

## CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

**I. (a) PLAINTIFFS**

(b) County of Residence of First Listed Plaintiff \_\_\_\_\_  
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

**DEFENDANTS**

County of Residence of First Listed Defendant \_\_\_\_\_  
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

**II. BASIS OF JURISDICTION** (Place an "X" in One Box Only)

- ☐ 1 U.S. Government Plaintiff
- ☐ 2 U.S. Government Defendant
- ☐ 3 Federal Question  
(U.S. Government Not a Party)
- ☐ 4 Diversity  
(Indicate Citizenship of Parties in Item III)

**III. CITIZENSHIP OF PRINCIPAL PARTIES** (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- |   | PTF                        | DEF                        |   | PTF                        | DEF                        |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
| Citizen of This State                   | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State     | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State                | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation  | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

**IV. NATURE OF SUIT** (Place an "X" in One Box Only)

Click here for: [Nature of Suit Code Descriptions.](#)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excludes Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	<b>PERSONAL INJURY</b> <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury - Medical Malpractice <b>PERSONAL INJURY</b> <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 367 Health Care/Pharmaceutical Personal Injury Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability <b>PERSONAL PROPERTY</b> <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 690 Other <b>LABOR</b> <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Management Relations <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 751 Family and Medical Leave Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Employee Retirement Income Security Act <b>IMMIGRATION</b> <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 <b>PROPERTY RIGHTS</b> <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 835 Patent - Abbreviated New Drug Application <input type="checkbox"/> 840 Trademark <b>SOCIAL SECURITY</b> <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) <b>FEDERAL TAX SUITS</b> <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 375 False Claims Act <input type="checkbox"/> 376 Qui Tam (31 USC 3729(a)) <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 896 Arbitration <input type="checkbox"/> 899 Administrative Procedure Act/Review or Appeal of Agency Decision <input type="checkbox"/> 950 Constitutional of State Statutes
<b>REAL PROPERTY</b> <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<b>CIVIL RIGHTS</b> <input type="checkbox"/> 440 Other Civil Rights <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 448 Education <b>PRISONER PETITIONS</b> <b>Habeas Corpus:</b> <input type="checkbox"/> 463 Alien Detainee <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <b>Other:</b> <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition <input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement			

**V. ORIGIN** (Place an "X" in One Box Only)

- ☐ 1 Original Proceeding    ☐ 2 Removed from State Court    ☐ 3 Remanded from Appellate Court    ☐ 4 Reinstated or Reopened    ☐ 5 Transferred from Another District (specify)    ☐ 6 Multidistrict Litigation - Transfer    ☐ 8 Multidistrict Litigation - Direct File

**VI. CAUSE OF ACTION**

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):

Brief description of cause:

**VII. REQUESTED IN COMPLAINT:**

☐ CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P.

DEMAND \$

CHECK YES only if demanded in complaint:

JURY DEMAND: ☐ Yes ☐ No

**VIII. RELATED CASE(S) IF ANY**

(See instructions):

JUDGE

DOCKET NUMBER

DATE

SIGNATURE OF ATTORNEY OF RECORD

**FOR OFFICE USE ONLY**

RECEIPT #

AMOUNT

APPLYING IFP

JUDGE

MAG. JUDGE

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

NING XI, an individual,

Plaintiff,

VS.

INSTITUTE OF ELECTRICAL AND  
ELECTRONICS ENGINEERS, INC., a  
New York Non-Profit Corporation, and  
KAREN P. BARTLESON, an  
individual,

Defendants.

[illegible]

Civil Action No. \_\_\_\_\_

## JURY TRIAL DEMANDED

## COMPLAINT

Plaintiff Ning Xi (“Dr. Xi”), by and through his attorneys, Buchanan Ingersoll & Rooney PC, and for his Complaint against Defendants the Institute of Electrical and Electronics Engineers, Inc. (the “IEEE”), and Karen P. Bartleson, states as follows:

### **COMPLIANCE WITH LOCAL RULE 10.1**

1. Plaintiff, Dr. Xi, is an adult individual maintaining an address in the United States at 4132 Breakwater Dr., Okemos, Michigan 48864. Defendant IEEE is a New York Non-Profit corporation with its principal place of business and operations center located at 445 Hoes Lane, Piscataway, New Jersey 08854-4141. Defendant Karen Bartleson is an adult individual maintaining her office at

445 Hoes Lane in Piscataway, New Jersey, and residing at 1125 Point of the Pines Dr., Colorado Springs, Colorado 80919.

## **OVERVIEW**

2. This is an action to prevent the IEEE from expelling Dr. Xi from its membership ranks after 28 years of service, and stripping him of both the distinguished Fellow status he earned, and his elected position of President-Elect of the IEEE's Robotics and Automation Society, in blatant violation of the due process and contractual protections of its Constitution, Bylaws, and Policies. The IEEE has announced that it intends to disregard and disobey the mandatory disciplinary procedures set forth in its governing documents in favor of an *ad hoc* and *ultra vires* procedure that disregards Dr. Xi's unambiguous rights. Having agreed to comprehensive procedural protections for its members, the IEEE cannot circumvent these vested rights on a speculative whim, especially given its concerning lack of transparency to date.

3. On August 2, 2017, IEEE President and CEO Karen Bartleson sent a letter to Dr. Xi in which she proclaimed that IEEE was prepared to take disciplinary action against Dr. Xi "relating to [his] conduct in connection with conferences he [had] chaired." A true and accurate copy of Ms. Bartleson's letter

is attached as Exhibit A.<sup>1</sup> Ms. Bartleson did not describe the conduct to which she referred, but explained that the IEEE was prepared to strip Dr. Xi of his membership, leadership roles, and distinguished Fellow status.

4. Ms. Bartleson also explained that the IEEE intended to eschew the rigorous Bylaws and Policies it has in place to protect the due process rights of its members in disciplinary proceedings, and that the IEEE Board of Directors had instead appointed an *ad hoc* “Presidential” committee to decide Dr. Xi’s fate. Ms. Bartleson threatened that participation in the ad hoc process was Dr. Xi’s “one and only chance to be heard,” that there would “be no further review of the Presidential Committee’s determination,” and that it’s “decision will not be appealable.” This committee plans to convene at the offices of the Dorsey & Whitney law firm on September 28, 2017, and Ms. Bartleson invited Dr. Xi to submit a “response” by September 14, 2017. *See Ex. A.*

5. Of course, Ms. Bartleson provided no information to which Dr. Xi could respond. Rather, her letter and the attached exhibits—which consisted of 9 Powerpoint slides and a chart comparing total expense submissions—merely alleged that there were “anomalies” with some of the reimbursement requests Dr.

---

<sup>1</sup> Plaintiff has attached hereto as Exhibit A Ms. Bartleson’s letter to Dr. Xi. IEEE’s counsel has suggested that aspects of the exhibits to the letter may be confidential. It is unclear—given the lack of information in the exhibits—if this position has merit. Out of an abundance of caution, Plaintiff has excluded the exhibits from this filing and plans to submit them under seal in a future filing. Of course, the IEEE and Ms. Bartleson are fully aware of the entirety of their letter to Dr. Xi.

Xi submitted in 2014, without identifying the specific reimbursement requests or producing the receipts or information Dr. Xi submitted along with them. Ms. Bartleson claimed that the letter and exhibits comprised all of the information that the Board had been provided and that the *ad hoc* committee would consider in its determination on September 28. *Id.*

6. Dr. Xi soon learned that Ms. Bartleson's statements were not true. In fact, during two separate Board Meetings, IEEE Chief Compliance Officer and General Counsel Eileen Lach told all of the IEEE Board Members—including the members of the *ad hoc* committee—that Dr. Xi had stolen money from IEEE, which she believed was partially evidenced by the fact that he allegedly owned four homes. Ms. Lach made these statements as an accompaniment to two Powerpoint presentations that were not disclosed in Ms. Bartleson's letter.

7. These statements were preposterous, and Dr. Xi objected to their defamatory nature in his response to Ms. Bartleson's letter dated August 29, 2017. He also objected to the fact that (i) Ms. Lach failed to disclose to the Board that his reimbursement requests were submitted to the IEEE with explanations of the nature of the expense; (ii) the IEEE approved the expenses; (iii) Dr. Xi offered to provide any additional explanations on request; and (iv) IEEE members confirmed that his practice of submitting expenses was wholly consistent with common practice. A true and accurate copy of Dr. Xi's response is attached as Exhibit B.

8. Dr. Xi further requested basic details regarding the IEEE's allegations against him, including an identification of *which* policies and bylaws Dr. Xi is alleged to have violated, along with reasonable specificity about *what* it is exactly that the IEEE believes Dr. Xi has done incorrectly. Dr. Xi also asked to see the evidence against him, so he could meaningfully prepare to confront his accusers and cross-examine them. *Id.*

9. IEEE submitted a bizarre reply, which was written by the same law firm, Dorsey & Whitney, hosting the scheduled *ad hoc* committee meeting. A true and accurate copy of the IEEE's Reply is attached as Exhibit C.

10. The IEEE first threatened Dr. Xi and accused him of inducing a breach of fiduciary duty because he was told about the false and misleading statements made at the Board Meetings. It then claimed that the purpose of the proceedings it had undertaken with regard to Dr. Xi thus far was accomplished with the "precise purpose" of keeping the proceedings a secret from Dr. Xi. *Id.*

11. The IEEE further contended that it was permitted to disregard the member discipline provisions of its Bylaws at will, and that it had indeed done so in the recent past. *Id.*

12. Lastly, the IEEE stated rather confusingly that the *ad hoc* committee had not yet made any assumptions, drawn any conclusions, or made any

determinations regarding the allegations against Dr. Xi, but if Dr. Xi did not attend this *ad hoc* committee meeting—and agree to forgo his rights under the IEEE Bylaws and Policies—he should “expect that he will be expelled from IEEE and lose his status as an IEEE Fellow and President-Elect of the Robotics and Automation Society.” *Id.*

13. This action is therefore necessary because the IEEE has confirmed that it intends to ignore its own governing documents and immediately expel Dr. Xi from his membership, in complete violation of its own Constitution, Bylaws and Policies, and of Dr. Xi’s rights. If Dr. Xi does not agree to participate in the IEEE’s *ultra vires* and *ad hoc* procedure, the IEEE has threatened to expel him immediately from an organization vital to his professional career. Dr. Xi seeks to preserve the *status quo* and compel the IEEE to abide by its own Bylaws and Policies, which will allow Dr. Xi time to find out not only *what* he has been accused of, but also to confront the evidence against him and defend himself in any disciplinary proceeding.

### **PARTIES, JURISDICTION, AND VENUE**

14. Plaintiff Dr. Xi is a Chinese citizen lawfully admitted for permanent residence in the United States, and domiciled in Michigan.

15. Defendant the IEEE is a New York Non-Profit corporation with its principal place of business and operations center located at 445 Hoes Lane, Piscataway, New Jersey 08854-4141. On information and belief, the majority of the IEEE's staff and full-time employees work at this office in New Jersey, which the IEEE calls its "Operations Center." Defendant Karen Bartleson and IEEE Chief Compliance Officer and General Counsel Eileen Lach—individuals central to this proceeding—maintain their offices at this Operations Center. Defendant Bartleson sent the letter that necessitated these proceedings from the Operations Center. *See Ex. A.*

16. Defendant Bartleson maintains her IEEE office in Piscataway, New Jersey, and resides in Colorado Springs, Colorado.

17. This Court therefore has jurisdiction over this action pursuant to 28 U.S.C. § 1332 because the matter in controversy exceeds the sum or value of \$75,000, exclusive of interest and costs, and it involves citizens of different states, pursuant to 28 U.S.C. § 2201 because Dr. Xi is seeking a declaration of his rights, and pursuant to 28 U.S.C. § 1331 because some of the causes of action arise under 9 U.S.C. § 2.

18. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391 because the IEEE resides in this jurisdiction, and because a substantial part of the events giving rise to the claim occurred in this judicial district.



## **COMMON ALLEGATIONS**

### **The IEEE**

19. The IEEE is the world's largest technical professional organization. It is the pre-eminent professional organization for electrical and electronics engineers. The organization boasts 423,000 members from over 160 countries, and its offerings include highly cited publications, conferences, technology standards, and professional and educational activities.

20. Membership in the IEEE is thus critical for engineers and researchers who are, or seek to become, leaders in their field. It is indeed a professional requirement for many employers.

21. The IEEE is governed by its Constitution, Bylaws, and Official Policies. All members are required to abide by these governing documents, support the IEEE's objectives, principles, and activities, and pay dues. A true and accurate copy of the IEEE's Bylaws is attached as Exhibit D. *See e.g. Ex. D* at, I-104.13.1. In return, members are entitled to a host of benefits and privileges.

22. The IEEE's Constitution and Bylaws also provide for numerous classes of membership, with more advanced member grades offering heightened peer recognition.

23. The premier membership grade of “Fellow” recognizes “unusual distinction in the profession” and is only conferred by the Board of Directors upon members who demonstrate “an outstanding record of accomplishments” in an IEEE field of interest. Ex. D, at I-104(2). Candidates must contribute “importantly to the advancement or application of engineering, science, and technology” and bring about “the realization of significant value to the society.” *Id.*

24. To be a candidate for the Fellow grade, a member must first achieve Senior Member status, and then pass through a rigorous nomination and evaluation process—which requires the approval of an IEEE Technical Society or Council and the IEEE Fellows Committee. The candidate must then be recommended by both to the Board of Directors, which then ultimately approves the candidate.

25. The distinction of Fellow is available to less than the top 1% of members, and Fellows are permitted to advertise their status on signature blocks, letterheads, business cards, and other promotional materials.

26. Fellows also have access to “all rights and privileges of IEEE,” including those rights and privileges specified in the IEEE Bylaws and Official Policies. Ex. D, at I-105(2).

27. The designation of IEEE Fellow is a significant designation that carries with it the highest prestige and the most sought after employment and research opportunities.

**Dr. Xi's Membership in the IEEE**

28. Dr. Xi is one of the world's most recognized authorities in the fields of robotics and automation. He is the Director of the Emerging Technologies Institute and the Chair Professor of Robotics and Automation at the University of Hong Kong. He served previously as the University Distinguished Professor and John D. Ryder Professor of Electrical and Computer Engineering in the Department of Electrical and Computer Engineering at Michigan State University in East Lansing, Michigan.

29. Dr. Xi has been an active member of the IEEE and its Robotics and Automation Society since 1989. He has served as a member of the editorial board of several of its publications, on numerous administrative committees, and as the President of the IEEE's Nanotechnology Council. He has also been tasked with the planning and coordination of the Robotics and Automation Society's annual conferences.

30. These typically week-long conferences welcome upwards of 3,000 attendees and are held across the globe in locations that reflect the tremendous reach of the IEEE's membership ranks.

31. Due to the sheer scope of the conferences, the preparation begins years in advance and requires planners to travel extensively, to enlist speakers, obtain industrial sponsorships, explore topics, secure local governmental assistance, inspect venues, and address the many logistical details that go into planning a conference of such magnitude.

32. While Dr. Xi has contributed significantly to the IEEE over the years, he has also enhanced his reputation in the fields of robotics and automation. He has authored or co-authored 4 books and over 600 technical articles, been awarded 15 patents, and received countless awards in the field, including many IEEE awards. 40 students have obtained their doctorates under his tutelage.

33. In 2007, as a result of his substantial achievements in the field of nano-robotic manipulation and assembly, Dr. Xi was awarded the distinguished status of IEEE Fellow, a designation that he displays prominently on his professional profiles and business cards, and which has opened up invaluable opportunities for professional development and advancement.

34. Dr. Xi's status as an IEEE Fellow also provides him access to the professional publications necessary for conducting his industry-leading research, provides an enhanced platform to publish his work, and helps attract top graduate students to assist with his research.

35. Dr. Xi was also recently elected President of the Robotics and Automation Society, an honor that reflects his leadership capabilities and influence in the professional community. He is set to begin his term in January of 2018.

**The IEEE Threatens to Strip Dr. Xi of His Membership and Fellowship Status, But Fails to Explain Why**

36. On August 2, 2017, IEEE President and CEO Karen Bartleson sent a letter to Dr. Xi proclaiming the formation of an *ad hoc* Presidential Committee, which was prepared to take disciplinary action against Dr. Xi "relating to [his] conduct in connection with conferences he [had] chaired." See Ex. A.

37. Ms. Bartleson did not specify the conduct to which she was referring, but she explained that the IEEE was prepared to strip Dr. Xi of his membership, leadership roles, and distinguished Fellow status. *Id.*

38. Even though the IEEE has specific Bylaws relating to the process by which members can be disciplined or expelled, Ms. Bartleson proclaimed that the IEEE intended to eschew those provisions, and that it was instead authorizing the *ad hoc* Presidential Committee to make a final decision on Dr. Xi's status. *Id.*

(emphasis in original). She explained that this process was Dr. Xi's "one and only chance to be heard," that there would be "no further review" of the committee's determination, and that the decision would "not be appealable." *Id.*

39. This *ad hoc* committee plans to meet at the offices of the Dorsey & Whitney law firm on September 28, 2017, and Ms. Bartleson invited Dr. Xi to submit a "response" by September 14, 2017. *Id.*

40. But Ms. Bartleson provided no information to which Dr. Xi could prepare a response. The letter simply attached two short excerpts from a Powerpoint presentation that appeared to take general issue with alleged "anomalies" in the reimbursements that Dr. Xi submitted to IEEE for a 2014 conference. The third attachment appeared to consist of selected excerpts of an external auditing report, which merely compared Dr. Xi's expense reimbursements for the 2014 conference with those of other individuals. *Id.*

41. Put simply, the letter and its attachments were facially insufficient to provide any notice of what Dr. Xi was being accused of, and they similarly did not provide any notice of what provisions of the Constitution, Bylaws, or Policies he stood accused of violating.

**The IEEE's Mandatory Member Discipline Procedure**

42. The IEEE Bylaws set forth the detailed and exclusive procedure for removing or disciplining a member in Section I-110 titled “Member Discipline and Support.” Ex. D.

43. They provide that a Member may only be expelled, suspended or censured “for cause.” *Id.* at I-110(1). “Cause” is defined as “conduct that is determined to be: “a material violation of the IEEE Code of Ethics,” or “a material violation of the Constitution, Bylaws, Policies, and Operations Manuals of IEEE that is seriously prejudicial to IEEE,” or “other conduct that is seriously prejudicial to IEEE.” *Id.*

44. All complaints alleging cause must be forwarded to the IEEE Ethics and Member Conduct Committee. *Id.* at I-110.3. This Committee must then determine whether there is a reasonable basis for believing the facts in the complaint, and whether those facts constitute cause. If the Committee determines that the answer to both questions is “yes,” it will then institute formal proceedings. *Id.*

45. The Bylaws provide that “the detailed procedures and requirements related to the filing of complaints, investigations, timelines, hearing board

procedures, and required reports shall be specified in the IEEE Policies.” *Id.* at I-110(3).

46. The IEEE Policies, in turn, provide mandatory procedures for the form of the complaint (it must be in the form of an affidavit executed by an individual willing to attend a hearing), the information contained in the complaint, the procedure for investigating the complaint, and the report the Ethics and Member Conduct Committee must create at the conclusion of its Preliminary Investigation. A true and accurate copy of the IEEE’s Policies is attached as Exhibit E. *See Ex. E*, at 7.10(A), (B).

47. If the Ethics and Hearing Board determines that there is sufficient cause to institute formal proceedings, the IEEE President and Board of Directors must agree by a simple majority to appoint a specially constituted Hearing Board of between five and nine current IEEE voting members, none of whom can be current members of the Board of Directors. Ex. D, at I-110(4).

48. Again, there are separate requirements for how the Hearing Board must conduct this Hearing. *See Ex. E*, at 7.10(D). Amongst other procedures, the accused member must be given an opportunity to object to the Hearing Board’s composition, the proceedings must be in confidence, and the accused Member must be able to present evidence, challenge witnesses, and cross-examine his accusers. *Id.*



49. Following the hearing, the Hearing Board must deliberate and may only find “cause” to be present to discipline the accused member upon an affirmative 2/3 majority vote. Ex. D, at I-110(4).

50. If cause is found to be present, the Hearing Board must prepare a written report of its findings, recommendations as to sanction (if any), and any individual Hearing Board Member statements for transmittal to the Board of Directors. *Id.* at I-110(4); Ex. E, at 7.10(E)(3).

51. The Board of Directors must then convene to decide whether a sanction is appropriate. A final action to sanction may only be made by a 2/3 majority of the Board of Directors, and the Board of Directors may only reduce, not increase, the recommendation of the Hearing Board. Ex. D, at I-110(5).

**Dr. Xi Responds to Ms. Bartleson’s Letter**

52. Ms. Bartleson’s letter made clear that IEEE intended to disregard its own mandatory disciplinary procedure. That was the only thing clear about the letter. There was simply not enough information—and no specific details—about the supposed “anomaly” expenses for which Dr. Xi was reimbursed. Similarly, there was not enough information to enable any truly neutral arbiter to conclude that there was cause to strip Dr. Xi of his membership, leadership positions, and Fellow status, which was strange since Ms. Bartleson claimed that the letter and

attachments were the only documents shared with the Board of Directors, and the only documents that were being presented to the *ad hoc* Committee for its determination. *See* Ex. A.

53. Dr. Xi learned, however, that Ms. Bartleson's claims in this regard were false. In fact, on January 16, 2017 and June 26, 2017, IEEE Chief Compliance Officer Eileen Lach made two different Powerpoint presentations to the IEEE Board of Directors—including the members of the *ad hoc* committee—that Ms. Bartleson's letter failed to disclose.

54. During these presentations, Ms. Lach accused Dr. Xi of stealing money from the 2014 IEEE Robotics Conference and claimed that he owned multiple homes—which she suggested was evidence of these “stolen” funds.

