be required.

**Section 4.0.** The term of elected officers of the Board of Governors shall be 1 year, commencing on January 1. The President may be re-elected for a second term of 1 year. Whether he/she serves for 1 or 2 years, he/she shall not again be eligible for election to the Presidency until a lapse of 3 years. A Vice President may hold the same office for not more than 4 consecutive terms. Eligibility is restored after a lapse of 3 years. Unless he/she is otherwise a member of the Board of Governors, a President continues to be a non-voting member of the Board for 3 years following the end of his/her term of office.

**Section 5.0.** All officers shall continue to serve until their successors take office.

**Section 6.0.** In the event of permanent absence or resignation of the President, the Executive Vice President shall succeed to that office for the remainder of the President's term. Vacancies in other offices shall be filled for the remainder of the term using the procedures of Section III.5.0.

**Section 7.0.** Officers may be removed for cause for the reasons and following the procedure delineated in Section III.6.0.

## V Nominations and Elections

**Section 1.0.** The Nominations Committee shall be appointed by the Society President on or before February 1 of each year. The Nominations Committee shall consist of a chairman and 2 or more members of the Society, and more than half of whom may be voting members of the Board of Governors.

**Section 1.1.** The Chair of the Nominations Committee shall be the Past President of the Board of Governors. In the event of the incapacity or conflict of interest of the Chair, the most recent Past President of the Nominations Committee available shall be the Chair of the Nominations Committee. With extenuating circumstances, a different individual may be appointed to this position.)

**Section 1.2.** Nominations Chair shall not be eligible to be elected to the Board of Governors during their term of service.

**Section 1.3.** At least two-thirds of the voting members of the Nominations Committee shall be elected or appointed by the Board of Governors.

**Section 1.4.** A member of an Nominations Committee may be nominated and run for a position for which such member's respective Nominations Committee is responsible for making nominations only 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 Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

**Section 2.0.** A slate of nominees for elected member vacancies on the Board of Governors shall be prepared by the Nominating Committee. The slate shall exceed the number of vacancies by at least 2. Recommendations for nominations shall be solicited by a letter to the chairmen of all the Chapters and Committees. In addition, the chairman of the Nominating Committee shall cause to be published and distributed a call for nominations to the entire Society membership

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the Society, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be in accordance with IEEE Bylaws.

**Section 2.1** 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.

**Section 2.2** 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.

**Section 2.3** 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.

**Section 2.4.** Any nominee, who satisfies the requirements of a Petition Candidate in accordance with IEEE Bylaws, shall be automatically placed on the final slate. The Nominating Committee shall consider both geographical representation and Society technical interests in preparing the list of nominees. Nominees must have agreed to serve. All nominees must be members of both the IEEE and the VTS.

**Section 3.0.** The Nominating Committee shall submit its slate of nominees to the Board of Governors in time to complete the election prior to the final Board meeting for the year. Upon acceptance by the Board of Governors, the Secretary shall forward the approved slate of nominees to IEEE Headquarters for submission to the membership in accordance with IEEE balloting procedures.

**Section 4.0.** The newly elected Governors shall be invited to attend the final meeting of the year of the Board but will not have the power to vote until their terms commence.

**Section 5.0.** The Nominating Committee shall prepare a slate of officers for presentation to the Board of Governors at their final meeting of the year. The slate shall have at least 1 candidate each for the office of President, Executive Vice President, Vice President Mobile Radio, Vice President Motor Vehicles, Vice President Land Transportation, and Treasurer. Additional nominations may be made from the floor. Each Vice President shall have technical expertise in the field for which he is nominated. All candidates must be a member of the VTS, and must have agreed to serve. The candidate(s) for President and Executive Vice President must have attained Senior Member or higher grade in the IEEE. The other officers must be a Member or higher grade in the IEEE.

**Section 6.0.** The election of the officers of the Board of Governors for the following calendar year shall take place at the final meeting of the year of the Board of Governors. The election shall be the last order of business prior to adjournment. The Board of Governors shall elect a President, an Executive Vice President, a Vice President Mobile Radio, a Vice President Motor Vehicles, a Vice President Land Transportation, and a Treasurer. If there are more than 2 candidates for an office and no one receives a majority of the votes cast, a runoff shall be held between the 2 receiving the greatest number of votes. The Secretary shall be appointed by and serves at the pleasure of the incoming President. The Secretary need not be an elected member of the Board, but must be a member of the Society. The first duty of the Secretary shall be to notify the IEEE Technical Activities Secretariat of the names of the elected officers.