55. The statements were preposterous. Dr. Xi submitted his reimbursement requests for this conference to its Finance Chair, Professor Weihua Sheng, with explanatory notes for any receipts for which the purpose may have been unclear, including flight and hotel related expenses, and provided follow-up information in response to any questions IEEE had about the 2014 conference.

56. During these Board meetings, Ms. Lach failed to disclose any of these facts, all of which contradicted her allegations. She failed to disclose that Dr. Xi had cooperated extensively with an IEEE internal audit of the 2014 conference.

She failed to disclose the results of an external audit that was favorable to Dr. Xi. She failed to disclose that the current President of the IEEE Robotics and Automation Society—Dr. Satoshi Takodoro—confirmed that Dr. Xi’s pre- and post-conference travel practices were consistent with the Society’s common practice. It is unclear whether she ever disclosed that all of Dr. Xi’s expense requests were approved by the IEEE, or that a January 18, 2016 Independent Auditors’ Report appeared to conclude that the expenses were “adequately controlled.”

57. Put simply, the information that Ms. Lach presented to the Board—and the members of the *ad hoc* committee—was one-sided and inaccurate at best, and intentionally misleading at worst. Despite being presented with this inaccurate picture, Ms. Lach presented—and the Board rejected—an improper motion to remove Dr. Xi immediately from the IEEE’s membership ranks.

58. Instead, the Board decided to appoint the *ad hoc* committee—the members of which had just been presented this false and misleading information—notwithstanding the IEEE’s own Bylaws and Policies which mandate a much different procedure for imposing Member Discipline.

59. After receiving the IEEE’s letter announcing its intention to violate its Bylaws, Dr. Xi (through counsel) sent a letter to President Bartleson on August 29,

2017, urging her to conform her actions to the IEEE's Bylaws. *See generally* Ex. B.

60. Dr. Xi's letter pointed out that the procedure used thus far before the Board of Directors was one-sided and did not adequately present his view of the matter. *Id.*

61. Dr. Xi further requested the immediate disclosure of the information used against him, including detail regarding **which** provisions of the Bylaws and Policies he is alleged to have violated, and detail regarding **how** he is alleged to have violated these provisions. *Id.*

62. Dr. Xi identified numerous provisions of the Bylaws which the IEEE's *ad hoc* process violated, including Dr. Xi's right to have a formal complaint filed against him, a preliminary investigation and review by the Ethics and Member Conduct Committee, and the appointment of a disinterested Hearing Board to initiate formal proceedings. *Id.*

63. Dr. Xi further noted that the Bylaws and Policies make clear that the IEEE Board of Directors is supposed to remain neutral unless the Hearing Board determines that discipline is necessary, at which point the Directors may only impose discipline upon a 2/3 majority vote. *Id.*

64. Dr. Xi concluded his letter by requesting an immediate return to conformance with the IEEE's governing documents, which is his right under the Bylaws and Policies. *Id.*

**The IEEE Issues a Bizarre Reply in Which it Confirms Its Intention to Proceed with a Biased and Unfair Procedure**

65. On September 12, 2017, counsel for the IEEE responded to Dr. Xi's letter. *See generally* Ex. C.

66. In its response, the IEEE refused to provide any specifics about the allegations against Dr. Xi, or any evidence in support of the allegations, instead going so far as to suggest that Dr. Xi's mere request for such information exposed him to liability for "wrongful inducement for breach of fiduciary duty." *Id.*

67. The IEEE further informed Dr. Xi that the "precise purpose" of the proceedings so far used against him was to insulate the deliberation and evidence from Dr. Xi. *Id.*

68. After asserting that a general provision in the IEEE's Bylaws allowed the Board of Directors to circumvent detailed and specific rights and procedures granted to IEEE Members, the letter further informed Dr. Xi that the IEEE had violated its own Bylaws in the past by removing Members outside the bounds of the Bylaws and Policies, and thus felt comfortable doing so again here. *Id.*

69. The IEEE then stated that the *ad hoc* Presidential Committee “genuinely want[s] to hear and understand Dr. Xi’s position” and that “the three Presidents have not made any decision at this point[.]” *Id.* (emphasis in original).

70. Yet, in the next breath, and despite its professed neutrality, the IEEE then stated that if Dr. Xi did not participate in the *ad hoc* committee’s process, “he ***should expect that he will be expelled from IEEE*** and will lose his status as an IEEE Fellow and as President-Elect of the Robotics & Automation Society.” *Id.* (emphasis added).

71. Apparently, despite being avowedly neutral and “genuinely want[ing] to hear and understand Dr. Xi’s position” the IEEE’s *ad hoc* committee has already determined that Dr. Xi will be expelled and lose all of his accrued status with the IEEE if he does not attend the *ad hoc* committee meeting and surrender to a violation of his rights under the Bylaws and Policies.

72. To this day, Dr. Xi still lacks any meaningful or detailed explanation of what he is accused of doing, let alone any opportunity to examine evidence against him.

73. His career and livelihood are threatened by the IEEE’s *ultra vires* and *ad hoc* action, and he is faced with imminent expulsion from the IEEE unless he agrees to waive all of his rights under the Bylaws.

74. Dr. Xi is therefore faced with an impossible choice: succumb to the opaque and apparently biased *ad hoc* committee in violation of his rights under the Bylaws and Policies, or file an action to enforce his rights.

## **COUNT I**

### **DECLARATORY JUDGMENT - BREACH OF CONTRACT**

75. Plaintiff re-alleges and reincorporates all other paragraphs of this Complaint as if fully set forth herein.

76. Pursuant to section I-104(13) of the IEEE's Bylaws, Membership in the IEEE in any grade carries the obligation to abide by the IEEE's Constitution, Code of Ethics, Bylaws, and Policies.

77. So long as a Member of the IEEE remains in good standing, he is entitled to all rights and privileges of the IEEE, including adherence by the IEEE to its own Bylaws and Policies.

78. At all relevant times, including the filing date of this Complaint, Dr. Xi has been a member in good standing of the IEEE.

79. Ms. Bartleson's August 2, 2017, letter to Dr. Xi announces the IEEE's intention to disregard numerous provisions of the IEEE's Bylaws and Policies for imposing Member Discipline.

80. Specifically, the August 2 letter reveals that the IEEE plans to violate its Bylaws and Policies by (*inter alia*):

- a. Proceeding with imposing discipline upon Dr. Xi in the absence of a Complaint filed with the Ethics and Member Conduct Committee, in violation of Bylaw I-110(3) and Policy 7.10;
- b. Failing to provide Dr. Xi with specific notice of which IEEE Bylaws or Policies he allegedly violated, in violation of Bylaw I-110(4) and Policies 7.10(A)-(C);
- c. Failing to permit the Ethics and Member Conduct Committee to conduct an investigation and determine whether there is a reasonable basis for initiating formal proceedings, in violation of Bylaw I-110(3) and Policies 7.10(B)-(C);
- d. Failing to allow the Board of Directors to consider the Ethics and Member Conduct Committee's Report on Preliminary Investigation before casting an affirmative vote to constitute a Hearing Board, in violation of Bylaw I-110(4) and Policy 7.10(C)(4);
- e. Appointing an *ad hoc* three-director "Presidential Committee" to hear evidence regarding Dr. Xi's alleged violations, rather



than the required five to nine person, non-director Hearing Board, in violation of Bylaw I-110(4) and Policy 7.10(D)(1);

f. Announcing the IEEE's intent to circumvent the requirement that a 2/3 majority of the Hearing Board vote to impose discipline before further action is considered, in violation of Bylaw I-110(4) and Policy 7.10(E); and

g. Announcing the IEEE's intent to circumvent the requirement that the Board of Directors cast a vote by a 2/3 majority to impose final discipline on a Member, in violation of Bylaw I-110(6) and Policy 7.10.

81. The IEEE's apparent intent to ignore its own procedures, bylaws, and policies is a material violation of Dr. Xi's rights and privileges under the Bylaws and Policies of the IEEE, rights and privileges which Dr. Xi obtained through continued membership in the IEEE and the payment of annual dues to the IEEE.

82. If the IEEE proceeds with its *ad hoc* procedure, Dr. Xi will lose the substantive due process rights and procedural protections he agreed to in exchange for his membership in the IEEE.

83. If the IEEE proceeds with its *ad hoc* procedure, Dr. Xi will suffer damage, including potential loss of his IEEE membership and status as a Fellow

due to the IEEE's failure to follow its established procedure, and ongoing and severe reputational harm, including the loss of both his employment and potential future professional opportunities.

84. Dr. Xi has spent over 28 years building his reputation in the IEEE and supporting his objectives—loss of his membership through an *ad hoc* and unjustified procedure will irreparably damage a lifetime of work and smear Dr. Xi's reputation and status in the engineering and scientific communities.

85. Dr. Xi therefore seeks a judgment pursuant to 28 U.S.C. § 2201 *et seq.* declaring his rights to enforcement of the Bylaws and IEEE Policies and enjoining the IEEE from taking action in derogation of those rights.

WHEREFORE, Plaintiff requests judgment in his favor, for the damages he has and will continue to incur, a declaration that the steps taken by IEEE to date, and its planned course of action in the future, constitute a violation of its Constitution, Bylaws, and Policies, an order compelling the IEEE to comply with its Constitution, Bylaws, and Policies, and enjoining IEEE from further proceeding with its planned course of action, plaintiff's costs incurred in filing this action, any other and further relief that this Court deems just and appropriate.

**COUNT II**  
**VIOLATION OF THE IMPLIED COVENANT OF GOOD FAITH AND  
FAIR DEALING**

86. Plaintiff re-alleges and reincorporates all other paragraphs of this Complaint as if fully restated herein.

87. As part of his Membership in the IEEE, Dr. Xi consented to be bound by the IEEE's Constitution, Bylaws, Policies, and Code of Ethics.

88. As part of his Membership in the IEEE, Dr. Xi is entitled to all rights and privileges specified in the IEEE's governing documents, including the Bylaws.

89. As with all contracts, both the IEEE and Dr. Xi agreed to comply with the implied covenant of good faith and fair dealing as part of their contractual commitment to one another.

90. By announcing its intent to ignore its Bylaws and Policies in favor of an *ad hoc* disciplinary process, the IEEE has acted in bad faith to undermine Dr. Xi's rights to due process and procedural protections specified in the IEEE's Bylaws and Policies.

91. The IEEE's intended action is a violation of the implied covenant of good faith and fair dealing, and seeks to deny Dr. Xi the fruits of his bargain with the IEEE.

92. As a direct and proximate result of the wrongful denial of Dr. Xi's benefits rights under the IEEE's governing documents, Dr. Xi has suffered

damages, including continued reputational harm, the potential of adverse employment action, diminished expectation of future employment, and deprivation of the rights and benefits for which he contracted with the IEEE through is payment of dues and fulfillment of other membership obligations.

WHEREFORE, Dr. Xi requests judgment in his favor, for the damages he has and will continue to incur as a result of the IEEE's violation of the implied covenant of good faith and fair dealing, an order compelling the IEEE to comply with its Constitution, Bylaws, and Policies, and enjoining IEEE from further proceeding with its planned course of action, plaintiff's costs incurred in filing this action, and any other and further relief that this Court deems just and appropriate .

**COUNT III**  
**FEDERAL ARBITRATION ACT – BREACH OF CONTRACT**

93. Plaintiff re-alleges and re-incorporates all other paragraphs of this Complaint as if fully set forth herein.

94. Although not explicitly labeled as such, the mandatory and exclusive provisions for imposing Member Discipline found in IEEE Bylaw I-110 and IEEE Policy 7.10 act as a binding and conclusive dispute-resolution procedure for resolving Member Discipline disputes.

95. As a Fellow and Member in good standing with the IEEE, Dr. Xi is entitled to all rights and privileges granted by the IEEE's Bylaws and Policies,

including adherence to the due process and procedural protections provided by the Member Discipline provisions of the Bylaws and Policies of the IEEE.

96. The arbitration provisions provided for in I-110 of the Bylaws and 7.10 of the Policies are valid, irrevocable, and enforceable, pursuant to the Federal Arbitration Act, 9 U.S.C. § 2.

97. These sections of the IEEE's governing documents provide the exclusive forum and procedure for determining "cause," which is a necessary prerequisite to imposing discipline under the IEEE's Bylaws and Policies.

98. As described above, the IEEE has announced its intention to ignore the arbitration provisions mandated by its Bylaws and Policies, and has threatened to proceed with an unjustified and illegal *ad hoc* hearing in their place.

99. Dr. Xi has demanded that the IEEE fully comply with the member discipline provisions of the Bylaws and IEEE policies, but the IEEE has refused to do so.

100. The IEEE's refusal to follow a binding contractual arbitration provision is in violation of the Federal Arbitration Act.

101. If the IEEE is allowed to proceed with such an *ad hoc* hearing, Dr. Xi will be materially damaged through the IEEE's failure to follow the mandatory

arbitration provisions for resolving member discipline and determining cause under the IEEE's Bylaws and Policies.

102. Dr. Xi is entitled to an order compelling the IEEE to follow its mandatory member discipline arbitration provisions, pursuant to 9 U.S.C. § 4.

WHEREFORE, Dr. Xi requests judgment in his favor and an order compelling the IEEE to immediately submit to the binding arbitration provisions for resolving member discipline and determining cause under the IEEE's Bylaws and Policies, in addition to costs and attorneys' fees, interest, and any other and further relief that this Court deems just and appropriate.

**COUNT IV**  
**UNJUST ENRICHMENT**

103. Dr. Xi re-alleges and reincorporates all other paragraphs of this Complaint as if fully set forth herein.

104. Dr. Xi has been a member in good standing for all times relevant to this action, including as of the date that he filed this complaint.

105. Pursuant to his membership with the IEEE, Dr. Xi has paid annual dues in the amount specified by the IEEE.

106. In return for these dues, the IEEE has agreed that Dr. Xi is entitled to all rights and privileges available to IEEE members.

107. All IEEE members agree to fully abide by the IEEE's Constitution, Bylaws, Code of Ethics, and Policies.

108. These governing documents grant IEEE Members procedural protections, allowing them to be involuntarily removed from IEEE Membership only upon a determination that "cause" is present.

109. The IEEE has refused to honor these Bylaws and Policies, despite its acceptance of Dr. Xi's continued payment of dues and abidance by other membership obligations.

110. By refusing to honor its own governing documents, the IEEE has accepted Dr. Xi's contributions to the IEEE in the form of dues and professional promotion, but refused to honor its commitment to abide by its Bylaws and Policies with regards to Dr. Xi's continued membership in the IEEE.

111. The IEEE has therefore unjustly benefited from its acceptance of Dr. Xi's money and professional contributions.

WHEREFORE, Dr. Xi requests judgment in his favor, for the damages he has and will continue to incur, an order compelling the IEEE to comply with its Constitution, Bylaws, and Policies, and enjoining IEEE from further proceeding with its planned course of action, plaintiff's costs incurred in filing this action, and any other and further relief that this Court deems just and appropriate.

**COUNT V**  
**BREACH OF FIDUCIARY DUTY – KAREN BARTLESON**

112. Dr. Xi re-alleges and re-incorporates all other paragraphs of this Complaint as if fully set forth herein.

113. Karen Bartleson is the current President of the IEEE.

114. Ms. Bartleson owes a fiduciary duty to the IEEE and to its members (including Dr. Xi) to obey the IEEE Bylaws and Policies at all times.

115. On August 2, 2017, Ms. Bartleson sent Dr. Xi a letter threatening his membership in the IEEE and announcing her intent to violate the IEEE's Bylaws and Policies as detailed extensively above.

116. Through her letter, Ms. Bartleson announced the formation of an *ad hoc* "Presidential Committee" (of which she is a member), with the stated intent of circumventing the IEEE's Policies and Bylaws to expel or otherwise discipline Dr. Xi. *See generally* Ex. A.

117. Dr. Xi responded to Ms. Bartleson's letter, detailing the various ways in which her announced procedure violated the Bylaws and Policies of the IEEE, and requesting that she immediately place her actions in full compliance with the IEEE's Bylaws and Policies. *See generally* Ex. B.



118. Ms. Bartleson, through counsel, has refused to correct her mistake and persists in her course of action which will violate the IEEE's Policies and Bylaws.

119. By refusing to conform with the IEEE's Policies and Bylaws, Ms. Bartleson's actions are grossly negligent and taken in willful and intentional disregard of Dr. Xi's rights.

120. Ms. Bartleson's refusal to obey the IEEE's Policies and Bylaws creates an unreasonable risk that Dr. Xi will be harmed by her actions through his expulsion from the IEEE, the loss of his status as a Fellow, and the loss of all of his accrued benefits and privileges.

121. Ms. Bartleson has failed to exercise even the slightest care or diligence towards Dr. Xi's established rights under the IEEE's Bylaws and Policies, and has willfully and wantonly turned a blind eye to Dr. Xi's entreaties to bring the IEEE back into compliance with its Bylaws and Policies.

WHEREFORE, Dr. Xi requests judgment in his favor, for the damages he has and will continue to incur, an order compelling the Ms. Bartleson to comply with the IEEE's Constitution, Bylaws, and Policies, and enjoining her from further proceeding with her planned course of action, plaintiff's costs incurred in filing this action, and any other and further relief that this Court deems just and appropriate.

**JURY DEMAND**

Dr. Xi hereby demands a trial by jury of all issues so triable.

Date: September 21, 2017

Respectfully submitted,

**BUCHANAN INGERSOLL & ROONEY PC**

By: /s/ David A. Schumacher

David A. Schumacher (NJ I.D. No. 19052009)

50 S. 16th Street, Suite 3200

Philadelphia, PA 19102

(215) 665-8700

[david.schumacher@bipc.com](mailto:david.schumacher@bipc.com)

*Attorneys for Plaintiff*

**Of Counsel:**

Joseph G. Vernon (*pro hac vice to be filed*)

Jeffrey A. Crapko (*pro hac vice to be filed*)

Miller, Canfield, Paddock and Stone, P.L.C.

150 West Jefferson Avenue, Suite 2500

Detroit, MI 48226

(313) 963-6420

[vernon@millercanfield.com](mailto:vernon@millercanfield.com)

[crapko@millercanfield.com](mailto:crapko@millercanfield.com)

# **EXHIBIT A**



**Karen Bartleson**  
IEEE President and CEO  
Phone + 1 732 562 3928  
Fax + 1 732 981 9515  
[k.bartleson@ieee.org](mailto:k.bartleson@ieee.org)

August 2, 2017

Mr. Ning Xi, President-Elect  
Robotics and Automation Society  
[nxi@comcast.net](mailto:nxi@comcast.net)  
[dr.ningxi@gmail.com](mailto:dr.ningxi@gmail.com)  
[prof.xi.ning@ieee.org](mailto:prof.xi.ning@ieee.org)  
[xining@hku.hk](mailto:xining@hku.hk)

Dear Mr. Xi:

As you know, IEEE has been conducting an internal inquiry into its financial management of conferences, including accounting and reimbursement practices and policies. At its January, February, and June 2017 meetings, among other items, the IEEE Board of Directors reviewed information relating to your conduct in connection with conferences you have chaired. Attached hereto as Exhibits A, B, and C are the portions of the documentation relating to your conference activities and expenses which have been presented at and reviewed by the Board of Directors.

At this juncture, the Board has determined to consider whether there is cause for disciplinary action against you.

Under Bylaw Section I-110(1), IEEE may expel, suspend, or censure a member for “cause” as defined in the Bylaws. That power may be exercised through a member complaint to and hearing process of the IEEE Ethics and Member Conduct Committee which would make a recommendation to the Board of Directors, or directly by the Board of Directors. No complaint has been filed in this instance and, therefore, the procedures for a hearing by the IEEE Ethics and Member Conduct Committee do not apply. Nevertheless, the Board has determined to ensure that it provides you with “due process”, that is, an opportunity to be heard, both for your sake and for the integrity of the Board’s decision-making process.

For this reason, as well as your stature in and longtime service to IEEE, the Board has appointed a Presidential Committee consisting of Past President Barry L. Shoop, President-Elect James A. Jefferies, and myself to meet with you regarding this matter. The Presidential Committee will hold an in-person meeting with you in New York City, on Thursday, September 28, 2017 at 2:00 p.m. Eastern Time. That date has been chosen to provide the least amount of inconvenience to you in the event you are planning to attend the IROS Conference in Vancouver during that week. In order to insure privacy, we will hold this meeting at an offsite location. We have made arrangements for a private conference room at the offices of Dorsey & Whitney LLP, 51 West 52nd Street, 9<sup>th</sup> Floor, New York, NY 10019.

As members of the Board of Directors, the Presidential Committee has received and reviewed the information attached to this letter as Exhibits A, B, and C. You are free to submit documents and written materials, prior to the meeting, for consideration by the Presidential Committee, or simply attend the meeting and make an oral statement. If you choose to provide a

Mr. Ning Xi, President-Elect  
Robotics and Automation Society  
August 2, 2017  
Page 2

written statement in advance of the meeting, in keeping with the requirements normally imposed in proceedings of the IEEE Ethics and Member Conduct Committee, please make it no more than 5,000 words (approximately 10 pages single-spaced in Arial 12-point font), plus any exhibits. Please submit any such written materials for receipt not later than 5:00 p.m. Eastern Time on September 14, 2017 to ensure the Presidential Committee has enough time to review them prior to the meeting. You may send the materials to my attention at k.bartleson@ieee.org, and I will ensure that they are distributed to the other members of the Committee.

The Presidential Committee will determine any specific procedures it chooses to follow on the day of the meeting, but if you choose to make an oral statement only, please plan for it to be about 30 minutes in length followed by questions from the Presidential Committee.

This is not a formal legal proceeding, but if you wish to have a lawyer represent you, at your expense, you are free to do so. The hearing will be conducted in the English language. I understand that you are fluent in English. However, if you do need a translator, IEEE will select and provide one at IEEE's expense. Please let me know your decision on a translator by September 1, 2017 at the email address above so that proper arrangements can be made.

You are not required either to make any written submission or to participate in the meeting. If you choose not to participate, however, the Presidential Committee will make its decision without your input.

The Board has also authorized and directed the Presidential Committee to make a final decision on behalf of the Board of Directors which will cover not only your IEEE membership, but also your membership in and leadership roles for all IEEE Societies and other IEEE entities, as well as your designation as an IEEE Fellow. Again, you are not required to participate in this process, but participation in the process is your one and only chance to be heard. There will be no further review of the Presidential Committee's determination, and its decision will not be appealable.

If you have any questions about this notice or about the process, please let me know.

Very truly yours,

A handwritten signature in black ink that reads "Karen Bartleson". The signature is written in a cursive, flowing style.

Karen Bartleson

KB/cbc

Attachments

Exhibit A  
Exhibit B  
Exhibit C

# **EXHIBIT B**

Founded in 1852  
by Sidney Davy Miller



JOSEPH G. VERNON  
TEL (313) 496-7669  
FAX (313) 496-8453  
E-MAIL [vernon@millercanfield.com](mailto:vernon@millercanfield.com)

Miller, Canfield, Paddock and Stone, P.L.C.  
150 West Jefferson, Suite 2500  
Detroit, Michigan 48226  
TEL (313) 963-6420  
FAX (313) 496-7500  
[www.millercanfield.com](http://www.millercanfield.com)

MICHIGAN: Ann Arbor  
Detroit • Grand Rapids  
Kalamazoo • Lansing • Troy

FLORIDA: Tampa

ILLINOIS: Chicago

NEW YORK: New York

CANADA: Windsor

CHINA: Shanghai

MEXICO: Monterrey

POLAND: Gdynia  
Warsaw • Wrocław

August 29, 2017

**VIA EMAIL AND FEDERAL EXPRESS**

IEEE  
c/o Karen Bartleson  
President and CEO  
445 Hoes Lane  
Piscataway, NJ 08854

Re: Your August 2, 2017, Letter to Dr. Ning Xi

Dear Ms. Bartleson:

We represent Dr. Xi and we have reviewed your letter dated August 2, 2017. In your letter you announce your intention to violate the IEEE's governing documents in a misguided and unlawful effort to strip Dr. Xi of his IEEE membership and credentials. This letter serves as Dr. Xi's notice to the IEEE that he intends to assert his rights under the IEEE's Constitution, Bylaws, and Policies, and that he is prepared to seek judicial intervention if you refuse to recognize those rights.

Additionally, we understand that during a January 17, 2017 presentation to the Board of Directors, a number of false and misleading statements were made to the Board, including that Dr. Xi embezzled \$1 million from IEEE, that he stole files from the IEEE, that he acquired multiple homes with the allegedly embezzled funds, and that he is the subject of a pending FBI investigation relating to these allegations. These statements—which were apparently repeated during another meeting on June 27, 2017—were reckless and made with malicious intent, and they have caused and will continue to cause great damage to Dr. Xi. While we continue to investigate these and potentially other defamatory statements, and Dr. Xi reserves all rights relating to the prosecution of them, we hereby demand that the IEEE retract these statements immediately.

The above statements were made as an accompaniment to a Powerpoint presentation that your letter does not disclose. The IEEE's lack of transparency in this and other regards is troubling. We understand that during the same board meetings referenced above, a number of material facts were concealed from the Board, including Dr. Xi's cooperation during the internal



## MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Karen Bartleson

-2-

August 29, 2017

auditing process, the information he provided during that process in response to the IEEE's queries, and the confirmation from Dr. Satoshi Takodoro, the President of the IEEE Robotics and Automation Society, that Dr. Xi's pre and post-conference travel patterns were consistent with the Society's common practice. It is unclear whether the Board was made aware that Dr. Xi's expenses were approved by IEEE, or that a January 18, 2016, Independent Auditors' Report appeared to find that the expenses were "adequately controlled." Put simply, the picture of Dr. Xi presented to the Board was one-sided and inaccurate at best, and intentionally misleading at worst.

It is to prevent such *ex parte* inaccuracies and damaging innuendo that the IEEE instituted rigorous Bylaws and Policies to protect its members with due process rights. Some Board members likely recognized this when they rejected the improper motion to remove Dr. Xi, notwithstanding the biased and inaccurate presentation before them. As you know, the IEEE outlines a comprehensive process for involuntarily removing a member from the IEEE—which must be initiated by the filing of a formal complaint with the Ethics and Member Conduct Committee, followed by an investigatory period, and then a formal hearing before a specially constituted Hearing Board. *See IEEE Bylaws* at 110. Indeed, this is the only section of the Bylaws that addresses "Member Discipline."

The complaint against the member must be in the form of an affidavit, signed by an IEEE member in good standing, and it must contain detailed statements regarding the alleged misconduct and the specific provisions of the Constitution, Bylaws, Code of Ethics, or Policies that were allegedly violated. *IEEE Policies* at 7.10(A); *see IEEE Bylaws* at 110.3. After receiving the complaint, the Ethics Committee is charged with investigating the allegations and ascertaining whether there is a reasonable basis to recommend that the complaint be taken to a Hearing Board. *IEEE Bylaws* at 110.3; *IEEE Policies* at 7.10(B). Only if the Ethics Committee recommends that a Hearing Board be convened may the Board of Directors vote to refer the matter. *IEEE Bylaws* at 110.4; *IEEE Policies* at 7.10(D)(1). If the Board of Directors votes to appoint a Hearing Board, it must be comprised of between five and nine members, none of whom may currently serve on the Board of Directors. *Id.* The charged member must be given a copy of the complaint and the Preliminary Investigation Report. *IEEE Policies* at 7.10(C)(4). The proceedings must be kept confidential. *Id.* at 7.10(D)(2).

Only after hearing argument, testimony, and evidence does the Hearing Board decide whether to recommend sanctions, a decision that requires a two-thirds majority of the Hearing Board. *IEEE Bylaws* at 110.4; *IEEE Policies* at 7.10(E). The Board of Directors (heretofore, disinterested) must then consider whether to ratify or modify the Board's recommendation by a two-thirds vote. *IEEE Bylaws* at 110.6; *IEEE Policies* at 7.10(E)(3).



MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Karen Bartleson

-3-

August 29, 2017

Your letter makes clear that you plan to ignore these (and numerous other) detailed provisions in the Bylaws and Policies, and circumvent them in favor of an unsanctioned *ad hoc* procedure. The IEEE Constitution, Bylaws, and Policies do not give you the power to circumvent the normal procedures and safeguards.

Rather than giving Dr. Xi fair notice of what he is charged with, and an opportunity to dispute those charges, you have provided him with summary excerpts from a lengthy PowerPoint presentation, which do not provide any specificity about what he is accused of doing. You also failed to disclose at least one Powerpoint presentation that was made to the Board, and you have redacted significant portions of the Grant Thornton report, including entire sections that appear to speak to the IEEE's culture and practices.

Rather than allow the Ethics and Member Conduct Committee to investigate an affidavit-complaint and determine whether there is cause for a hearing, you have asserted that "the procedures for a hearing ... do not apply," without any supporting citation to the Bylaws.

Rather than providing Dr. Xi with a Hearing Board comprised of between five and nine impartial members who are not Directors, you have selected three Directors who have already listened to a lengthy presentation about why Dr. Xi should be terminated for cause, which was one-sided and littered with inaccuracies and misleading statements.

Finally, rather than follow the procedure designated for the Board of Directors to review all decisions of the Hearing Board and the requirement that it ratify such decisions by a two-thirds majority, you have announced that such power has been fully delegated to this *ad hoc* committee.

The IEEE Bylaws do not exist as a mere formality; they bind the Board of the Directors, the Officers, and all IEEE Members, who have jointly agreed that "Membership in IEEE in *any grade* shall carry *the obligation* to ... [a]bide by the IEEE Constitution, Code of Ethics, Bylaws and Policies." IEEE Bylaws at 104.13 (emphasis added). Your assertion that because a complaint was never filed in accordance with the Bylaws, you no longer have to follow the Bylaws, is a circular fallacy. All members must abide by the Bylaws and Policies—there are no exceptions, not even for the President.

Dr. Xi therefore requests the following:

- Formal notice specifying which provisions of the Code of Ethics, IEEE Constitution, Bylaws, Policies, or Operations Manuals of the IEEE he is accused of violating. Bylaws 110.1; IEEE Policies 7.10.

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Karen Bartleson

-4-

August 29, 2017

- The identification and production of “any documentation or materials upon which the complaint in whole or part is based[,]” so that Dr. Xi may have a meaningful opportunity to confront such evidence. IEEE Bylaws at 110.4; IEEE Policies at 7.10(A)(2). This disclosure should include the reimbursement requests and receipts upon which these claims are supposedly based, both of the full PowerPoint presentations made to the Board of Directors on January 17, 2017 and June 27, 2017, any meeting minutes from these sessions, and any other reports or presentations on which these allegations are based, or which were otherwise provided to the Board, including the full Grant Thornton report. Dr. Xi must also receive an itemized disclosure of all allegedly improper expenses, so that he can understand the charges against him and prepare a response.
- The immediate referral of any such complaint to the Ethics and Member Conduct Committee, pursuant to the process for Member Discipline mandated by the Bylaws. IEEE Bylaws 110.3; IEEE Policies 7.10(B).
- The cancellation of the September 28 “Presidential Committee” meeting. Pursuant to the Bylaws, the only entity that may investigate and consider recommending disciplinary action against Dr. Xi is a specially constituted Hearing Board of between five and nine non-Board of Director IEEE members, and even this body may only proceed after a formal complaint and investigation by the Ethics and Member Conduct Committee, which has not occurred. IEEE Bylaws 110.4; IEEE Policies 7.10(B)-(D).
- The immediate cessation and retraction of all defamatory statements to the Board of Directors, the IEEE Membership at large, and all individuals who may serve as members of a Hearing Board.
- Full compliance with the IEEE Constitution, Bylaws, and Policies from this date onward.

Please confirm that you will comply with the above actions by September 11, 2017. If you do not confirm your willingness to comply with the Bylaws by that time, Dr. Xi will file suit to preserve and enforce his rights under the IEEE’s governing documents, including but not limited to, seeking an injunction against the IEEE’s action in this regard. To the extent the Board of Directors persists in its efforts to disregard these binding governing documents, this letter also serves as a formal demand on behalf of the IEEE to cease and desist this unlawful activity.

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Karen Bartleson

-5-

August 29, 2017

Please ensure that you will take all necessary steps to preserve any and all documents, tangible things, and electronically stored information that relate to the issues addressed in this letter, and that are potentially relevant to the issues in the anticipated litigation. Thank you for your expected cooperation in this regard.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By:

  
\_\_\_\_\_  
Joseph G. Vernon

JGV

cc: David Schumacher, Buchanan Ingersoll and Rooney, P.C.

29742580.14\156784-00001

# **EXHIBIT C**





MICHAEL A. LINDSAY  
(612) 340-7819  
FAX (952) 516-5637  
lindsay.michael@dorsey.com

September 12, 2017

**VIA ELECTRONIC MAIL AND U.S. MAIL**

Joseph G. Vernon, Esq.  
Miller Canfield  
150 West Jefferson  
Suite 2500  
Detroit MI 48226



Re: IEEE and Dr. Ning Xi

Dear Mr. Vernon:

IEEE has shared with us your letter of August 29, 2017 to IEEE President Karen Bartleson regarding Dr. Ning Xi and has instructed us to respond on its behalf.

IEEE was quite surprised to read your client's candid admission that he has obtained confidential information from IEEE directors or officers in violation of their fiduciary duty of loyalty to IEEE. Your letter expressly identifies statements allegedly made during meetings of the IEEE Board of Directors on January 16 and June 26, 2017. Both of those meetings were held in executive session. Portions of those meetings were also protected by the attorney-client privilege. No director or officer of IEEE has been authorized to disclose the substance of discussions held in executive session, much less to disclose any privileged communications. IEEE demands that you and your client immediately desist from any further solicitation of such information, from any further wrongful inducement for breach of fiduciary duty, and from any further tortious interference in the relationship between IEEE and its directors and other representatives. Furthermore, IEEE demands the immediate return of any presentation materials that you or Dr. Xi has received (other than the materials forwarded to Dr. Xi directly by President Bartleson on August 2, 2017).

Your letter also asks "IEEE" to "retract" statements that, if they were made at all, were made during a nonpublic meeting of the IEEE Board of Directors. I am not going to comment on the accuracy of your client's report of statements allegedly during a nonpublic meeting. IEEE has not published any statements coming out of that meeting, and the only reason that your client would be aware of such alleged statements would be his unauthorized and tortious communications with a member of the IEEE Board of Directors or other person present at such meeting. That unauthorized and highly creative report to your client (even assuming that it can be considered a "publication" of the statement) could not have damaged your client. Nevertheless, if you will please identify your client's source, IEEE will request that the source retract any statements that he or she made to your client.

Your letter suggests that there is a "lack of transparency" when IEEE's Board of Directors conducts meetings in executive session. This misapprehends the precise purpose of an executive session – to provide a confidential environment to facilitate full and open

Joseph G. Vernon, Esq.  
September 12, 2017  
Page 2

discussion of sensitive matters of importance to IEEE in fulfillment of the Board members' fiduciary obligation to the organization. Dr. Xi's unabashed desire to know the substance of such a meeting – including, apparently, portions that do not pertain to him – does not justify his suborning IEEE officials into a breach of fiduciary duty.

Most of the rest of your letter attacks the authority of the Board of Directors to manage the affairs of IEEE as the directors, in the conscientious discharge of their fiduciary obligations, see fit. The New York Not-for-Profit Law (under which IEEE is incorporated) states that “a corporation shall be managed by its board of directors.” N.Y. Consol. Laws NPC § 701. The IEEE Certificate of Incorporation states that “All the powers of the Corporation, insofar as the same may be lawfully vested in the Board of Directors, are hereby conferred upon the Board of Directors” of IEEE. Certif. of Incorporation § 9. The Certificate also states that the Board “may designate one or more committees which . . . by resolution or resolutions of the Board of Directors, shall have and may exercise the powers of the Board in the management of the business and affairs” of IEEE. Certif. of Incorporation § 8. The IEEE Constitution – which in the hierarchy of IEEE governance is superior to the Bylaws – expressly states that the Board “shall be the governing body of the IEEE.” Art. IX, sec. 1. The Constitution also states that the BOD “may designate or appoint one or more Committees and Boards, which shall have such powers of the Board of Directors as it may confer upon them from time to time.” Art. IX, sec. 7. The Board-created committee of the three presidents (President, Past President, and President-Elect, all of whom are members of the Board) to consider Dr. Xi's conduct is such a committee.

New York law requires directors to “discharge the duties of their respective positions in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.” Let us assume that Dr. Xi, in your words “embezzled \$1 million from IEEE” and “stole files from the IEEE.” (To be clear, and contrary to any suggestion in your letter, the presidential committee has *not* made any such assumption.) Section I-110.1 of the Bylaws (the “Member Discipline” section to which your letter points) plainly states that an IEEE member “may be expelled, suspended, or censured for cause.” It is hard to imagine what would constitute “cause” if that conduct did not, and an “ordinarily prudent person” would recognize that. The authority to make that determination rests with the Board at all times.

Section I-110.3 provides a process for review of complaints *that are submitted by IEEE members*. IEEE has more than 423,000 members in more than 160 countries. With that many members interacting in one of IEEE's 334 Sections or one of IEEE's 39 Societies or seven technical councils, or in one of IEEE's ten geographic regions that host over 10,000 local meetings annually, it is not in the least surprising that IEEE would provide a process to handle a member's complaint about another member. See IEEE Bylaws § I-110.3 “Complaints may be filed by any IEEE member in good standing”). Nothing in this section indicates that this is the *sole* means through which a member may be involuntarily removed. Rather, this section provides a process that channels member complaints about other members' conduct into a formal process, which both ensures that there is a forum for members to make such complaints but also a process through which a member can respond to a member-driven complaint. In this case, however, Dr. Xi's conduct did not come to the Board's attention through a member complaint, and the concerns underlying a process for member-driven complaints simply do not apply.



Joseph G. Vernon, Esq.  
September 12, 2017  
Page 3

Even if section I-110.3 were not clear, the Board of Directors has the responsibility for interpreting the bylaws and to do so in the manner that the directors, acting in discharge of their fiduciary duties, deem appropriate. This is not the first time that the Board has been called upon to consider the status of a member in a matter that was not member-driven. There is relatively recent precedent for the IEEE Board of Directors to use a process similar to what it has adopted here. To suggest that the Board's action is somehow unfair or unprecedented is simply wrong.

Your letter also seems to suggest that Dr. Ning Xi believes that the provisions of the bylaws are judicially enforceable, presumably under some sort of contract theory. That is not the case. IEEE is not a shareholder-owned for-profit corporation or a member-owned LLC or partnership where such an argument might have traction. Rather, IEEE is a not-for-profit corporation organized for educational and scientific purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its mission is to "foster technological innovation and excellence for the benefit of humanity." The prevention of corporate waste and the investigation of allegations and the treatment of mismanagement of funds are key obligations of the board of directors of a not-for-profit corporation.

IEEE plans to proceed with the presidential committee meeting on September 28, 2017. The three Presidents genuinely want to hear and understand Dr. Xi's position, and they hope that he will appear as scheduled. You are also welcome to attend, although you should understand that this is not structured as an adversarial legal proceeding. If there is written material that Dr. Xi wants to provide the Presidents in advance, he is welcome to do so. (The notice had specified a submission date of September 14th, but please let us know if you need more time.) Please inform us in writing no later than September 20th of whether Dr. Xi plans to attend the scheduled meeting. If Dr. Xi does not plan to attend the meeting in person to explain the situation as required by the Board resolution, then the Presidents will proceed as instructed by the Board.

You have suggested that your client plans to start a legal action if IEEE does not commit to each of the various actions outlined in your letter by September 11th. Let me assure you that IEEE will take the steps that it believes appropriate under the circumstances. You should also be aware that IEEE not only will vigorously defend itself against your client's spurious claims, but it will also file counterclaims against your client for his wrongful procurement of confidential information from an IEEE officer or director. Furthermore, although IEEE had not yet determined whether to institute its own claim against Dr. Xi, if he chooses to start legal proceedings, his action will greatly simplify IEEE's decision to assert claims for fraud and misappropriation of funds. Your client should also be aware that IEEE has hitherto tried to act in a way that minimized any external statements. As you know (and, we assume, have advised your client), however, litigation is conducted in a public forum, and there is a presumption that all court proceedings will be open to the public and that all pleadings, briefing, and other documents will be accessible to the public. IEEE is confident in defending itself in public proceedings, but we question whether Dr. Xi rightly maintains that same level of confidence for his own defense.

You have asked that IEEE retain documents in anticipation of litigation. Your request means that your client believes that litigation was reasonably anticipated as of sometime before the date of your letter, and that his duty of preservation was therefore triggered at that earlier

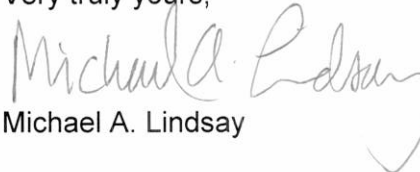
Joseph G. Vernon, Esq.  
September 12, 2017  
Page 4

date. Please confirm that you have already taken steps to preserve Dr. Xi's documents, including without limitation (a) his emails, texts, and other communications with any IEEE official regarding the substance of nonpublic meetings of the IEEE Board of Directors, and (b) his emails, texts, and other communications relating to the supposedly "independent" audit of conference records.

Your letter shows a copy to David Buchanan, Esq. who appears to be a Philadelphia lawyer admitted to practice in New Jersey. Please be aware that IEEE's principal offices are in Manhattan, and the appropriate venue for litigation is the Southern District of New York or the New York County Courts in Manhattan.

Finally, although IEEE is certainly prepared to litigate these spurious claims of your client, its real interest is in promptly resolving Dr. Xi's status within IEEE. Again, and to be completely clear, the three Presidents have not made any decision at this point, other than to proceed on September 28th. If Dr. Xi wishes to appear and proceed, that is certainly acceptable from IEEE's perspective. If Dr. Xi chooses not to appear, then he should expect that he will be expelled from IEEE and will lose his status as an IEEE Fellow and as President-Elect of the Robotics & Automation Society. If he wishes to resolve his IEEE membership status by tendering (either himself or through you, or, if he prefers, in person on September 28th) his resignation in writing, for which there has been precedent within IEEE, IEEE is open to that as well.

Very truly yours,



Michael A. Lindsay

MAL:

cc: Eileen M. Lach, Esq.



# **EXHIBIT D**

**June**

# **IEEE CONSTITUTION and BYLAWS 2017**

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS  
ENGINEERS, INC.