## VI Society Chapters

**Section 1.0.** Society chapters shall be established and operated in accordance with IEEE Rules and Regulations . The Chapter Chairman shall have attained at least member grade in the IEEE.

## VII Committees and Liaison Representatives

**Section 1.0.** Committees are established to facilitate the carrying out of the responsibilities of the Society in a particular area of endeavor. In some cases the responsibility is effected by a Liaison Representative(s) to an other entity. Committees are of two types: Standing and Ad Hoc. Standing Committees cover areas that are permanent and continuous in nature. Ad Hoc Committees are set up for a specific purpose that is temporary or non-continuous nature. Committees may, at the discretion of their Chairman or the Board of Governors, establish subcommittees. The committee chairman or liaison representative, unless otherwise specified by the Bylaws, shall be appointed by the Society President with approval by the Board of Governors. These individuals shall report on their activities to the Board on a regular basis.

## VIII Standing Committees

**Section 1.0.** Standing Committees are established by the Board of Governors through the Bylaw amendment process. They are of two types: Technical and Administrative. The chairman of any Committee shall be appointed by the President with the approval of the Board of Governors. A committee chairman, if not already a member of the Board of Governors shall be considered an appointed member of the Board.

**Section 2.0. Technical Committees** may be established by the Board of Governors to cover a special portion of the field of interest of the Society. This special Committee shall provide a source of technical and professional advice and assistance on the particular field of interest of the technical committee. In certain cases where a technical committee such as a technical standards committee is providing a service to or on behalf of IEEE as well as the Society, the coordination with the IEEE shall be effected to insure compliance with Institute requirements. If a technical committee covers a complete Field of Interest of the Society, e..g., Land Transportation, it may, at the discretion of the members concerned and approval by the Board of Governors, be designated as a Division of the Society, and function as a subentity of the Society.

### **Section 2.1. Standards Committee**

This Committee shall review the state-of-art and recommend the preparation of standards to the Board of Governors of the Vehicular Technology Society. Advance approval by the Institute Standards Committee shall be obtained prior to preparation. The standards may establish specific performance criteria, measurement techniques, definition of terms and practices and guides for specific applications. The substructure of the committee, shall be the responsibility of the chairman, subject to approval of the Board of Governors. The Institute Standards Committee may also request the Society Standards Committee to prepare standards in the field of vehicular technology.

**Section 2.2. Motor Vehicle Committee.**

This committee shall cover those areas of vehicular electronics and electrical engineering ordinarily identified with the automotive industry.

**Section 2.3. Land Transportation Committee.**

This committee shall cover the technology relating to electrical and/or electronic aspects of ground transportation.

**Section 2.4. Vehicular Power and Propulsion Committee.** This committee shall cover the technology relating to the electrical and/or electronic aspects of electrically propelled road vehicles.

**Section 2.5. Propagation Committee.**

The scope of this committee encompasses radiowave propagation issues. The committee shall provide publications and services to the membership and to the Board as requested by the Board.

**Section 2.6 Private Land Mobile Radio Committee**

The Private Land Mobile Radio (PLMR) Committee deals with technical matters related principally to Private Land Mobile Radio applications including, but not limited to, Public Safety Applications, Critical Infrastructure Applications, and Transportation Radio applications

**Section 3.0 Administrative Committees.** Administrative Committees may be established by the Board of Governors to cover a particular area of Society operations. In certain cases where an Administrative Committee such as the Publications Committee or the Membership Committee is providing a service to or on behalf of IEEE as well as the Society, the coordination with the proper IEEE entity shall be effected to insure compliance with Institute requirements.

**Section 3.1 Publications Committee** The Publications Committee: (a) Recommends publication policy of the Society. (b) Implements the Publications Policy established by the Board of Governors. (c) Publishes a Society Transaction. (d) Publishes a Society Newsletter. (e) Assists in the publication of any special Society publications approved by the Board of Governors. (f) Recommends editors for the Society publication to the Board of Governors, (g) Recommends a Webmaster and maintains the Society's electronic publications including a website.

**Section 3.2. Meetings Committee.** This Committee will insure Society participation in the arrangement for Annual Conferences of the Society and in such other Conferences of other organizations requested by the Board of Governors.