3 Park Avenue, 17<sup>th</sup> Floor  
New York, N.Y. 10016-5997, U.S.A.



The IEEE Board of Directors approves changes to the *IEEE Bylaws* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/bylaws>

---



---

## IEEE CONSTITUTION

Pages C.1 – C.4

---

## IEEE BYLAWS

### Table of Contents

#### **I-100. MEMBERSHIP**

##### I-101. Grades

##### I-102. Categories

1. Categories
2. Life Members
3. IEEE-Eta Kappa Nu (IEEE-HKN)

##### I-103. Affiliates

1. Definition

##### I-104. Qualifications

1. Honorary Member
2. Fellow
3. Senior Member
4. Member
5. Associate Member
6. Graduate Student Member
7. Student Member
8. Course Completion Equivalent
9. Graduate Work Equivalent
10. Time Requirements
11. IEEE-Designated Fields
12. Statement of Non-Prejudice
13. Member Obligations and Standing
14. Suspended Member Privileges

##### I-105. Privileges

1. Honorary Members
2. Fellows
3. Senior Members
4. Members
5. Associate Members
6. Graduate Student Members
7. Student Members
8. Life Members
9. Electronic Membership

##### I-106. Application/Nominations-Requirements; References; Submission Procedures; Reapplication; Appeals

1. Reference Requirements
2. References by Non-Members
3. Member and Geographic Activities Board  
Scope of Action
4. Submission of Application/Nomination
5. Senior Member Application
6. Admission and Advancement Committee
7. Reapplication
8. Appeal Committee

##### I-107. Organizational Units Defined; Hierarchy, Structure and Membership Types

1. Definition
2. Hierarchy
3. Membership
4. Requirement
5. Structure
6. Boards

##### I-108. Dues, Assessments, and Fees

1. Definitions
2. Assessments and Changes Thereto
3. Payments
4. Annual Dues Period; Billing Cycle; Termination and Reinstatement; Proration Schedule; Waiver or Reductions; Methods of Payment
5. IEEE Dues
6. Assessments
7. Student Member and Graduate Student Member Dues
8. Members-Dues Waived

##### I-109. Resignation

1. Written Notice
2. Approval to Resume Membership

##### I-110. Member Discipline and Support

1. Cause for Expulsion, Suspension, or Censure
2. Rights and Privileges
3. Member Conduct and Complaints
4. Hearing Board
5. Sanctions
6. Final Action by the IEEE Board of Directors
7. Notifications
8. Readmission
9. Misrepresentation
10. Requests for Support

##### I-111. Removal or Suspension of Delegates, Directors, and Officers

1. Vote to Remove Delegate/Director-Officer
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit
3. Election Recall
4. Vote to Remove Assembly-Elected Director
5. Suspension by the Board of Directors
6. Suspension of an Officer
7. Vote to Remove a Member of an IEEE Board or Committee or a Member of a Board or Committee of an Organizational Unit
8. Vote to Remove IEEE Representatives

## **I-200. THE ASSEMBLY**

- I-201. Membership
  - 1. How Constituted
  - 2. Division Delegates
  - 3. Region Delegates
  - 4. Terms of Directors
  - 5. Grade
  - 6. President
  - 7. IEEE Executive Director
- I-202. Meetings
  - 1. Annual Meetings
  - 2. Special Meetings
  - 3. Adjourned Meeting
  - 4. Waiver
  - 5. Quorum
  - 6. Action of the Assembly at a Meeting of the Assembly
  - 7. Unanimous Consent
  - 8. Reimbursement of Expenses
- I-203. Functions
  - 1. Election of Officers
  - 2. Receipt and Filing of Reports

## **I-300. MANAGEMENT**

- I-300. General
  - 1. Governance; Parliamentary Procedures; Meeting Protocol
  - 2. Conflict of Interest
  - 3. Indemnification
  - 4. Action of the Board of Directors and Committees
  - 5. Quorum
  - 6. Voting
- I-301. Board of Directors
  - 1. How Constituted
  - 2. Directors-at-Large
  - 3. Meetings
  - 4. Approval of Meeting Schedule
  - 5. Notice of Meetings
  - 6. Waiver of Meeting Notice
  - 7. Meeting Documentation
  - 8. Electronic Participation in Special Meetings of the Board
  - 9. Action of the Board by Unanimous Written Consent
  - 10. Minutes of Meetings
  - 11. Reimbursement of Expenses
  - 12. Vacancies
  - 13. IEEE President's Award
- I-302. Corporate Officers and Duties, Annual Report of the Secretary
  - 1. How Constituted
  - 2. Incapacity of the President
  - 3. Duties of the IEEE Secretary and Assistant Secretary
  - 4. Duties of the IEEE Treasurer and Assistant Treasurer
  - 5. Vacancies
  - 6. Reimbursement of Expenses

- I-303. Major Boards
  - 1. Appointment by Board of Directors
  - 2. Major Boards
  - 3. Educational Activities Board (EAB)
  - 4. Publication Services and Products Board (PSPB)
  - 5. Member and Geographic Activities Board (MGAB)
  - 6. Standards Association (IEEE-SA)
  - 7. Technical Activities Board (TAB)
  - 8. IEEE United States of America (IEEE-USA)
  - 9. Major Board Operating Procedures
- I-304. Committees of the Board, Committees of IEEE and Additional Boards and Ad Hoc Committees
  - 1. Committees of the Board of Directors
  - 2. Appointment of Committee Chairs, Members, and Staff Secretaries
  - 3. Subcommittees
  - 4. Term of Appointment
  - 5. Duration of Service
  - 6. Distribution of Appointments
  - 7. Additional Appointments
  - 8. Committee Operations Manual
  - 9. Involvement with Outside Organizations
  - 10. Ad Hoc Committees of the Board of Directors
- I-305. Functions and Membership of the Committees
  - 1. Audit Committee
  - 2. Awards Board
  - 3. Election Oversight Committee
  - 4. Employee Benefits and Compensation Committee
  - 5. Ethics and Member Conduct Committee
  - 6. Fellow Committee
  - 7. Finance Committee
  - 8. Global Public Policy Committee
  - 9. Governance Committee
  - 10. History Committee
  - 11. Humanitarian Activities Committee
  - 12. Investment Committee
  - 13. New Initiatives Committee
  - 14. Nominations and Appointments Committee
  - 15. Public Visibility Committee
  - 16. Tellers Committee
- I-306. IEEE Executive Director and Other Staff
  - 1. Guidelines for Employment of the IEEE Executive Director
  - 2. Responsibilities of the IEEE Executive Director
  - 3. Secretarial Functions
  - 4. Fiscal Responsibilities
  - 5. Role with Respect to Publications
  - 6. Role with Respect to Tellers Committee
  - 7. IEEE Strategic Plan
  - 8. IEEE Website
  - 9. Meeting Attendance
  - 10. Voting Privileges
  - 11. IEEE Corporate Seal
- I-307. Nominations and Elections
  - 1. Nominations and Appointments Committees
  - 2. Call for Nominations
  - 3. President-Elect Candidates
  - 4. Submission of Proposed Nominees
  - 5. Delegate-Elect/Director-Elect

6. Submission of Slates
7. Single Nomination Slates
8. Voting Members Candidate Notification
9. Petition Candidates
10. Approval of Ballot
11. Ballot Submission Schedule
12. Candidature Withdrawal
13. Ballot Presentation
14. Ballot Marking; Voting; Tellers Committee  
Announcement; Election Results
15. Write-in Votes; Election Report
16. Oversight for Election Irregularities
17. Unit Nominations and Petition
18. Election Challenge

I-308. Amendments to IEEE Constitution and Bylaws

1. Constitutional Amendments
2. Procedures to Change Bylaws
3. History of Amendments

I-309. Voting Privileges

I-310. Fiscal Matters

1. Fiscal Year
2. IEEE Assets

I-311 IEEE Public Policy-Related Activities

**I-400. GEOGRAPHICAL & TECHNICAL  
GROUPS/ORGANIZATION OF MEMBERS**

I-400. Groups of Members

I-401. Technical Organization of Members

1. Divisions
2. Societies
3. Society Establishment and Operations
4. Society Membership
5. Delegation of Authority
6. Technical Councils
7. Technical Council Membership

I-402. Geographic Organization of Members

1. Regions
2. Areas
3. Geographic Councils
4. Sections
5. Subsections
6. Chapters
7. Student Branches
8. Student Branch Chapters
9. IEEE-HKN Chapters
10. Affinity Groups
11. Student Branch Affinity Groups

I-403. Organization of Standards Membership

1. IEEE-SA Membership Qualifications

I-404. IEEE Eta Kappa Nu (IEEE-HKN)

*This page  
intentionally  
left blank*



**THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INC.**

**3 Park Avenue, 17<sup>th</sup> Floor  
New York, N.Y. 10016-5997, U.S.A.**

**CONSTITUTION\***

---

**Table of Contents**

Article I - Name, Purpose and Territory	Article VIII - The Assembly
Article II - Bylaws	Article IX - Board of Directors
Article III - Membership	Article X - Corporate Officers
Article IV - Dues and Fees	Article XI - Vacancies
Article V - Groups of Members	Article XII - Nominations and Elections
Article VI - Delegates and Directors	Article XIII - Management
Article VII - President	Article XIV - Amendments

---

**ARTICLE I - NAME, PURPOSE AND TERRITORY**

**Sec. 1.** The name of the corporation is The Institute of Electrical and Electronics Engineers, Incorporated, hereinafter called the IEEE.

**Sec. 2.** Its purposes are: (a) scientific and educational, directed toward the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences; means to these ends include, but are not limited to, the holding of meetings for the presentation 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; (b) professional, directed toward the advancement of the standing of the members of the professions it serves; means to this end include, but are not limited to, the conduct and publication of surveys and reports on matters of professional concern to the members of such professions, collaboration with public bodies and with other societies for the benefit of the engineering professions as a whole and the general public, and the promotion of ethical conduct. The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive

application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

**Sec. 3.** The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. In addition to its world-wide operations, the IEEE may engage in activities directed to the interests and needs of members residing in a particular country or area of the world. The procedure for undertaking such activities shall be specified in the Bylaws.

**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 sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, 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, transfer 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 - 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 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 Delegates shall be specified in the Bylaws.

**Sec. 3.** Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Delegates shall be specified in the Bylaws.

**Sec. 4.** The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members which shall be identical with the term of office as Director. All shall coincide with the fiscal year of the IEEE.

**Sec. 5.** The terms of office of Directors elected by the 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 office and discharge duties until a successor has been elected.

#### **ARTICLE VII - PRESIDENT**

**Sec. 1.** The President shall be elected by the voting members, by virtue of which election the President shall also be a Delegate-at-large and a Director-at-large for a period of three years. Following the term of one year as President-Elect, the holder of that office shall serve as President in the subsequent year and shall serve as Past President in the year subsequent thereto. The President shall be ineligible to serve a second full term in that office.

#### **ARTICLE VIII - THE ASSEMBLY**

**Sec. 1.** An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.

**Sec. 2.** The annual meeting of the Assembly shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year of the IEEE. The President of the IEEE shall preside.

**Sec. 3.** All of the Delegates shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

**Sec. 4.** Meetings of the Assembly may be held elsewhere than in the State of New York. Additional meetings and provision for special meetings of the Assembly and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

**Sec. 5.** The number of Delegates required to constitute a quorum at meetings of the Assembly shall be stated in the Bylaws.

**Sec. 6.** The presiding officer of the Assembly shall have no vote on the Assembly except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

#### **ARTICLE IX - BOARD OF DIRECTORS**

**Sec. 1.** The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large elected by all of the voting members, Directors-at-large elected by the Assembly, and Directors elected by the voting members of a group of members. 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 Assembly shall be not less than nine nor more than fifty. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.

**Sec. 3.** All of the Directors elected by the Assembly shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

**Sec. 4.** At least one Director shall be a citizen of the United States.

**Sec. 5.** There shall be an annual meeting of the Board of Directors which shall be the last regularly scheduled meeting in each fiscal year of the IEEE. This annual meeting may be held elsewhere than in the State of New York.

**Sec. 6.** Additional regular meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional regular and special meetings shall be specified in the Bylaws.

**Sec. 7.** The Board of Directors may designate or appoint one or more Committees and Boards, which shall have such powers of the Board of Directors as it may confer upon them from time to time.

**Sec. 8.** The number of Directors required to constitute a quorum at meetings of the Board of Directors shall be stated in the Bylaws.

**Sec. 9.** The presiding officer of the Board of Directors shall have no vote on the Board except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

#### **ARTICLE X - CORPORATE OFFICERS**

**Sec. 1.** The Corporate Officers of the IEEE shall be the President, the President-Elect, the Vice Presidents as specified in the Bylaws, the Secretary, and the Treasurer. At the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person.

**Sec. 2.** Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Corporate Officers, by virtue of such election, shall be Directors, but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

**Sec. 3.** Except for the President-Elect, whose term of office as such shall be for one year and who shall thereafter hold the office of President for the subsequent year and the office of Past President for the year subsequent thereto, the term of office for all Corporate Officers shall be for one year and shall terminate at the end of the fiscal year of IEEE, or at such later time as their successors are elected and accepted.

**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.** Vacancies on the Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

## **ARTICLE XII - NOMINATIONS AND ELECTIONS**

**Sec. 1.** The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.

**Sec. 2.** The method of making nominations and the schedule for elections shall be specified in the Bylaws.

**Sec. 3.** Nominations by petition for the offices named in Section 1 of this Article 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. The required number of signatures on such petition and the date of receipt shall be specified in the Bylaws.

**Sec. 4.** The Bylaws shall specify the annual closing date for the list of voting members entitled to vote, and shall specify the date by which, and the manner in which, votes shall be cast.

**Sec. 5.** For elective offices of the IEEE other than those named in Section 1 of this Article, methods of nomination and election, including alternate means of nomination by individual voting members, shall be specified in the Bylaws.

## **ARTICLE XIII - MANAGEMENT**

**Sec. 1.** The President shall be the Chief Executive Officer of the IEEE and shall preside at meetings of the Assembly, all meetings of the Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which the President may be present. The President shall be an ex officio member of every Board and Committee. The President may visit groups of IEEE members and promote the objectives of the IEEE.

**Sec. 2.** The President-Elect shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

**Sec. 3.** In the absence of the President, the President-Elect shall preside and shall perform such tasks as are delegated by the President or as may be specified in the Bylaws.

**Sec. 4.** 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.

**Sec. 5.** 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. 6.** Stewardship and fiduciary responsibility for IEEE assets shall be the responsibility of the Board of Directors.

**Sec. 7.** The fiscal year of the IEEE shall be defined in the Bylaws.

## **ARTICLE XIV - AMENDMENTS**

**Sec. 1.** Amendments to this Constitution shall be made by a vote 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 submit a proposed amendment to the voting members. A petition must be signed by at least one-third percent 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 distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

**Sec. 2.** A vote of at least two-thirds of all votes cast, provided the total number of those voting is not less than ten percent 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 the term expires.

---



---

**BYLAWS  
OF  
THE INSTITUTE OF ELECTRICAL  
AND ELECTRONICS ENGINEERS, INC.**

---



---

Adopted by the IEEE Board of Directors 8 January 1963, and  
incorporating subsequent revisions through 26 June 2017.

**I-100. MEMBERSHIP**

**I-101. Grades**

1. The grades of IEEE membership and their abbreviations are:

- (a) Honorary Member H or HIEEE
- (b) Fellow F or FIEEE
- (c) Senior Member SM or SMIEEE
- (d) Member M or MIEEE
- (e) Associate Member AM or AMIEEE
- (f) Graduate Student Member GSM or GSMIEEE
- (g) Student Member StM or StMIEEE

When the status of Life Member, as defined in IEEE Bylaw I-102.2, is attained these abbreviations may be preceded with an L.

Members of IEEE who have been recognized as Members of IEEE-Eta Kappa Nu (IEEE-HKN), may use the additional title Member, IEEE-Eta Kappa Nu (abbreviated Member, IEEE-HKN).

Members of IEEE who have been recognized as Eminent Members of IEEE-Eta Kappa Nu (IEEE-HKN) may use the additional title Eminent Member, IEEE-Eta Kappa Nu (abbreviated Eminent Member, IEEE-HKN).

Where used in these Bylaws, the term 'member,' when printed without an initial capital letter, includes all grades of membership.

**I-102. Categories**

1. Categories. The following categories of IEEE membership are:

Electronic Membership  
Life Members  
Minimum Income  
Permanently Disabled  
Retired  
Unemployed

Requirements to qualify for these categories of membership shall be specified in the IEEE Policies, except for Life Members which shall be defined in these Bylaws.

2. Life Members. The designation "Life Member" is applicable only to a member who has attained the age of 65 years and who has been a member of IEEE for such a period that the sum of his/her age and his/her years of membership equals or exceeds 100 years. The designation of "Life Member" shall be effective on 1 January of the year immediately

succeeding the year in which the requirement for the Life Member category has been satisfied.

3. IEEE-Eta Kappa Nu (IEEE-HKN). The designation "IEEE-HKN" shall be applicable only to (i) any person who has been inducted into the membership of IEEE-HKN, or (ii) a Member or Eminent Member of Eta Kappa Nu in good standing prior to its merger into IEEE who continues to meet the requirements for membership in IEEE-HKN.

**I-103. Affiliates**

1. Definition. The designation "IEEE Society Affiliate" refers to individuals who are not IEEE members but who are entitled to participate in certain activities of the Society. The Technical Activities Board shall establish the qualifications for Society Affiliates and the associated rights and privileges within the Society. Dues shall be established by the Board of Directors. Affiliates do not qualify for any special membership categories as defined in IEEE Bylaw I-102.1.

**I-104. Qualifications**

1. Honorary Member. The title of Honorary Member may be conferred by the IEEE Board of Directors on those individuals, not members of IEEE, who have rendered meritorious service to humanity in IEEE's designated fields of interest. An affirmative vote of two-thirds of the members of the IEEE Board of Directors present at the time of the vote, provided a quorum is present, shall be required for conferment at a regularly constituted meeting.
2. Fellow. The grade of Fellow recognizes unusual distinction in the profession and shall be conferred by the Board of Directors upon a person with an outstanding record of accomplishments in any of the IEEE fields of interest (Bylaw I-104.11). The accomplishments that are being honored shall have contributed importantly to the advancement or application of engineering, science and technology, bringing the realization of significant value to society. The nominee shall hold Senior Member grade at the time the nomination is submitted and shall have been a member in good standing in any grade for a period of five years or more preceding 1 January of the year of elevation. Additional eligibility requirements for nominees and others involved in the submission and evaluation process, as well as other related procedures, shall be specified in the IEEE Fellow Committee Operations Manual. The year of elevation to the grade of Fellow is the year following approval by the Board of Directors conferring the grade of

**100 MEMBERSHIP**

Fellow. Members elevated to the Fellow grade may use the title immediately following approval by the Board of Directors. All those elevated will receive a certificate and pin.

3. Senior Member. The grade of Senior Member is the highest for which application may be made and shall require experience reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall be an engineer, scientist, educator, technical executive, or originator in IEEE-designated fields (Bylaw I-104.11).

The candidate shall have been in professional practice for at least ten years and shall have shown significant performance over a period of at least five of those years, such performance including one or more of the following:

- (a) Substantial responsibility or achievement in one or more of IEEE-designated fields; or
- (b) Publication of papers, books, or inventions in one or more of IEEE-designated fields; or
- (c) Technical direction or management of important work with evidence of accomplishment in one or more of IEEE-designated fields; or
- (d) Recognized contributions to the welfare of the professions encompassed by one or more of the IEEE-designated fields; or
- (e) Development or furtherance of important courses in one or more of the IEEE-designated fields at an accredited institution; or
- (f) Contributions equivalent to those of (a) to (e) in areas related to IEEE-designated fields, provided these contributions serve to advance progress substantially in IEEE-designated fields.

4. Member. The grade of Member is limited to those who have satisfied IEEE-specified educational requirements and/or who have demonstrated professional competence in IEEE-designated fields of interest. For admission or transfer to the grade of Member, a candidate shall be either:

- (a) An individual who shall have received a three-to-five year university-level or higher degree (i) from an accredited institution or program and (ii) in an IEEE-designated field, both of which are defined in IEEE Bylaw I-104.11; or
- (b) An individual who shall have received a three-to-five year university-level or higher degree from an accredited institution or program and who has at least three years of professional work experience engaged in teaching, creating, developing, practicing or managing in IEEE-designated fields; or
- (c) An individual who, through at least six years of professional work experience, has demonstrated competence in teaching, creating, developing, practicing or managing within IEEE-designated fields.

5. Associate Member. The grade of Associate Member is designed for technical and non-technical applicants who do not meet the qualifications for Member grade, but who would benefit through membership and participation in IEEE, and for those who are progressing, through continuing education and work experience, towards the qualifications for Member grade.

6. Graduate Student Member.

- (a) A Graduate Student Member must qualify for Member grade and carry at least 50% of a normal full-time academic program as a registered graduate student in a regular course of study in IEEE-designated fields. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
- (b) Graduate Student Members, upon graduation or upon reaching the total cumulative 8-year limit as a Student Member and/or Graduate Student Member (whichever occurs first), shall be transferred to Member grade.

7. Student Member.

- (a) A Student Member must satisfy the following conditions (1) carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in IEEE-designated fields; and (2) not yet qualify for Member grade. The total cumulative period for a member to hold the Student Member grade and/or the Graduate Student Member grade shall be limited to 8 years.
- (b) Student Members, upon graduation or upon reaching the 8-year limit (whichever occurs first), with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an IEEE-designated field shall be transferred to Member grade.
- (c) Student Members other than those qualifying under subparagraph (b), upon graduation or upon reaching the 8-year limit (whichever occurs first) shall be transferred to Associate Member grade.

8. Course Completion Equivalent. Graduation from a course of at least 18 months duration of study in a curriculum related to IEEE-designated fields may be accepted as equivalent to one year's professional experience.

9. Graduate Work Equivalent. Full-time graduate work, or part-time graduate work with teaching or research, in IEEE-designated fields, may be accepted as equivalent to professional experience.

10. Time Requirements. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.

11. The IEEE-designated fields are:

- Engineering;
- Computer sciences and information technology;
- Biological and medical sciences;
- Mathematics;



## 100 MEMBERSHIP

- Physical sciences;
- Technical communications, education, management, law and policy.

Revisions to IEEE-designated fields shall be by action of the IEEE Board of Directors upon recommendation by the IEEE Technical Activities Board.

An accredited institution or program signifies that a governmental or non-governmental entity has attested to the adequate quality of the academic enterprise.

12. Statement of Non-Prejudice. Admission to membership in IEEE in any grade shall not be affected by the race, religion, nationality, or sex of the applicant.

13. Member Obligations and Standing.

1. Membership in IEEE in any grade shall carry the obligation to:
  - (a) Abide by the IEEE Constitution, Code of Ethics, Bylaws and Policies;
  - (b) Support the enhancement of IEEE principles, objectives and activities; and
  - (c) Meet the monetary obligations required for membership such as the payment of dues and applicable assessments. In addition, Life Members shall be obligated to confirm annually the desire to continue to receive services and publication(s) to which they are entitled.
2. Member In Good Standing.
  - (a) When applied to an IEEE member, the term *member in good standing* shall mean an IEEE member of any grade who is not under suspension.
  - (b) When applied to a member of another technical or scientific society, the term *member in good standing* shall adopt the meaning of the term as it is used by that specific society.

14. Suspended Member Privileges. Members under IEEE suspension shall be regarded as members not in good standing and, for the period of their suspension, denied member privileges with the exception of member insurance benefits.

I-105. Privileges

1. Honorary Members. Honorary Members shall be entitled to all rights and privileges of IEEE except the right to hold office therein, including the use of HIEEE or "IEEE Honorary Member" in their signature blocks, and on business cards, letterheads and such.
2. Fellows. Fellows shall be entitled to all rights and privileges of IEEE, including the use of FIEEE or "IEEE Fellow" in their signature blocks, and on business cards, letterheads and such.

3. Senior Members. Senior Members shall be entitled to all rights and privileges of IEEE except the right to serve on the Fellow Committee. Senior Members may use SMIEEE or "IEEE Senior Member" in their signature blocks, and on business cards, letterheads and such.
4. Members. Members shall be entitled to all rights and privileges of IEEE except the right to hold (1) any corporate office, (2) the office of Director, (3) membership on the Admission and Advancement Committee, the Awards Board, the Fellow Committee, the Member and Geographic Activities Board, as specified in IEEE Bylaw I-303.5, the IEEE-USA Board, the PROCEEDINGS OF THE IEEE Editorial Board, or the IEEE Thesaurus Editorial Board. Members may use MIEEE or "IEEE Member" in their signature blocks, and on business cards, letterheads and such.
5. Associate Members. Associate Members shall be entitled to attend meetings of IEEE members, to vote only on matters presented to groups of members (such as Societies and Sections), and to be appointed on committees with the right to vote when specifically approved by the Board of Directors. (See Bylaw I-309.) Associate Members may use AMIEEE or "IEEE Associate Member" in their signature blocks, and on business cards, letterheads and such.
6. Graduate Student Members. Graduate Student Members shall have the rights and privileges of Members. Graduate Student Members may use GSMIEEE or "IEEE Graduate Student Member" in their signature blocks, and on business cards, letterheads and such.
7. Student Members. Student Members shall have the rights and privileges of the Member grade, except the right to vote. Additional rights and privileges or limitations thereof, if any, shall be specified by the Member and Geographic Activities Board. Student Members may use StMIEEE or "IEEE Student Member" in their signature blocks, and on business cards, letterheads and such.
8. Life Members. Life Members have those privileges associated with their grade immediately before becoming a Life Member or with such higher grade to which they may be advanced.
9. Electronic Membership. Members who qualify and select Electronic Membership shall have all the rights and privileges associated with their grade of membership or with such higher grade to which they may be advanced, except as otherwise provided in the IEEE Policies.

The foregoing notwithstanding, the rights and privileges of members and affiliates shall be limited from time to time to the extent necessary to comply with all applicable laws and regulations.

I-106. Application/Nominations-Requirements; References; Submission Procedures; Reapplication; Appeals

Applications and nominations for admission to IEEE membership, or for advancement to a higher grade of membership, shall be made on forms provided by IEEE and shall embody a record of the applicant's technical education and

**100 MEMBERSHIP**

career. The names of references shall be provided as specified in this Bylaw. References shall be requested to complete and submit the confidential form prescribed by IEEE, commenting on the qualifications of the applicant or nominee, as the case may be.

1. Reference Requirements. Applications for membership shall indicate names of references as follows:  
  
For admission or elevation to Senior Member grade – three Fellows, Senior Members, or Honorary Members.  
  
For admission to Member or Student grade – none required.  
  
For elevation from Associate Member to Member grade – none required.
2. References by Non-Members. If an applicant or nominee for admission or elevation to Senior Member grade is not known by the number of IEEE members specified in Bylaw I-106.1 who would have sufficient personal knowledge of the applicant's accomplishments to serve as a reference, IEEE at its discretion may accept other references who are familiar with the applicant's professional work; such references preferably should be professionals of standing in IEEE-designated fields.
3. Member and Geographic Activities Board Scope of Action. The Member and Geographic Activities Board is authorized to act for the Board of Directors to coordinate, encourage, and support membership development and to administer admissions and grade advancements, all in accordance with policies, rules, and procedures approved by the Board of Directors and excepting matters pertaining to the Honorary Member and Fellow grades. Questions of interpretation, waivers of requirements, and issues involving two or more Major Boards shall be referred to the Board of Directors for resolution.
4. Submission of Application/Nomination. An application or nomination for admission or elevation may be submitted (1) by a candidate, or (2) on behalf of a candidate by a sponsor, such as an IEEE member or an IEEE organizational unit (such as a Chapter, Section, or Society).
  - (a) When an application or nomination is submitted for admission to Associate Member or Member grade, the candidate shall be notified of the action by or on behalf of the Admission and Advancement Committee.
  - (b) When the application or nomination for admission or elevation to Senior Member grade, or elevation to Member grade is submitted by a sponsor, the sponsor shall be notified of the action by or on behalf of the Admission and Advancement Committee and, if the action is affirmative, the candidate also shall be notified.

Elevations shall become effective on the date of action by the Admission and Advancement Committee unless payment of dues or fees is required, in which case the date of receipt of the dues or fees from the candidate shall be the effective date.

The requirement for an application, with references, shall be waived for the orderly progression from Student Member to Associate Member or Member grade.

5. Senior Member Application. Senior Member grade is the highest grade for which application may be made for admission or advancement. Elevations to Fellow grade and conferment of Honorary Member grade are by the Board of Directors, following nomination and review procedures given in the IEEE Policies and Bylaw I-305.6, respectively.
6. Admission and Advancement Committee. Applications for admission or advancement in grade shall be referred to the Admission and Advancement Committee, a committee of the Member and Geographic Activities Board. Procedures for elevations shall be established by the Admission and Advancement Committee. The Admission and Advancement Committee may delegate to the IEEE Executive Director, or the IEEE Executive Director's appointed representative, authority to elevate or transfer applicants to the grade of Student Member, Associate Member, Graduate Student Member or Member when there is evidence that the requirements of Bylaw I-104 have been fulfilled. When so authorized, the IEEE Executive Director shall render regular reports to the Admission and Advancement Committee of the elevations and transfers so processed.
7. Reapplication. A reapplication for admission or advancement in grade may be made after the expiration of one year from the date of a rejection.
8. Appeal Committee. A candidate whose application for admission or grade advancement is denied by the Admission and Advancement Committee may appeal the decision through an Admission and Advancement Appeal Committee. Notification of the appeal and its rationale are to be sent to the Vice President - Member and Geographic Activities, with a copy to the MGAB Staff Secretary.

The Appeal Committee will be comprised of the Vice President - Member and Geographic Activities, the Vice President - Technical Activities, and the Vice President - Educational Activities.

#### I-107. Organizational Units Defined: Hierarchy, Structure and Membership Types

1. Definition. An IEEE organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law.
2. Hierarchy. Each IEEE organizational unit shall be an integral part of IEEE and not a separate organization.
3. Membership. Membership in an organizational unit may be automatic, that is, by virtue of being an IEEE member, or it may be by member choice.
4. Requirement. Membership in an organizational unit may require dues, assessments, or other forms of payment.

**100 MEMBERSHIP**

5. Structure. An organizational unit may contain other organizational units.
6. Boards. The board of any organizational unit, referred to as Major Boards listed in IEEE Bylaw I-303, shall be deemed to be a Committee of IEEE within the meaning of the New York Not-for-Profit Corporation Law.

**I-108. Dues, Assessments, and Fees****1. Definitions.**

- (a) IEEE Dues. IEEE Dues are the basic (core) costs for membership in IEEE and must be paid by all members. They can only be levied or changed by the Board of Directors. In conjunction with membership development activities designed to promote membership the Managing Director, Member and Geographic Activities is granted the authority to offer discounting up to 25% of the IEEE membership dues.
- (b) Organizational Unit Dues. Organizational Unit Dues are "member choice" payments for membership in an organizational unit to which it is not mandatory for an IEEE member to belong.
- (c) Assessments. Assessments are payments required of members by virtue of their automatic membership in an organizational unit.
- (d) Fees. Fees are "member choice" payments for products and services offered to the membership on an optional basis (e.g., subscriptions to periodicals).

IEEE Dues and Assessments shall be specified elsewhere in these Bylaws.

2. Assessments and Changes Thereto. Assessments that apply to all IEEE members shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments for ABET, and AAES, shall be approved by action of two-thirds of the votes of the Board of Directors present at the time of the vote, provided a quorum is present.

Changes in assessments other than those named above, and that apply to a specific organizational unit, and not to all IEEE members, shall be brought to the Board of Directors for consideration. The Board of Directors may either approve the change by action of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, or require, by a majority vote, that all IEEE voting members of the organizational unit be given the opportunity to express their opinion. If their opinion is required, all eligible members of the organizational unit shall be sent written notice and ballots at least 30 days in advance of the close of balloting. If a majority of those members voting on the issue are in favor of the new assessment, the change may be brought back to the Board of Directors and approved by action of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present.

3. Payments. Any "member choice" payments shall be handled in accordance with the operating rules as specified in the operations manual of the organizational unit receiving them. Other payments, except as noted in other paragraphs of these Bylaws, shall be set by the Board of Directors.

4. Annual Dues Period; Billing Cycle; Termination and Reinstatement; Proration Schedule; Waiver or Reductions; Methods of Payment. The annual dues period or membership year shall be 1 January to 31 December.

Should dues and applicable assessments remain unpaid as of 1 March in any membership year, membership shall be automatically terminated, including all privileges and rights, including the right to receive products and services associated with membership. Notification of membership termination shall be provided to an affected member, along with information as to procedures for reinstatement.

The procedures for billing schedule; proration schedule; waiver reduction and acceptable methods of payment of members' dues, assessments and fees; termination of membership and reinstatement of membership shall be specified in the IEEE Policies.

5. IEEE Dues. Using one-hundred thirty-four dollars (USD 134.00) as a base, IEEE dues for all grades other than Student Member and Graduate Student Member, except as noted in other paragraphs of this Bylaw, shall be adjusted annually beginning in 2011 to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. There shall be no dues and assessments for Honorary Members.

Reduction or waivers of dues for certain categories of membership shall be specified in the IEEE Policies.

The amount allocated to Regions, Sections, Chapters, Affinity Groups and Student Branches will equal 12% of member dues.

6. Assessments. In addition to the IEEE dues, the following annual assessments shall apply.

**A. IEEE-USA and ABET Annual Assessments.**

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, there shall be an assessment which shall support IEEE-USA. Using an assessment of forty-five dollars (USD 45.00) as a base, the assessment shall be indexed each year to reflect the change in the three-year average of the U.S. consumer price index published by the U.S. Bureau of Labor Statistics, rounded to the nearest whole dollar, beginning with the 2018 dues.

For members other than Student Member and Graduate Student Member, who belong to Regions 1-6 and reside within the United States, three dollars (USD 3.00) shall be



**100 MEMBERSHIP**

accounted for in an ABET reserve bookkeeping account which shall support exclusively IEEE's ABET dues and associated operating expenses by the Educational Activities Board. Beginning with the 2006 membership year, and continuing in each subsequent year, this assessment shall be increased by one dollar (USD 1.00) each time the following two criteria are met: (1) IEEE expenses for ABET dues and associated operating expenses exceed proceeds from this assessment by more than USD 100,000 in the immediately preceding membership year; and (2) the ABET reserve has less than 110% of the expected expenditures for the immediately succeeding membership year.

**B. Regional Assessments.**

For members other than Student Member and Graduate Student Member, belonging to each of the following Regions, the respective assessment shall apply:

Region 1, five dollars (USD 5.00) for Region 1  
 Region 2, two dollars (USD 2.00) for Region 2  
 Region 3, two dollars (USD 2.00) for Region 3  
 Region 4, three dollars (USD 3.00) for Region 4  
 Region 5, five dollars (USD 5.00) for Region 5  
 Region 6, three dollars (USD 3.00) for Region 6  
 Region 7, nineteen dollars (USD 19.00) for Region 7  
 Region 8, thirteen dollars (USD 13.00) for Region 8  
 Region 9, four dollars (USD 4.00) for Region 9  
 Region 10, five dollars (USD 5.00) for Region 10

**C. Section Assessments.**

There shall be a twenty-five dollar (USD 25.00) assessment for members, other than Student Members and Graduate Student Members, who are members of a Section in Japan. The assessment shall be allocated to each of the Sections in Japan based on the member's Section assignment and shall be used to support the activities of the respective Sections.

**D. European Public Policy Assessment.**

There shall be a five dollar (USD 5.00) assessment for members, other than Student Members and Graduate Student Members, who are members from Region 8 within countries that are a part of the European Union (EU) or European Free Trade Association (EFTA). The assessment shall be used to support the development of public policy and related activities for the benefit of the profession and public in Europe.

7. **Student Member and Graduate Student Member Dues.** IEEE dues for the Student Member and Graduate Student Member grades shall be thirty-two dollars (USD 32.00) per year in Regions 1-7 and twenty-seven dollars (USD 27.00) in Regions 8-10.

Student Members and Graduate Student Members in good standing transferring to any other grade upon graduation, shall pay graduated dues, assessments, and Society dues following graduation as follows, provided membership is maintained without loss of continuity during these years:

- First Year 50%
- Second Year 100%

This program shall be available to members on a one-time lifetime basis. Once a member has taken advantage of this benefit it cannot be claimed again.

An IEEE Student Member or an IEEE Graduate Student Member may join as many of the IEEE Societies as serve the member's interests and may subscribe to Society periodical options available to Society members. The Student and Graduate Student membership dues and optional periodical prices shall be established annually by the individual Societies/Councils/Committees. If no specific rates are provided, Student Member and Graduate Student Member Society dues will not exceed 50% of Member dues, and Student Member and Graduate Student Member subscription rates for optional periodicals will not exceed 75% of Member rates. Individual dues will be rounded up to the next whole dollar.

8. **Members-Dues Waived.** Dues and assessments, if any, shall be waived on 1 January of the year following attainment of Life Member status as defined in Bylaw I-102.2. In determining the required years of membership, the following rules shall apply:
- (a) Only years in which membership dues were paid shall be counted;
  - (b) Years of Student and Graduate Student membership shall be counted; and
  - (c) Years of membership need not be consecutive.

Life Membership in IEEE entitles the member to the privileges specified in IEEE Bylaw I-105.8. In addition, Life Members shall be entitled to receive, free of charge, the services and publication(s) provided for the basic IEEE dues and assessments, on the condition that the Life Member confirms each year that such services and publication(s) are still desired. Life Members shall receive an annual election ballot on the condition that the Life Member confirms each year that the Life Member desires to receive an annual election ballot.

An individual who has had not less than five years of Society or IEEE-SA membership, immediately prior to attaining Life Membership, or completes such five-year period of membership while a Life Member, may continue a Life Membership in such Society or IEEE-SA, respectively, without dues payment. Life Membership in a Society or IEEE-SA entitles the member to receive, free of charge, the services and publication(s) provided for the basic Society dues or IEEE-SA dues, as the case may be, on the condition that the Life Member confirms each year that such services and publication(s) are still desired.

**I-109. Resignation**

1. **Written Notice.** A member in good standing may resign by submitting a written resignation to the IEEE Secretary.
2. **Approval to Resume Membership.** Subject to the approval of the Admission and Advancement Committee, a resigned member may resume membership upon payment of the current dues, assessments, and fees, as appropriate. Continuity of membership(s) may be obtained by payment

**100 MEMBERSHIP**

of the dues and any assessments or fees pertaining to the lapsed years.

**I-110. Member Discipline and Support**

1. **Cause for Expulsion, Suspension, or Censure.** A member of IEEE may be expelled, suspended, or censured for cause. Cause shall mean conduct that is determined to be:
  - a material violation of the IEEE Code of Ethics, or
  - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of IEEE that is seriously prejudicial to IEEE, or
  - other conduct that is seriously prejudicial to IEEE.

The Board of Directors at its discretion may notify the membership of any expulsion, suspension, or censure. Any such notification may include a statement of the circumstances surrounding such action.

2. **Rights and Privileges.** No person who has been expelled from membership and no member who has been suspended shall (during the period of the suspension) be allowed any of the rights or privileges of membership in IEEE. Service on committees and boards, at all levels, shall be denied to a person expelled or suspended (during the period of the suspension) from IEEE.
3. **Member Conduct Complaints.** The Ethics and Member Conduct Committee shall review complaints alleging conduct by an IEEE member that constitutes cause. Complaints may be filed by any IEEE member in good standing individually.

The Ethics and Member Conduct Committee shall institute proceedings if it determines, after a preliminary investigation, that there is a reasonable basis for believing (1) that the facts alleged in the complaint, if proven, would constitute cause for expulsion, suspension, or censure of the charged member, and (2) that the facts alleged in the complaint can be proven.

No conduct alleged to have occurred more than two years prior to the date on which the complaint is received shall be considered by the Ethics and Member Conduct Committee except that with respect to alleged acts of plagiarism, the Ethics and Member Conduct Committee shall consider only those complaints received within ten years of the alleged act of plagiarism.

The Ethics and Member Conduct Committee shall not be required to initiate an investigation unless the person(s) submitting a complaint agree in writing to attend any hearing instituted pursuant to Bylaw I-110.4, if so requested by the charged member or the Ethics and Member Conduct Committee.

The detailed procedures and requirements related to the filing of complaints, investigations, timelines, hearing board procedures, and required reports shall be specified in the IEEE Policies.

4. **Hearing Board.** The IEEE President, with the concurrence of the IEEE Board of Directors, shall appoint a hearing board to hear each complaint when proceedings have been instituted by the IEEE Ethics and Member Conduct

Committee. Each hearing board shall consist of no fewer than five and no more than nine IEEE voting members, none of whom shall be currently serving on the IEEE Board of Directors. In addition, alternates for each hearing board shall be identified and appointed to serve in place of one or more hearing board members should such member(s) become disqualified after selection.

The hearing board shall base its decisions only on testimony and other evidence presented at the hearing. The charged member or such member's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint.

A finding by the hearing board that the charged member's conduct constitutes cause, as set forth in Bylaw I-110.1, shall require an affirmative vote of two-thirds of votes of the members of the hearing board present at the time of the vote, provided a quorum is present. The hearing board may either (i) recommend to the Board of Directors the sanction to be imposed or (ii) request that the Board determine the sanction to be imposed. All findings and recommendations by the hearing board shall be in writing.

If the hearing board finds that the charged member's conduct constitutes cause, as set forth in Bylaw I-110.1, the Board of Directors shall review the findings and recommendations as to sanction, if any, made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings and recommendations as to sanction, if any, of the hearing board shall be made available to the Board of Directors.

5. **Sanctions.** Recommendations by the hearing board and determinations by the Board of Directors as to sanctions, as defined below, shall be made by the hearing board or the Board of Directors on the basis of the severity of the wrongful conduct of the individual, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors that the hearing board or the Board of Directors considers relevant in the circumstances of the particular case.

The sanctions which may be imposed by the Board of Directors are as follows:

- Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
- Suspension which shall mean that all benefits and privileges associated with the member grade held, at the time the suspension begins, shall cease for the period of the suspension. The hearing board shall make a recommendation on the time period for suspension.
- Expulsion which shall mean that the individual shall no longer be a member of IEEE. All rights and privileges of membership shall cease and the individual shall be removed from the membership rolls of IEEE.

6. **Final Action by the IEEE Board of Directors.** The final action of the Board of Directors shall be by recorded ballot at a meeting of the Board of Directors. If the complaint was

**100 MEMBERSHIP**

signed by a Director, such Director shall not be eligible to vote. Any other Director may disqualify himself or herself on his or her own motion or be disqualified by an affirmative vote of the Directors voting on the question.

An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present shall be required to sustain the hearing board's findings as to cause and to sustain any recommendations by the hearing board as to sanction.

In the event that the Board of Directors sustains a finding by the hearing board as to cause, but either the hearing board made no recommendation as to sanction, or the sanction recommended by the hearing board is not sustained by the Board of Directors, then the sanction shall be determined by an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present. The Board of Directors may reduce, but may not increase, the sanction recommended by the hearing board.

7. Notifications. The Board of Directors shall notify the member(s) charged of the decision taken. Expelled members' names shall be dropped from the membership rolls of IEEE.

The Board of Directors, at its discretion, may notify the membership of any expulsion, suspension, or censure. Notification may include a statement of the circumstances surrounding such action. Any such publication or notice to IEEE members shall be issued through the office of the IEEE Executive Director.

8. Readmission. Notwithstanding anything in these Bylaws to the contrary, an affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to approve the readmission to membership of a former member who has been expelled under the provisions of this Bylaw.
9. Misrepresentation. If information is presented to the Ethics and Member Conduct Committee (EMCC) indicating that the application for membership or transfer to a higher grade contains material misrepresentations or false statements, the EMCC shall investigate and provide the member an opportunity to submit an explanation. If the EMCC concludes that such application contains material misrepresentations or false statements, the membership shall be terminated with notice mailed to the member. All such actions taken by EMCC shall be reported to the IEEE Board of Directors.
10. Requests for Support. IEEE may offer support to engineers and scientists involved in matters of ethical principle that stem in whole or in part from adherence to the principles embodied in the IEEE Code of Ethics, and that can jeopardize a person's livelihood, can compromise the discharge of the person's professional responsibilities, or that can be detrimental to the interests of IEEE or of the engineering profession. All requests for support containing allegations against persons not members of IEEE or against employers or others, and matters of information considered to be relevant to the ethical principles or ethical

conduct supported by IEEE shall be submitted initially to the Ethics and Member Conduct Committee. Requests for support shall not include requests that the Ethics and Member Conduct Committee support a member who is the subject of a complaint as set forth in Bylaw I-110.3. IEEE support of persons requesting assistance or amicus curiae participation in legal proceedings shall be limited to issues of ethical principle.