**Section 3.3. Chapters Committee.** The Chapters Committee maintains contact with Chapter officers. The Chapters Committee shares information between the Chapters and between each Chapter and the Board of Governors, and promotes the formation of Chapters in locations where there are sufficient members of the Society. This committee will designate the recipient of the Chapter of the Year Award.

**Section 3.4. Membership Committee.** The Membership Committee provides liaison between the Society, the membership, and prospective members. The Membership Committee insures that the membership of the Society is informed on a continuing basis of its responsibilities, opportunities, and the benefits of membership. The Membership Committee keeps the Board of Governors informed on the status of membership and the interests and the attitudes of the membership about Society activities.

**Section 3.5. Awards Committee.** The Awards Committee recommends candidates to the Board of Governors for all awards, citations, and prizes except as elsewhere provided.

**Section 3.6. Fellows Committee.** The Fellows Committee will solicit qualified candidates and make recommendations to the Board of Governors for nominees for advancement to the grade of Fellow in the IEEE.

**Section 3.7. Constitution and Bylaws Committee.**

It shall be the function of the Constitution and Bylaws Committee to maintain an up-to-date record of this Constitution and Bylaws of this Society, and to ensure on a continuing basis that the Society's Constitution and Bylaws are in accord with IEEE requirements. It shall be the responsibility of this committee to advise the Board of Governors of any need or desire for change in the Society's Constitution and Bylaws and to prepare such changes as are appropriate when directed to do so by the President or the Board of Governors. The chairman of this committee shall also serve as the Parliamentarian for the Board of Governors.

**Section 3.8. Publicity Committee.** This committee is responsible for coordinating the publicity of VTS activities and members both within the Society and externally; as well as publicizing the Society itself externally. Among other activities it shall maintain a list of the media to which news releases should be sent.

### **Section 3.9. Fellowship and Scholarship Committee**

(a) This committee is responsible for coordinating the administration of Fellowships and/or Scholarships established by the Society. This includes recommendations to the Board of Governors on the level of stipends, general criteria for the choice of recipients, and the establishment or disestablishment of awards. A separate fund for each individual or type of award, as required, shall be set up with the IEEE Foundation.

(b) A separate subcommittee shall be established to administer each fund. The subcommittee shall recommend the specific criteria for choosing recipients, the amount of stipend, and the sources for soliciting recipients. The subcommittee shall be responsible for selecting recipients. If the fund has been jointly established with another entity, that entity shall be represented on the subcommittee.

### **Section 3.10. Educational Committee.**

This committee is responsible for developing the policy for education activities in the VTS within IEEE guidelines, and implementing the educational activities within the Society. This includes such activities as continuing education for the members and participation in curriculum accreditation activities.

**Section 3.11. Long Range Planning Committee.** This committee shall be concerned with advances and changes in the state-of-the-art in vehicular electronic technology, particularly in the areas in the Field of Interest of the VTS, and how they will affect the interests and operations of the Society. It will plan for changes in the operation of the Society to meet the changing situation both in the near and long term. The committee shall be chaired by the Executive Vice President.

**Section 3.12. Executive Committee.** This Committee advises the Society president in the performance of his/her duties. It cannot take any action that will restrict the Board of Governors. The membership of this Committee shall consist of all the officers, the two most recent Past Presidents, and any other person the President may require. The President shall chair the committee.

## **IX Ad Hoc Committees**

**Section 1.0.** Ad Hoc committees may be established by the President or the Board of Governors. If empowered by the President, the committee cannot continue beyond the term of office of the appointing President. If established by the Board of Governors, the life of the committee will be 1 year, unless otherwise declared by the Board of Governors. The life of a committee may be extended by the Board.

## **X Liaison Representatives**

**Section 1.0.** Liaison Representatives on a continuing or ad hoc basis may be appointed by the president with the approval of the Board of Governors to represent VTS on entities of other organizations whose activities fall within the Field of Interest of VTS and with whom it is desired to maintain a continuing relationship. These organizations may be within or outside of the IEEE.

Adopted and Approved March 6, 1953  
Amended and Approved June 13, 1957  
Amended and Approved April 20, 1959  
Amended and Approved March 31, 1961  
Amended and Approved October 15, 1969  
Amended and Approved February 15, 1979  
Amended and Approved January 23, 1993  
Amended and Approved May 8, 2001  
Amended and Approved May 18, 2004  
Amended and Approved September 2, 2006  
Amended and Approved February 10, 2007  
Amended and Approved October 2, 2007  
Amended and Approved August 30, 2008