The Ethics and Member Conduct Committee, following a preliminary investigation of any requests for support received, shall submit a report to the Board of Directors, which shall include findings and recommendations for consideration by the Board of Directors. The Board of Directors may, if it deems it appropriate to do so, appoint an advisory board to assist it in considering such report. On the basis of information available, the Board of Directors may thereafter offer support to the person making the request as appropriate to the circumstances and consistent with Sections 7.11 of the IEEE Policies.

The Board of Directors may publish findings, opinions, or comments in support of the person and take such further action as may be in the interests of that person, IEEE, or the engineering profession.

#### I-111. Removal or Suspension of Delegates, Directors, and Officers

1. Vote to Remove Delegate/Director-Officer. A Delegate/Director-Officer elected by the voting members of IEEE may be removed, with or without cause, by vote of the voting members of IEEE, as follows:
  - (a) Within thirty (30) days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of voting members of IEEE moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of IEEE.
  - (b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
2. Vote to Remove Delegate/Director-Officer of an Organizational Unit. A Delegate/Director-Officer elected by the voting members of an IEEE organizational unit may be removed from office, with or without cause, by a vote of the voting members of the IEEE organizational unit who elected that person, as follows:
  - (a) Within thirty (30) days following either (i) the affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, on a motion to remove such Delegate/Director-Officer, or (ii) the receipt by IEEE Headquarters or Operations Center of a petition signed by at least 10% of the total number of

## 100 MEMBERSHIP

voting members in such an organizational unit moving for the removal of such Delegate/Director-Officer, a ballot on such motion shall be submitted to the voting members of such an organizational unit.

- (b) If a majority of the ballots cast for or against such motion are to remove such Delegate/Director-Officer, such Delegate/Director-Officer shall be removed from such positions.
  - (c) Bylaws or Operations Manuals specific to each IEEE organizational unit may define any further procedures beyond this Bylaw I-111.2.
3. Election Recall. Written ballots will be valid only when received in an envelope marked "Ballot" and when the voting member's signature is furnished in accordance with the instructions accompanying the ballot. Only ballots arriving in IEEE Headquarters or Operations Center, or received by an organization delegated by the IEEE Executive Director (see Bylaw I-306.2), before twelve o'clock noon on the first working day following the forty-fifth day after the ballots were mailed (the "final recall election ballot receipt date") shall be valid. Ballots shall be checked, opened, and validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth working day following the final recall election ballot receipt date. As provided in Bylaw I-305.16, the Tellers Committee shall announce the result of the tally of the votes no later than the tenth working day following the final recall election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee, a copy of which shall be sent to the person who is the subject of the recall election. Subject to Bylaw I-307.18, the removal of such person shall be effective fifteen (15) days after the date of such report.
  4. Vote to Remove Assembly-Elected Director. A Director or Director-Officer elected by the Assembly may be removed from the position as Director or Director-Officer, with or without cause, by affirmative vote of two-thirds of the members of the Assembly who vote on a motion to remove such Director or Director-Officer, such removal to be effective at the time specified in such motion.
  5. Suspension by the Board of Directors. An Officer elected by the Assembly or the voting members may not be removed from the position as an Officer by the Board of Directors, but his/her authority to act as an Officer may be suspended by the Board of Directors for cause, as follows:
    - (a) Cause shall mean conduct that is determined to be:
      - a material violation of the IEEE Code of Ethics, or
      - a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of IEEE that is seriously prejudicial to IEEE, or
      - other conduct that is seriously prejudicial to IEEE.
    - (b) Upon receipt by the members of the Board of Directors of a complaint in the form of an affidavit, notarized and signed by at least three members of the Board of Directors, which sets forth with reasonable specificity the alleged conduct of an Officer occurring during the term as Officer that is alleged to constitute

cause for the suspension of such Officer's authority to act as an Officer, such complaint shall be promptly transmitted to the Ethics and Member Conduct Committee. At the discretion of the Board of Directors, the authority of the charged Officer to act as an Officer may be temporarily suspended pending further proceedings, but only if the Board of Directors concludes, by an affirmative vote of two-thirds of the votes of the Directors present at the time of the vote, provided a quorum is present, on the question, that the alleged misconduct, if proven, is so seriously prejudicial to IEEE that such temporary suspension pending further proceedings is necessary in the best interests of IEEE. The members of the Board of Directors who signed the complaint shall not vote on the question.

- (c) The Ethics and Member Conduct Committee shall institute proceedings looking towards the suspension of such Officer's authority to act as an Officer if the Ethics and Member Conduct Committee determines, after a preliminary investigation, that there is a reasonable basis for believing (i) that the facts alleged in the complaint, if proven, would constitute cause for such suspension, and (ii) that the facts alleged in the complaint can be proven. In making such preliminary investigation, the Ethics and Member Conduct Committee may act in its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall not be required to initiate an investigation unless the persons submitting a complaint agree in writing to attend any hearing instituted pursuant to subdivision (d) of this Bylaw, if so requested by the charged Officer or the Ethics and Member Conduct Committee.
- (d) Any proceedings instituted by the Ethics and Member Conduct Committee shall be heard by the hearing board selected in the manner provided in Bylaw I-110.4. Upon instituting any such proceeding, the Ethics and Member Conduct Committee shall furnish the charged Officer with a copy of the complaint; shall give notice to such Officer of the time and place scheduled for hearing the complaint; and shall invite the Officer to present at such time a defense either in person, in writing, or by an authorized representative. The Ethics and Member Conduct Committee, or its authorized representative, shall present the case against the charged Officer at the hearing. The hearing board shall base its decision only on testimony and other evidence presented at the hearing. The charged Officer or the Officer's authorized representative shall have an opportunity at such hearing to present testimony and other evidence and to confront the evidence supporting the complaint. A finding by the hearing board that the charged Officer's conduct constitutes cause shall require an affirmative vote of two-thirds of the votes of the hearing board members present at the time of the vote, provided a quorum is present. All findings by the hearing board shall be in writing.
- (e) If the hearing board finds that the charged Officer's conduct constitutes cause, the Board of Directors

**100 MEMBERSHIP**

shall review the findings made by the hearing board. The complaint, all evidence submitted to the hearing board, and the written findings of the hearing board shall be made available to the Board of Directors. An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to affirm the hearing board's finding that the charged Officer's conduct constitutes cause. If such a finding is affirmed, a separate affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required to determine the period of time during which the Officer's authority to act as an Officer shall be suspended. The members of the Board of Directors who signed the complaint shall not vote on either of the foregoing questions.

6. Suspension of an Officer. An Officer's authority to act in any official capacity shall automatically be suspended for any period during which his/her authority to act as an Officer is suspended as provided in Bylaw I-111.5.
7. Vote to Remove a Member of an IEEE Board or Committee or a Member of a Board or Committee of an Organizational Unit. A member of an IEEE Board or Committee may be removed as a member of that Board or Committee, with or without cause, by the affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present. A member of a board or committee of an organizational unit may be removed as a member of that board or committee, with or without cause, by either, as applicable, (i) the affirmative vote of two-thirds of the members of the appointing body, present at the time of the vote, provided a quorum is present, or (ii) the individual then currently holding the office that made the appointment.

Vacancies resulting from removal or suspension shall be filled following the methodology used to make the original appointment.

8. Vote to Remove IEEE Representatives. An IEEE Representative appointed to an outside organization by the Board of Directors or Major Board may be removed from the position as an IEEE Representative, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such IEEE Representative.



**I-200. THE ASSEMBLY****I-201. Membership**

1. **How Constituted.** The Assembly shall consist of 23 delegates, who shall be the IEEE President, the IEEE President-Elect, the IEEE Past President, the ten Region Delegates, and the ten Division Delegates.
2. **Division Delegates.** The terms of the Delegates from even-numbered Divisions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Divisions shall begin in even-numbered years. A Delegate elected by a Division shall be a member of and maintain membership in at least one of the Societies within that Division and shall have a term of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the Technical Activities Board Operations Manual, as approved by the Technical Activities Board, and reported to the IEEE Board of Directors. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
3. **Region Delegates.** The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years. Additional eligibility requirements, beyond those stated in these Bylaws, shall be specified in the respective Region Bylaws, as approved by the Member and Geographic Activities Board, and reported to the IEEE Board of Directors. In the case of Delegate-Elect, the term of office may be for one or two years and shall be consistent with the provisions of the Bylaws dealing with Nominations and Elections. The terms of the Delegates from even-numbered Regions shall begin in odd-numbered years and terms of the Delegates from odd-numbered Regions shall begin in even-numbered years. If a vacancy occurs for any reason, it shall be filled in accordance with Bylaw I-301.12.
4. **Terms of Directors.** As stated in the Constitution, all Delegates shall be elected Directors of the IEEE Board of Directors by virtue of their election as Delegates, and shall serve terms as Directors concurrent with their terms as Delegates. All Delegates-Elect shall be elected as Directors-Elect by virtue of their election as Delegates-Elect, and shall serve the same terms as Directors-Elect concurrent with their terms as Delegates-Elect.
5. **Grade.** All Delegates shall be of Fellow or Senior Member grade.
6. **President.** The presiding officer of the Assembly, as provided by the Constitution, shall be the President of IEEE.
7. **IEEE Executive Director.** The IEEE Executive Director shall serve as Staff Secretary for the Assembly and provide the recordkeeping and secretarial functions. In the absence of the IEEE Executive Director, the President shall perform the above functions or may delegate these tasks to another person.

**I-202. Meetings**

1. **Annual Meeting.** The annual meeting of the Assembly, required by the Constitution, shall be held in conjunction with the last regularly scheduled meeting of the Board of Directors in each fiscal year. Written notice shall state the place, date and hour of the meeting. A copy of the notice of the meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Delegate. If the notice is given personally, by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address.
2. **Special Meetings.** Special meetings of the Assembly may be called by the Chair or by any five Delegates on notice to all other Delegates. Notice of any meeting shall state the place, date and hour of the meeting, and indicate that it is being issued by or at the direction of the person or persons calling the meeting. It shall specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five days before the date of the meeting, or by mail not less than ten days before the date of the meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the delegate at his/her last known address. A special meeting of the Assembly to fill a vacancy occurring among the Corporate Officers, as specified in Bylaw I-301.12, must be called within 90 days following existence of such a vacancy. If a Region or Division fails to fill a vacancy in the office of Region/Division Delegate within six months following notice of such vacancy, a special meeting of the Assembly shall be called within 90 days thereafter to fill such vacancy.
3. **Adjourned Meeting.** Notice of any adjourned meeting of the Assembly, specifying the time and place of the next meeting, shall be given to the Delegates who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Delegates.
4. **Waiver.** Notice of a meeting need not be given to any Delegate who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Assembly. If written, the waiver must be executed by the Delegate signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with,

**200 ASSEMBLY**

information from which it can reasonably be determined that the transmission was authorized by the Delegate.

5. Quorum. A majority of the voting members of the Assembly shall constitute a quorum.
6. Action of the Assembly at a Meeting of the Assembly. Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, a majority of the votes cast, provided a quorum is present, shall be the act of the Assembly.
7. Unanimous Written Consent. Whenever Delegates are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all Delegates which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Delegate by signing such consent or causing his/her signature to be affixed to such consent by any reasonable means including facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Delegate. Written or electronic consent thus given by all Delegates entitled to vote shall have the same effect as a unanimous vote of the Assembly.
8. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Delegates for the purpose of attending any special meeting of the Assembly.

I-203. Functions

1. Election of Officers. The IEEE Assembly shall elect the following four Corporate Officers for terms of one year, who shall also thereby be elected Directors-at-large: the Vice President - Educational Activities (who shall serve as Chair of the Educational Activities Board), the Vice President - Publication Services and Products (who shall serve as Chair of the Publication Services and Products Board), the Secretary, and the Treasurer.

The IEEE Assembly shall also elect the Vice President-Elect - Member and Geographic Activities (who shall become the Vice President - Member and Geographic Activities after one year as Vice President-Elect). The Vice President – Member and Geographic Activities (who shall serve as Chair of the Member and Geographic Activities Board) shall be a Corporate Officer.

In accordance with the IEEE Constitution, at the discretion of the Assembly, the offices of Treasurer and Secretary may be held concurrently by one person. An individual who has been elected to serve during the same year as IEEE-SA President, IEEE-USA President or Vice President - Technical Activities shall not be considered for an IEEE Assembly-elected position.

The procedure listed below shall govern election of Corporate Officers by the Assembly:

- a. No nominations from the floor shall be permitted during the Assembly meeting at which the elections are held.
- b. Candidates, in addition to those on the IEEE Nominations and Appointments Committee slate and/or the Member and Geographic Activities Assembly slate, may be nominated no later than ten days prior to the IEEE Assembly meeting, if the signatures of five IEEE Assembly members accompany the nomination. Candidates may only seek nomination for one of the positions for which they have been considered by either the IEEE Nominations and Appointments Committee or the MGA Nominations and Appointments Committee using these committees' established review processes. Biographies and position statements for such candidates provided to the IEEE Assembly shall be those considered by the respective nominating committee. Nominations, which shall remain confidential, along with endorsements, shall be submitted to a designee specified by the IEEE Assembly Chair who will promptly inform the IEEE Assembly of nominees qualifying under this provision.
- c. Each candidate on the ballot will have an opportunity to appear before the Assembly for five minutes for the purpose of making a presentation as to his/her candidacy. Each presentation shall be followed by a short question and answer period. If a candidate is unable to attend the IEEE Assembly meeting either in person or via electronic/telephonic means, he/she may designate an individual, who is not a member of the IEEE Assembly, to make the presentation on his/her behalf, however, no question and answer period shall follow.

The Assembly shall take appropriate action to fill vacancies on the Board of Directors as specified in Bylaw I-301.12.

2. Receipt and Filing of Reports. The Assembly shall receive reports, in accordance with Section 519 of the Not-For-Profit Corporation Law of the State of New York. The financial statements as described in subsections (1) through (4) of Section 519 shall be received by the Assembly at the first meeting at which are available the certified financial statements for the preceding calendar year. Changes in groups of members, and other information as required by subsection (5) of Section 519 shall be received by the Assembly as soon as practical following verification by the President and Treasurer. These reports shall be filed with the records of IEEE and copies or abstracts thereof entered in the minutes of the proceedings of the Assembly.

**I-300. MANAGEMENT****I-300. General****1. Governance; Parliamentary Procedures; Meeting Protocol.**

**Governance.** The policies, procedures, rules and regulations by which IEEE and its organizational units are governed are embodied in the following documents. The IEEE Certificate of Incorporation legally establishes IEEE. The IEEE Constitution, which can be approved and amended only by the voting members of IEEE, contains IEEE's fundamental objectives and organization. Implementation of the constitutional provisions by specific organizational units and their policies, is contained in these IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The IEEE Policies contains more detailed statements of specific policies, objectives and procedures which may be approved only by the IEEE Board of Directors.

The precedence of these documents should be remembered by all those engaged in IEEE management duties. The IEEE Bylaws shall not be in conflict with the New York Not-For-Profit Corporation Law, the IEEE Certificate of Incorporation, or the IEEE Constitution. The IEEE Policies must conform to the provisions of all these documents. Accordingly, additional documents governing organizational units such as operations manuals, policy statements and organizational unit bylaws shall conform to and not conflict with the provisions of the IEEE governing documents cited above.

**Parliamentary Procedures.** *Robert's Rules of Order* (latest revision) shall be used to conduct business at meetings of the IEEE Board of Directors, Committees of the Board of Directors, Committees of IEEE and other organizational units of the IEEE unless other rules of procedure are specified in the Not-For-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation, the IEEE Constitution, these Bylaws, the IEEE Policies, resolutions of the IEEE Board of Directors, or the applicable governing documents of those organizational units provided such organizational documents are not in conflict with any of the foregoing.

The IEEE Board of Directors shall resolve any issues related to the interpretation of, and conformance of other documents to IEEE's governing documents.

**Meeting Protocol.** Meetings of the IEEE Board of Directors, Major Boards, and other organizational units shall be open for attendance by any IEEE member or staff. Guests (who are not members of the particular body) are not entitled to join the discussion but may be allowed to address the body at the discretion of the body. Meetings shall be convened in Executive Session when dealing with confidential matters such as, but not restricted to, individual matters, disciplinary actions, legal and business critical issues. Executive Sessions shall be conducted in accordance with *Robert's Rules of Order* (latest revision), Chapter 4, §9. Members of the Board of Directors shall be allowed to attend Executive Sessions of any board or committee unless there is a conflict of interest with respect to the matter being discussed. Barring a conflict of

interest, members of the Board of Directors shall be granted access to the approved minutes of executive sessions of any organizational unit board, committee or council.

**2. Conflict of Interest.** All persons either elected or appointed to an IEEE office (including but not limited to any Board, Committee, Section, Council, Society, or Chapter), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of IEEE. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. In the event that a person nominated for or holding an IEEE office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the person in charge of the activity (or the next higher authority if the member is in charge) and to the governing body of the unit of IEEE in which he or she holds office and recuse himself or herself at any Board, Committee, Section, Council, Society, Chapter, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest. A copy of the disclosure statement shall be reviewed by the Audit Committee.

**3. Indemnification.** To the extent permitted by law, IEEE shall indemnify (i) each Director, Officer, former Director and former Officer of IEEE, (ii) each person who serves as a duly authorized volunteer or employee of a duly authorized IEEE activity, (iii) each person who shall have served at the request of IEEE as a Director or Officer of another organization, and (iv) each person who serves on those committees responsible for IEEE employee benefit plans, against judgments, fines, amounts paid in settlement and reasonable expenses, including without limitation attorney's fees and expenses, actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the Board of Directors to have been duly authorized and is not found by the Board of Directors to have been taken in bad faith or in a manner inconsistent with the purposes or objectives of IEEE as expressed in Bylaws, IEEE Policies, or resolutions duly adopted by the Board of Directors or in policies and procedures duly adopted by an IEEE organizational unit which are applicable to the activity at issue, (ii) the person to be indemnified has otherwise met the standards of conduct set forth in Section 722 or established by Section 721 of the New York Not-For-Profit Corporation Law, and (iii) that such indemnification is not otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

**4. Action of the Board of Directors and Committees.**

(1) Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, or the Not-For-Profit Corporation Law of the State of New York, the vote of a majority of the votes of the



**300 MANAGEMENT**

members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be the act of the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards, listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors.

Unless otherwise provided in the Certificate of Incorporation, the Constitution, these Bylaws, the Not-For-Profit Corporation Law of the State of New York or the applicable governing documents of a board or committee of any organizational unit of IEEE (other than the Board of Directors, the Committees of the Board of Directors, the Committees of IEEE as listed in IEEE Bylaw I-304, including the Major Boards listed in IEEE Bylaw I-303, and any other board or committee reporting directly to the Board of Directors), the vote of a majority of the votes cast, provided a quorum is present, shall be the act of such board or committee.

- (2) Except as may otherwise be specifically provided by statute, the Certificate of Incorporation of the corporation or these Bylaws, members of the Board of Directors or any committee or board thereof may participate in a meeting of such board or committee by using conference telephone, electronic conferencing, electronic video screen, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence of the person in the meeting.
- (3) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee or board reporting directly to the Board of Directors may be taken without a meeting if a unanimous consent, which sets forth the action, is signed, or acknowledged via e-mail by all members of the board or committee, as the case may be. If written, the consent must be executed by such party through signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the director. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.
- (4) Unless otherwise restricted by statute, the Certificate of Incorporation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of any board or committee of any organizational unit of IEEE (other than the Board of Directors, and any other board or committee reporting directly to the Board of Directors) with the exception of standards-developing committees of the IEEE Standards Association, may be taken without a meeting if a majority consent, which sets forth the

action, is signed, or acknowledged via e-mail by a majority of all the voting members of the board or committee, as the case may be. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

For standards-developing committees within the IEEE Standards Association, unless a more restrictive requirement is specified in the governing documents of the committee, majority consent of those participating provided a majority of the voting members on the committee respond, shall be required to approve an action taken without a meeting. The consent, which sets forth the action, shall be signed, or acknowledged via e-mail. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the board or committee member. The action and written confirmations shall be filed with the minutes of the proceedings of the board or committee.

- (5) Matters for which the Board of Directors has delegated responsibility to an organizational unit pursuant to these Bylaws shall not be implemented until approval by the governing body of the organizational unit and subsequent review and approval by the Board of Directors. After approval by the governing body of the organizational unit, the matter shall be submitted to appropriate staff, as designated by the IEEE Executive Director, who shall oversee the process for obtaining approval by the Board of Directors and who shall also review and recommend any related changes to operations manuals or other documents for clarity, completeness, and conformance with the other governing documents of IEEE. Each such matter shall be distributed to the Board of Directors, but no later than 30 November of each calendar year. If no objections are raised by any of the Directors within 30 days after distribution, the Directors shall be so notified, the matter may be implemented by the applicable organizational unit, and the matter shall be included on the consent agenda of the next regular meeting of the Board of Directors. If an objection is raised by one or more Directors during such 30 day period, the matter shall not be implemented and, unless earlier resolved by resubmission of the matter to the Board of Directors in accordance with the foregoing procedure, or withdrawal of the matter, the matter shall be included on the action agenda of the next regular meeting of the Board of Directors.

**300 MANAGEMENT**

5. Quorum. A majority of the voting members of the Board of Directors, a Major Board or any committee of either thereof shall constitute a quorum. A Major Board or committee may establish more restrictive quorum requirements, which shall be specified in its Operations Manual, and shall be reported to the IEEE Board of Directors.
6. Voting. Individuals holding more than one position on the Board of Directors, a Committee of the Board, a Committee of IEEE, including a Major Board, and any other board or committee of any organizational unit of IEEE, shall be limited to one vote on each matter being considered by such board or committee.

**I-301. Board of Directors**

1. How Constituted. The Board of Directors shall consist of the following 31 Directors: the President, the President-Elect, the Past President, all of whom shall be elected by the eligible voting members of IEEE; the Vice President - Technical Activities, who shall be elected by the eligible voting members of IEEE who are also members of at least one Society; the IEEE-USA President, who shall be elected by the eligible voting members of Regions 1-6; the President IEEE-SA, who shall be elected by the eligible voting members of IEEE who are also members of the Standards Association; ten Region Directors, who shall be elected by the eligible voting members of each respective Region; ten Division Directors, who shall be elected by the eligible voting members belonging to one or more society within each respective Division; the Vice Presidents for Educational Activities, Member and Geographic Activities and Publication Services and Products, the Secretary and the Treasurer, all of whom shall be elected by the Assembly.

In such years as the Assembly shall elect one individual to hold the offices of Secretary and Treasurer, the number of members of the Board of Directors shall be reduced by one.

The entire Board shall consist of the total number of voting Directors, without vacancies.

All Directors shall be of Fellow or Senior Member grade.

2. Directors-at-Large. The Directors elected by the Assembly, the Vice President - Technical Activities, the IEEE-SA President, and the IEEE-USA President shall have Director-at-large status.
3. Meetings. The annual meeting of the Board of Directors, required by the Constitution shall be the last regularly scheduled meeting in each fiscal year of IEEE. The annual meeting of the Assembly shall be held in conjunction with the annual meeting of the Board of Directors which shall be scheduled at the same place. Notices of the Assembly annual meeting shall be distributed at the same time that notices are mailed for the annual meeting of the Board of Directors.
4. Approval of Meeting Schedule. The total number of regular meetings during the year normally shall be three. Locations and dates for approved meetings shall be in accordance with the criteria set forth in the IEEE Policies.

Once scheduled, a meeting date or location may be altered or canceled only for sufficient cause by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the IEEE Secretary, not less than 20 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date of said scheduled meeting, whichever is earlier.

5. Notice of Meetings. Special meetings shall be held upon notice to each Director at the call of the President, or Vice President(s), or by any five voting Directors. Notice of any meeting shall state the place, date and hour of the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, indicate that it is being issued by or at the direction of the person or persons calling the meeting, and unless it is a regularly scheduled meeting under Section 4 hereof, specify the business which will be transacted at the meeting. The notice shall be given personally or by electronic mail not less than five days before the date of the meeting, or by mail not less than ten days before the date of the meeting. For special meetings to be held by conference telephone, electronic conferencing, electronic video screen, or similar communications equipment, notice shall be sent to all Directors via telephone, electronic mail, facsimile, or recognized courier service, not less than 48 hours before the time set for the special meeting. If sent by mail such notice shall be deemed to be given when deposited in the United States mail, with first class postage prepaid, directed to the Director at his/her last known address. Notice of any adjourned meeting of the Board, specifying the time and place of the next meeting, shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.
6. Waiver of Meeting Notice. Notice of a meeting need not be given to any Director who submits a written or electronic waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waiver of notice need not specify the purpose of any regular or special meeting of the Board. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.
7. Meeting Documentation. Any documents and materials required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws in connection with a meeting or otherwise shall be sent by such routings as shall ensure prompt delivery.
8. Electronic Participation in Special Meetings of the Board. One or more members of the Board who is not physically present at a special meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting provided that all

**300 MANAGEMENT**

persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

9. Action of the Board by Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
10. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be distributed to all Directors. In the absence of extenuating circumstances, minutes of all meetings of the Board of Directors shall be distributed within 45 days of the meeting.
11. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for Directors for the purpose of attending meetings of the Board of Directors or otherwise in the performance of their duties, and for Directors-Elect when invited to attend a meeting of the Board of Directors as observers.

No Corporate Officer or Director shall be interested, within the meaning of the New York Not-for-Profit Corporation Law, directly or indirectly, in any contract relating to the operations of 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 duly constituted meeting, provided that no sitting member of the Audit Committee may be considered for or receive any contract during his/her term of service on the Audit Committee. No Corporate Officer or Director may participate in deliberation or voting with respect to his/her potential related party transaction as defined by the New York Not-for-Profit Corporation Law, and is required to disclose to the Board in good faith all facts related to his/her interest. The Board shall only authorize such contract after making a determination that is fair, reasonable and in the best interest of IEEE at the time of such determination.

12. Vacancies.
  - (1) The incumbent President-Elect shall assume the duties of the President should the Presidential office become vacated, thereby vacating the office of President-Elect. Having served the remainder of the Presidential term, and the term to which he/she had been elected, the President shall serve as Past President. The Past President who is in office when the vacancy in the office of the President occurs shall serve one additional year.

- (2) The next most recently retired Past President available to serve shall fill a vacancy occurring in the office of Past President.
- (3) Should a vacancy occur in the office of the President-Elect or the President-Elect-Elect, the Assembly shall fill the vacancy. The individual assuming the office of President-Elect shall complete the remainder of the three-year term in the consecutive positions of President-Elect, President, and Past President.
- (4) In the event that a candidate for President-Elect becomes incapacitated and subsequently wins the election, the vacancy shall be filled by the Assembly.
- (5) An individual elected to fill an unexpired term of a corporate office that normally is filled by a Delegate-at-large does not become a Delegate-at-large unless already a Delegate-at-large or unless confirmed as such at the next general election.
- (6) The incumbent Region or Division Delegate-Elect/Director-Elect shall assume the duties of the respective Region or Division Delegate/Director should that office become vacated, thereby vacating the office of Region or Division Delegate-Elect/Director-Elect. The person assuming such vacated office of Region or Division Delegate-Elect/Director-Elect shall complete the remainder of the term of the office that was vacated, followed by the term to which that person was elected to be Region or Division Delegate/Director. A vacancy shall occur in the office of Division Delegate at such time as the incumbent ceases to maintain membership in at least one Society in the Division that elected such Delegate. A vacancy shall occur in the office of Region Delegate at such time as the incumbent ceases to reside in the Region that elected that Delegate.
- (7) The Assembly shall fill other vacancies 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 Region or Division Director, for which there is no provision in these Bylaws for a Delegate-Elect/Director-Elect who shall automatically assume the office of Delegate/Director, then the Region or Division that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region or Division shall fail to elect a Director within six months after notice of such vacancy, the vacancy may be filled by the Assembly even if, by reason of such election, the number of Directors elected by the voting members shall be less than 60% of the total number of Directors, provided, however, that any such Director elected by the Assembly, as opposed to the voting member, shall not be a Delegate.
- (8) Major Board Operations Manuals shall specify detailed methods by which vacancies in the offices of Director or Director-Elect shall be filled. A Director-Elect may fill the unexpired term without a further election. Vacancies in the office of Director-Elect shall be filled by a membership election. In the event that an organizational unit fails to elect a Director-

**300 MANAGEMENT**

Elect or fill the Director vacancy within six months, the vacancy shall be filled by the Assembly.

- (9) For any circumstances that have not been foreseen in these Bylaw provisions, the Assembly shall fill such a vacancy.

13. IEEE President's Award. The IEEE President, with the consent of the Board of Directors, may name individuals to receive the IEEE President's Award. Normally, no more than two awards will be bestowed in any given year. This recognition may be given to individuals, not necessarily members of IEEE, whose careers have exhibited distinguished leadership and contributions to the public. To those recipients not already members of IEEE, this recognition shall carry an entitlement of the privileges of IEEE except the right to vote and hold office therein.

I-302. Corporate Officers and Duties, Annual Report of the Secretary

1. How Constituted. The Corporate Officers of IEEE shall be the President, the President-Elect, the IEEE-USA President, the Vice President - Technical Activities, and the Corporate Officers elected by the Assembly as defined in Bylaw I-203.1.

2. Incapacity of the President. An incapacity of the President that does not constitute a vacancy of office shall be determined by the Board of Directors. In addition, the President may declare a condition of incapacity and the duration thereof by written communication to the Secretary.

During such incapacity of the President, the President-Elect or, if the President-Elect is unavailable or incapacitated, such person as designated by the Board of Directors shall assume the Presidential duties.

3. Duties of the IEEE Secretary and Assistant Secretary.

- A. Annual Report of the Secretary. In addition to the duties specified in the Constitution, the Secretary shall prepare an Annual Report on membership, meetings, and IEEE activities to be submitted to the Board of Directors.
- B. Assistant Secretary. The IEEE Board of Directors shall appoint a member of the staff to act as Assistant Secretary. If the IEEE Executive Director is not serving as the Assistant Secretary, the IEEE Executive Director shall recommend another member of the staff, for appointment by the Board of Directors.

The Assistant Secretary shall have such powers and duties as the Secretary may assign. If the Secretary is absent, disqualified from acting, unable to act or refuses to act, the Assistant Secretary shall have the powers of, and perform the duties of, the office of the Secretary exclusive of his/her role and responsibilities as an IEEE Director.

4. Duties of the IEEE Treasurer and Assistant Treasurer.

- A. Treasurer's Report. In addition to the duties specified in the Constitution, the Treasurer shall make a report

to the Board of Directors semiannually concerning the status of IEEE investments.

- B. Assistant Treasurer. The IEEE Board of Directors shall appoint a member of the staff, as recommended by the IEEE Executive Director, to act as the Assistant Treasurer.

The Assistant Treasurer shall have such powers and duties as the Treasurer may assign. If the Treasurer is absent, disqualified from acting, unable to act or refuses to act, the Assistant Treasurer shall have the powers of, and perform the duties of, the office of the Treasurer exclusive of his/her role and responsibilities as an IEEE Director.

5. Vacancies. A vacancy among the Corporate offices and the duration thereof shall be determined by the Board of Directors. Any vacancy in the Corporate offices shall be filled as provided in Bylaw I-301.12.

6. Reimbursement of Expenses. Reimbursement for actual and necessary expenses is authorized for the Corporate Officers, incurred in the performance of their IEEE duties over and above their duties as Delegates and Directors.

I-303. Major Boards

1. Appointment by Board of Directors. The activities of IEEE shall be conducted wherever possible through voluntarily associated groups of members organized by (1) geographic area (i.e., Sections, etc.) and (2) field of interest (i.e., Societies). To provide for activities of IEEE not adequately fulfilled by the voluntarily associated groups, committees of members shall be appointed by the Board of Directors. Those committees, known as Committees of the Board of Directors and Committees of IEEE are as listed in Bylaws I-304 and I-305. The Major Boards are deemed to be a form of Committees of IEEE. Any voting members of the Major Boards and Committees appointed by any body, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.

2. Major Boards. The IEEE Board of Directors establishes the following Major Boards:

IEEE Educational Activities Board (EAB)  
IEEE Member and Geographic Activities Board (MGAB)  
IEEE Publication Services and Products Board (PSPB)  
IEEE Standards Association (IEEE-SA)  
IEEE Technical Activities Board (TAB)  
IEEE United States of America (IEEE-USA)

These organizational units shall implement programs intended to serve and benefit IEEE members, the engineering and scientific community, and the general public. Programs of Major Boards that have a close relationship to the missions of other Major Boards shall be coordinated with those organizational units. The Board of Directors shall approve the charters, objectives, and mission statements of each such Major Board.

Major Boards and their organizational units may organize and sponsor meetings, seminars, symposia, conferences,

**300 MANAGEMENT**

and other programs on matters related to the interests of the units, within their technical and geographical boundaries.

Major Boards and their organizational units may authorize newsletters, periodicals, magazines, proceedings, and other publications as it may deem necessary for effectively disseminating and publicizing their activities. In so doing, it shall administer the policies and standards set by the Publication Services and Products Board as they relate to publications.

Each Major Board shall be appointed a Staff Secretary who shall be a member of IEEE staff as designated by the IEEE Executive Director.

3. Educational Activities Board (EAB). The IEEE Educational Activities Board shall recommend to the Board of Directors policies on educational matters and implement programs specifically intended to serve and benefit IEEE members in educational pursuits, the engineering and scientific community, and the general public. These programs shall include the broad planning of educational activities of IEEE, the development and delivery of continuing education products and activities, the development of guidelines for IEEE representatives to accreditation bodies, the monitoring of accreditation activities, the coordination of pre-university programs, and the representation of IEEE in matters regarding engineering education. The EAB shall be the IEEE interface in education-related matters with external bodies. The EAB shall provide oversight and report to the IEEE Board of Directors on IEEE-Eta Kappa Nu (IEEE-HKN) and its activities.

EAB shall be responsible for administration of the annual assessment paid to ABET, Inc.

EAB Membership. The Educational Activities Board shall consist of up to 17 members, including the Chair, who shall be the Vice President - Educational Activities; the immediate Past Vice President - Educational Activities; two members having strong interest in engineering education from Technical Activities, jointly appointed by the Vice President - Technical Activities and the Vice President - Educational Activities; two members having strong interest in engineering education from Member and Geographic Activities, one from Regions 1 - 6, and one from Regions 7 - 10, jointly appointed by the Vice President - Member and Geographic Activities and the Vice President - Educational Activities; one member from the Standards Association, jointly appointed by the President, Standards Association and the Vice President - Educational Activities; Chair of the IEEE-HKN Board of Governors; the EAB Treasurer; and the Chairs of the following EAB committees: University Resources, Nominations and Appointments, Awards and Recognition, Pre-University Education Coordinating, Section Outreach, Continuing Education, and Engineering, Computing, and Technology Portals Strategy, all of whom shall be appointed by the Chair of the EAB and affirmed by a majority of EAB; and the Staff Secretary who shall serve without vote.

The members of each EAB Committee shall be approved by the Educational Activities Board. Up to two non-members of IEEE may be appointed as voting members on each of the following EAB Committees: Pre-University

Education Coordinating; EPICS in IEEE; Continuing Education; Engineering, Computing, and Technology Portals Strategy. The Chair of each EAB Committee shall be an IEEE Member.

4. Publication Services and Products Board (PSPB). The IEEE Publication Services and Products Board shall report to the Board of Directors and shall be responsible for formulating and recommending information-related, published services and products policies to the Board of Directors, establishing and maintaining standards and procedures for IEEE information dissemination, recommending policies and best practices as they relate to the IEEE website, and otherwise coordinating and assisting those activities of IEEE and its various organizational units. It is expected that IEEE organizational units will fulfill their obligations for their services and products. Once approved by the Board of Directors, these procedures become part of the policy and procedures of IEEE. Other organizational units shall be responsible for administering those policies set by PSPB as they relate to the publications, services and products for which they are responsible.
  - (a) IEEE shall provide services and products which disseminate information on technical, scientific, professional, and newsworthy topics of interest to members, the engineering and scientific community, and the general public.
  - (b) IEEE shall publish a magazine entitled IEEE SPECTRUM, which contains technical and scientific articles of general interest to the entire membership.
  - (c) IEEE shall publish a newspaper entitled THE INSTITUTE, which contains news of current events in IEEE itself, the industry, and the engineering and scientific community.
  - (d) IEEE SPECTRUM and THE INSTITUTE shall be distributed to all Honorary Members, Fellows, Senior Members, Members, Associate Members, Graduate Student Members, and Student Members.

PSPB Membership. The Publication Services and Products Board shall consist of not more than 29 members, which shall include the Vice President – Publication Services and Products, who shall serve as Chair; nine Members-at-large appointed by the IEEE Board of Directors for three-year staggered terms, for which PSPB shall recommend nominees; one IEEE Young Professional, member appointed by the Chair for a one-year term; the Editors-in-Chief of IEEE Press, Proceedings, and Potentials; one member from each of the Spectrum and Institute Advisory Boards; one current or past member of the Computer Society Board of Governors, appointed by that Board; one member appointed by each of the other Major Boards; the Chairs of the PSPB Committees and other appointments, as specified in the PSPB Operations Manual; and the Staff Secretary, who shall serve without vote.

5. Member and Geographic Activities Board (MGAB). The IEEE Member and Geographic Activities Board shall be responsible to the Board of Directors and shall serve the needs of the members of IEEE by maintaining, enhancing, and supporting the geographical organizational units of IEEE. MGAB shall be responsible for IEEE membership and member development. Membership includes



**300 MANAGEMENT**

recruitment, administration of admissions, retention, elevation, and service, as well as related operational and budget issues. Member development includes member value development, new member programs and services and support for members' careers, in collaboration with other IEEE Organizational Units.

**MGAB Membership.** The Member and Geographic Activities Board shall consist of not more than 20 members including the Vice President - Member and Geographic Activities who shall be Chair; the Vice President-Elect, who shall be Chair-Elect; the immediate Past Chair; the MGAB Treasurer, who shall be selected by the MGA Assembly; the ten Region Directors; three Vice Chairs who shall be specified in the MGA Operations Manual, and who shall be selected by the MGA Assembly; two members appointed by the Vice President – Technical Activities and the Staff Secretary, who shall serve without vote. Members of MGAB shall be of Fellow or Senior Member grade.

Individuals holding more than one position on MGAB shall be limited to one vote.

With the exception of MGA Committees related to Student activities, in which the MGA Board has determined that a Student Member may serve as Chair, the Chair of each MGA Committee shall be an IEEE voting member.

Up to four non-members of IEEE may be appointed as voting members of the Member Benefits Portfolio Advisory Committee.

6. **Standards Association (IEEE-SA).** The IEEE Standards Association shall be responsible to the Board of Directors for standards programs that enhance the strategic initiatives of IEEE. The IEEE-SA shall establish, coordinate, develop, approve, and revise IEEE standards and conduct other standards-related activities in fields of interest to IEEE. The IEEE-SA shall be the IEEE interface in standards-related matters with external bodies. The IEEE-SA Board of Governors shall be the governing body of the Standards Association, and it shall reflect the technical and global standards interests of IEEE.

**IEEE-SA Board of Governors (IEEE-SA BOG)**

**Membership.** The IEEE-SA BOG shall consist of not more than 15 members who shall be the IEEE-SA President, who shall be elected for a two-year term by the eligible voting members of IEEE who are also members of the Standards Association; the IEEE-SA President-Elect or the most recent IEEE-SA Past President willing to serve; the Chair of the Standards Board, who shall be appointed by the IEEE-SA BOG; the most recent Past Chair of the Standards Board willing to serve; the Chair of the IEEE Standards Association Corporate Advisory Group, who shall be appointed for a two-year term by the IEEE-SA BOG; the IEEE-SA Treasurer, who shall be appointed for a two-year term by the IEEE-SA President; eight Members-at-large, four of whom shall be elected by the eligible voting members of the Standards Association and four of whom shall be appointed by the IEEE-SA BOG, as specified in the SA Operations Manual; and the Staff Secretary, who shall serve without vote. The IEEE-SA Past President shall serve as a voting member of the IEEE-SA BOG in which years there is no IEEE-SA President-Elect.

All voting members of the IEEE-SA BOG shall be of Member, Senior Member, or Fellow grade, and shall have membership in the IEEE-SA, as specified in the Standards Association Operations Manual.

The IEEE-SA President may appoint non-voting individuals to the IEEE-SA BOG to facilitate its work. These individuals shall be members of IEEE-SA and represent specific needs. Subject to Bylaw I-304.5, all individuals shall be appointed on an annual basis.

7. **IEEE Technical Activities Board (TAB).** The IEEE Technical Activities Board shall be responsible to the Board of Directors for directing the advancement of the theory and practice, of electrical, electronics, communications and computer engineering, as well as computer science, and the allied branches of engineering and the related arts and sciences and technologies, and their application for the benefit of IEEE members worldwide and for the general public. TAB shall encourage and support its Societies, Councils, and Committees to develop and deliver to their global customers appropriate and timely intellectual property products, in either printed or electronic form, or through meetings on current or emerging technologies.

**TAB Membership.** The Technical Activities Board shall consist of the Chair, who shall be the Vice President - Technical Activities; the immediate Past Chair; the Vice Chair, who shall be the TAB Vice President-Elect; the Society Presidents; the Technical Council Presidents; the ten Division Delegate/Directors; the TAB Treasurer; the Chair of the TAB Periodicals Committee; the Chair of the TAB/PSPB Products and Services Committee; and the Chair of the IEEE Conferences Committee. The Presidents of Multi-Society Technical Groups, the TAB Assistant Treasurer and the Staff Secretary shall be non-voting members of TAB.

The Vice President – Technical Activities shall be elected by the eligible voting members of the IEEE who are also members of at least one society. The Society Presidents shall be elected or appointed in accordance with the bylaws of each respective Society. The Technical Council Presidents shall be appointed by the Board of Governors of each respective Council. The ten Division Delegate/Directors shall be elected in accordance with the IEEE Bylaw I-307. The TAB Assistant Treasurer shall be appointed by the Vice Chair, for a one-year term, to coincide with the final year of service of the TAB Treasurer, and shall become the TAB Treasurer upon completion of the term as Assistant Treasurer. The TAB Treasurer shall serve a two-year term, with reappointment permissible for up to a maximum of six years. The Chair of the TAB Periodicals Committee shall be appointed by TAB for a two-year term. The Chair of the TAB/PSPB Products & Services Committee shall be appointed jointly by TAB and PSPB for a two-year term.

The Vice President - Technical Activities shall be ineligible to serve a second full term.

8. **IEEE United States of America (IEEE-USA).** The IEEE United States of America shall be responsible to the Board of Directors and shall recommend policies and implement programs specifically intended to serve and benefit the members, engineering professionals, and general public in the United States. IEEE-USA shall be the organizational

**300 MANAGEMENT**

unit that represents the professional interests of IEEE before U.S. governmental bodies. It shall also be responsible for coordinating and reporting, under federal disclosure laws, all official communications with government.

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 19 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions 1-6; one member from Technical Activities, who shall be a sitting or past Director and appointed by the Vice President – Technical Activities with the concurrence of the IEEE-USA President; two IEEE-USA Members-at-large, who shall be elected by the eligible voting members within Regions 1-6, serving staggered two-year terms; one U.S. IEEE Young Professional Representative, four IEEE-USA Vice Presidents and the Secretary/Treasurer all of whom shall be appointed by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

Members of the IEEE-USA Board of Directors shall be of Fellow or Senior Member grade, with the exception of the IEEE Young Professional Representative, who shall be a Graduate Student Member, Member, Senior Member or Fellow enrolled as an IEEE Young Professional.

The IEEE-USA President shall be ineligible to serve a second full term. IEEE-USA Members-at-large will not be eligible for a second successive term.

*Effective 1 January 2019*

IEEE-USA Board Membership. The IEEE-USA Board of Directors shall consist of not more than 17 members, which shall include the IEEE-USA President, who shall be Chair; the IEEE-USA President-Elect; the IEEE-USA Past President; the Directors for Regions 1-6; one member from Technical Activities, who shall be a sitting or past Director and appointed by the Vice President – Technical Activities with the concurrence of the IEEE-USA President; one U.S. IEEE Young Professional Representative, four IEEE-USA Vice Presidents and the Secretary/Treasurer all of whom shall be appointed by the IEEE-USA Assembly; and the Staff Secretary who shall serve without vote.

Members of the IEEE-USA Board of Directors shall be of Fellow or Senior Member grade, with the exception of the IEEE Young Professional Representative, who shall be a Graduate Student Member, Member, Senior Member or Fellow enrolled as an IEEE Young Professional.

The IEEE-USA President shall be ineligible to serve a second full term.

9. Major Board Operating Procedures. Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board for the purpose of governing its operations and administration. These operating procedures shall be maintained in an Operations Manual and shall conform to and not conflict with the IEEE governance documents described in Bylaw I-300. The Operations Manuals or any amendments to its procedures shall not be adopted until such Operations Manuals or any amendments have been submitted to and reviewed by the IEEE Governance Committee. The minimum required information to be contained in the Major Board Operations

Manuals shall be specified in the IEEE Policies.

I-304. Committees of the Board, Committees of IEEE and Additional Boards and Ad Hoc Committees

1. Committees of the Board of Directors. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution or amendment to these bylaws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:
  - (a) The submission to members of any action requiring members' approval.
  - (b) The filling of vacancies in the Board of Directors or in any Committee.
  - (c) The amendment or repeal of these bylaws or the adoption of new bylaws.

The following Committee of the Board, with a scope and mission statement approved by the Board of Directors, shall be established by and report to the Board of Directors:

Audit Committee

The following Committees of IEEE, each with a scope and mission statement approved by the Board of Directors, shall be established by and shall report to the Board of Directors and shall have no authority to bind the Board:

Awards Board  
 Election Oversight Committee  
 Employee Benefits and Compensation Committee  
 Ethics and Member Conduct Committee  
 Fellow Committee  
 Finance Committee  
 Global Public Policy Committee  
 Governance Committee  
 History Committee  
 Humanitarian Activities Committee  
 Investment Committee  
 New Initiatives Committee  
 Nominations and Appointments Committee  
 Public Visibility Committee  
 Tellers Committee

For purposes of I-304 and I-305, the term "Committees" refers to both Committees of the Board of Directors and Committees of IEEE.

2. Appointment of Committee Chairs, Members, and Staff Secretaries.
  - (a) Unless specified otherwise in a governing document approved by the Board of Directors, the chairs and members of the Committees shall be appointed by the Board of Directors. In accordance with IEEE Bylaw I-303.1, the voting members of the Committees appointed by individuals or committees, other than the IEEE Board of Directors, as specified in these Bylaws, shall be annually submitted to the IEEE Board of Directors for affirmation.



## 300 MANAGEMENT

- (b) Where the governing documents approved by the Board of Directors provide for member appointments to Committees and Boards by bodies other than the Board of Directors, such appointments shall be made by the respective appointing bodies in consultation with the respective Chairs of such Committees and Boards.
  - (c) The following Committees shall have at least one member who obtained his or her first collegiate degree within the last fifteen years at the time of appointment and who is at Graduate Student Member, Member grade or higher:
    - Ethics and Member Conduct Committee
    - History Committee
    - Nominations and Appointments Committee
    - Tellers Committee
  - (d) Staff secretaries shall be designated by the IEEE Executive Director, when appropriate, to assist the committees in their work.
3. Subcommittees. Each Board and Committee shall have the right to create subcommittees of its own selection. Voting members of all Boards, Committees, and subcommittees thereof shall be members of IEEE and must be of Graduate Student Member, Member, Senior Member or Fellow grade, unless specified otherwise in these Bylaws. Qualified individuals, who need not be members of IEEE, may be appointed to serve as non-voting consultants to make their expertise available to these bodies. The term of appointment and duration of service for such consultants shall conform to the requirements of this Bylaw and I-304.5. Where the Bylaws provide for liaison appointments to Committees and Boards, such appointments shall be made by the respective appointing authorities in consultation with the respective Chairs of the Committees or Boards, subject to ratification by the Board of Directors at its next meeting.
  4. Term of Appointment. Unless specified otherwise, the term of appointment for members, including the Chair and any other officers of the Boards and Committees listed in Bylaw I-304 and I-303, shall be for the calendar year of appointment. However, acceptance of appointment will carry with it the understanding that a member would normally be re-appointed annually to serve for no more than three consecutive years.
  5. Duration of Service. Unless specified otherwise, the consecutive period of service of any member of any Board or Committee listed in Bylaw I-305 shall not extend beyond three years, except that a Chair or Past Chair may serve one additional year. The limitations of tenure may be waived in individual cases for reasons deemed by the Board of Directors to be in the best interests of IEEE.
  6. Distribution of Appointments. Unless specified otherwise, appointments shall normally be distributed so as to avoid the termination of more than about one-third of the membership of any Board or Committee in any calendar year.
  7. Additional Appointments. Additional appointments with the approval of the Board of Directors may be made to any

Board or Committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the calendar year.

8. Committee Operations Manual. The functions, scopes, and responsibilities of each Committee, together with rules for operation and guidance, as recommended by the Committee, shall be compiled by the IEEE Executive Director for the approval of the Board of Directors and contained in a document titled "Committee Operations Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.
  9. Involvement with Outside Organizations. In support of IEEE purposes and objectives, there may be both ad hoc and continuing working arrangements with other not-for-profit organizations that may be of a local, national, or international nature. The Board of Directors shall be responsible for establishing policies, procedures, and guidelines for the conduct of such arrangements (see IEEE Policies, Section 5). The Board of Directors may authorize the IEEE Executive Director or other specified IEEE organizational units to take all necessary actions to support such arrangements. These delegations of authority generally shall be to the highest level within the IEEE organizational structure consistent with the nature of the outside organization and the joint programs. Such IEEE representatives or delegates shall vote in these bodies as instructed by the Board of Directors when a position has been taken by the Board of Directors.
  10. Ad Hoc Committees of the Board of Directors. An Ad Hoc Committee of the Board of Directors may be appointed from time to time by the Board of Directors, the President, or President-Elect to address a specific issue or activity that is not appropriate to be addressed by an ongoing Committee of IEEE.
 

The scope, membership, source of funding, and expected duration of each such Ad Hoc Committee shall be specified at the time of appointment. If the President or the President-Elect appoints an Ad Hoc Committee, notification of the formation shall be provided to the Board of Directors within seven business days, including the above Ad Hoc Committee elements.

An Ad Hoc Committee may be appointed to provide expert advice to the IEEE Board of Directors on a particular subject. When specialized expertise is required, non-members of IEEE shall be eligible for appointment as voting members of an Ad Hoc Committee.

The activities of an Ad Hoc Committee are expected to be completed by the end of the calendar year of the Committee's formation, at which time the Ad Hoc Committee shall terminate. Ad Hoc Committee term extensions in increments of one calendar year or less may be made by the appointing body, the President, or President-Elect, as applicable.
- I-305. Functions and Membership of the Committees
1. Audit Committee. The Audit Committee shall be comprised solely of independent directors as such term is defined by the New York Not-for-Profit Law. It shall be appointed by

**300 MANAGEMENT**

and responsible to the Board of Directors with respect to matters involving the accounting, auditing, financial reporting, risk management, regulatory and compliance, and internal control functions of IEEE. It shall review policies and procedures which substantially impact the financial operations of IEEE, monitor conformance thereto, and recommend such changes as it considers desirable.

Membership. The Audit Committee shall consist of not fewer than three nor more than five members. Members shall be chosen from those who will be serving the first year of a two-year term on the Board of Directors, none of whom shall be a corporate officer. All members of the Audit Committee must be financially literate and one such member shall be a Financial Expert selected considering the definitions and attributes enumerated in the Audit Committee Charter as it may be revised from time to time. Members shall be appointed for two-year staggered terms. If there is an insufficient number of qualified candidates for Committee membership available from the first year Board members, the Board of Directors may appoint a second year Board member for a one-year term.

The Board of Directors shall appoint the Chair, normally from those who will be serving the second year of their term on the Committee.

2. Awards Board. The Awards Board shall be responsible to the Board of Directors for administering the awards specified in the IEEE Policies; for monitoring all other awards, scholarships, and formal recognitions excluding Fellow grade elevations; for recommending candidates for IEEE Honorary Membership; and for developing an awards structure for recognizing excellence in activities within the fields of interest to IEEE. The Awards Board shall recommend policies to the IEEE Board of Directors for awards, scholarships, and formal recognitions of IEEE other than Fellow awards, under its administrative purview. It may delegate to the appropriate body responsibility for administration, selection of candidates, and presentation of all awards, other than those listed in IEEE Policies.

Membership. The Awards Board shall consist of not more than 21 members who shall be the Chair and Vice Chair, appointed by the Board of Directors; the Past Chair; Chairs of the Medals Council, Technical Field Awards Council, Recognitions Council, Awards Finance Committee, Presentation and Publicity Committee, Awards Policy and Portfolio Review Committee and Joint Awards with National Societies Committee, all of whom shall be appointed by the outgoing Awards Board; six Members-at-large, four of whom shall be appointed by the Board of Directors, one Division Delegate/Director and one Region Delegate/Director who shall be appointed by their respective Vice Presidents, and whom shall be the only members of the Awards Board who are also members of the Board of Directors; the Chairs of the Awards and Recognition Committees of EAB, MGAB, IEEE-SA, TAB and IEEE-USA, all of whom shall be appointed by their respective Vice Presidents.

3. Election Oversight Committee. The Election Oversight Committee shall be appointed by and be responsible to the IEEE Board of Directors as a Committee of the Corporation and will assist the IEEE in adjudicating election-related matters in the IEEE Annual Election and other IEEE

elections. It shall provide advice and guidance on electioneering related matters and recommend appropriate changes to electioneering procedures.

Membership. The Election Oversight Committee shall consist of not fewer than five or more than seven members, including a Chair and a Vice-Chair. At least three members shall have been previously elected using the IEEE Annual Election ballot system. At least one member shall be a current or past member of the IEEE Tellers Committee. At least one member shall be a past member of the IEEE Nominations and Appointments Committee. Members of the IEEE Board of Directors, IEEE Directors-Elect, and individuals who are on the ballot or petitioning to be on the ballot of the current or following year's IEEE Annual Election are ineligible to serve. Members shall be appointed for three-year staggered terms with reappointment permissible. The Chair and Vice-Chair shall be selected from among the members and appointed for a one-year term. Normally, the Chair shall have at least one year prior service on the Committee. Members may serve up to six consecutive years and may not be reappointed to the Committee after a consecutive six year service without a two-year break. During service on the Election Oversight Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

4. Employee Benefits and Compensation Committee. The IEEE Employee Benefits and Compensation Committee shall report to the IEEE Board of Directors. It shall review and recommend for approval to the IEEE Board of Directors compensation guidelines, benefits whose costs are budgeted, and related matters, including philosophy, policies, programs, and long-term planning, and financial considerations for IEEE employees. The Committee shall also assist IEEE in its role as Administrator for all employee benefit plans of IEEE governed by the Employee Retirement Income Security Act of 1974 (ERISA). To ensure relative market reasonableness, the Committee shall review and approve the employee benefits and compensation provided to highly compensated staff and other individuals, which shall be specified in the Committee Charter, and shall provide a report to the IEEE Board of Directors, annually.

Membership. The IEEE Employee Benefits and Compensation Committee shall be appointed by the IEEE Board of Directors and shall consist of not more than six members, who shall serve two-year staggered terms, which may include up to two Members-at-large who may be non-members of IEEE. At least one member of the committee shall be a sitting member of the IEEE Board of Directors. Individuals may be re-appointed to serve one additional term. The Chair shall be an IEEE member, shall serve a one-year term, and shall normally be serving in their second or subsequent year on the EBCC. Officers or other individuals restricted from service on the IEEE Employee Benefits and Compensation Committee shall be specified in the IEEE Employee Benefits and Compensation Committee Charter. Non-members of IEEE who are eligible for appointment as voting members shall be professionals in the field of human resources, compensation, regulatory compliance, employee relations, organizational development, and/or employee benefits and wellness.

## 300 MANAGEMENT

5. Ethics and Member Conduct Committee. The Ethics and Member Conduct Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of members and staff, and shall consider instituting proceedings, as defined in IEEE Bylaws I-110 and I-111, related to matters of member and officer discipline and requests for support.

Neither the Ethics and Member Conduct Committee nor any of its members shall solicit or otherwise invite complaints, nor shall they provide advice to individuals.

Membership. The IEEE Ethics and Member Conduct Committee shall be appointed by and responsible to the Board of Directors and shall consist of not more than nine members of IEEE, including the Chair, who are not members of the Board of Directors. The Committee membership should include persons having experience and knowledge of the major organizational units of IEEE.

6. Fellow Committee. The Fellow Committee shall be responsible to the Board of Directors for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Fellow Committee shall also provide a citation for each such nominee. The total number of Fellow recommendations in any one year must not exceed one-tenth of one percent of the IEEE voting membership on record as of 31 December of the year preceding. The nomination process shall be set forth in the Fellow Manual.

No member of the Board of Directors, the Fellow Committee, the Society/Technical Council Fellow Evaluating Committee reviewing the nomination, or the staff shall act as nominator, reference, or endorser for any nominee for Fellow grade. If the nominator, reference, or endorser occupies any of these positions on the date of submission of the nomination, reference, or endorsement form, then the nomination, reference or endorsement by such person shall not be considered.

Membership. The Fellow Committee shall be appointed by the IEEE Board of Directors and shall consist of not more than 52 members, including the Chair and Vice Chair, chosen from among those of Fellow grade, with consideration to representation from the geographical and technical divisions of IEEE. The Vice Chair shall assist the Chair and shall act on behalf of the Chair in the event of his/her incapacity.

7. Finance Committee. The Finance Committee shall be appointed by and shall report to the Board of Directors. The Finance Committee shall be responsible for annually providing a statement concerning IEEE's short-term and long-term financial strategy; providing a list of all financial issues affecting IEEE; developing the Capital and Operating Budgets; and providing a statement of allocated and unallocated operating and capital reserves of IEEE, subdivided by individual organizational unit.

Membership. The Finance Committee shall consist of not more than nine members including the Treasurer, Past Treasurer, and the financial representatives from the Awards Board, Educational Activities Board, Publication Services and Products Board, Member and Geographic

Activities Board, Standards Association, Technical Activities Board and IEEE-USA. Travel support for these representatives shall be the responsibility of the appointing organizational unit. All members of the Finance Committee shall have voting rights. The Treasurer shall act as Chair.

8. Global Public Policy Committee. The Global Public Policy Committee shall advise IEEE through the IEEE Board of Directors on matters related to public policy. It shall encourage, assist, coordinate, and oversee public policy activities throughout the IEEE with the goal of enhancing and sustaining IEEE's reputation as a globally-relevant resource of high-quality, balanced and effective advice, information, and advocacy on public policy issues within IEEE's sphere of technical competence and professional interest. Its specific processes and functions shall be specified in a Board-approved Charter and Operations Manual.

Membership. The Committee shall comprise a Chair and six Members-at-large, who shall be appointed by the Board of Directors for two year terms, and who shall be eligible for reappointment for up to six consecutive years of service. One Member-at-large, chosen by the Committee, shall serve as Vice-Chair. Committee Members shall have relevant experience in public policy, preferably within IEEE. They shall not concurrently serve on the IEEE Board of Directors or the Governing Board of a Major Organizational Unit. In selecting members, consideration shall be given to achieving diversity among geographic, professional, technical and other relevant perspectives. No more than three Members-at-large may reside within Regions 1-6. Within Regions 7-10, no more than one Member-at-large may reside within any single country.

9. Governance Committee. The IEEE Governance Committee shall be appointed by and shall be responsible to the Board of Directors. The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

Membership. The IEEE Governance Committee shall consist of up to eight voting members, including the IEEE Secretary who shall be Chair, the Immediate Past Secretary and up to six additional members who shall be appointed by the Board of Directors. Members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

10. History Committee. The History Committee shall be appointed by and shall report to the Board of Directors. The History Committee shall be responsible for promoting the collection, writing, and dissemination of historical information in the fields covered by IEEE technical and professional activities, as well as historical information about IEEE and its predecessor organizations. It shall provide assistance to all major boards, work with external institutions when helpful information is requested and can be secured, and provide information and recommendations to the Board of Directors when appropriate. The History

**300 MANAGEMENT**

Committee also works with the IEEE History Center in recommending historical projects to be carried out by or under the direction of the Center.

Membership. The History Committee shall consist of not more than 15 members, who shall be chosen for knowledge of and interest in electro technical history. In view of the special expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Terms shall be two years with reappointment permissible for a second two-year term. The Chair shall be selected from among the members for a one-year term with reappointment permissible for one additional term and shall be an IEEE member. The Staff Secretary shall serve as an ex officio non-voting member.

11. Humanitarian Activities Committee. The IEEE Humanitarian Activities Committee (HAC) shall be appointed by and shall be responsible to the Board of Directors. The Committee shall support the Board vision of IEEE volunteers around the world carrying out and/or supporting impactful humanitarian activities at the local level. This support shall include, but shall not be limited to, the development of programs enabling volunteer engagement in humanitarian activities; the review and evaluation of the overall effectiveness of programs; recommending best practices as they relate to programs and projects; evaluation of funding proposals for projects to be carried out at the local level; and the establishment of partnerships with other entities sharing similar goals with respect to humanitarian efforts.

Membership. The IEEE Humanitarian Activities Committee shall consist of ten voting members including the Chair, the Immediate Past Chair, and at least one non-IEEE member who has specialized expertise in the area of humanitarian efforts. Members, except the Past Chair and non-IEEE member, will chair subcommittees with specific portfolios, which shall be specified in the Committee Operations Manual, and thus must have experience relevant to those portfolios such as a detailed knowledge of IEEE humanitarian activities and the greater humanitarian technology space, as well as an understanding of best practices with regards to evaluating, monitoring, and assessing programs and activities. The Chairs of all subcommittees shall be members of HAC.

The HAC Chair shall serve a one year term with reappointment permissible for an additional year. The Immediate Past Chair shall serve until replaced. In the event the Immediate Past Chair is unable or unwilling to serve, the next most recent Past Chair available and willing shall serve on the Committee. Committee members, including non-IEEE member, shall serve a one year term with reappointment permissible for up to two additional one year terms.

The maximum term of membership on the Committee (excluding time as Chair, Past Chair or on a subcommittee) is three years.

12. Investment Committee. The Investment Committee shall be appointed by and shall report to the Board of Directors. The Investment Committee shall advise and assist the Board of Directors on matters relating to IEEE investments. The Investment Committee shall meet and

act pursuant to such rules as it shall determine, but no report or recommendation shall be implemented without the approval of the Treasurer. The Investment Committee may recommend to the Board of Directors the appointment of one or more asset managers who shall have the authority to invest, manage, or control IEEE assets subject to the terms of their appointment, and to restrictions and specifications therein. The Investment Committee Chair may create subcommittees to address specific issues. The Chair and the Members-at-large of each subcommittee must be members of the Investment Committee.

Membership. The Investment Committee shall consist of not more than eleven members including a Chair; the IEEE Treasurer; one member appointed by the IEEE President; one member appointed by the Vice President - Technical Activities; and from four to seven Members-at-large. The Members-at-large, including the Chair, shall be appointed by the Board of Directors on the recommendation of the Treasurer. In view of the expertise required, with the exception of the appointments made by the President and the Vice President - Technical Activities who shall be IEEE members, non-members of IEEE shall be eligible for appointment as voting members of this Committee. The Chair of the Investment Committee shall be appointed for an initial one-year term, with the possibility for reappointment for up to four additional one-year terms. Members-at-large of the Investment Committee shall be appointed for an initial one-year term, with the possibility for re-appointment for two additional three-year terms, for a maximum of seven years of service. When deemed in the best interest of IEEE, the Board of Directors may reappoint a Member-at-large for an additional three-year term. The maximum term of service for any member of the Investment Committee shall be ten years.

13. New Initiatives Committee. The IEEE New Initiatives Committee (NIC) shall be appointed by and report to the IEEE Board of Directors. The NIC shall identify, recommend, and monitor new initiative projects and programs consistent with IEEE's vision, mission, and Strategic Plan.

Membership. The New Initiatives Committee shall consist of not more than eleven voting members as follows: the Chair; Chair-Elect; Past Chair; the IEEE President-Elect; a representative from IEEE's strategic planning activity, as appointed by the IEEE President; and up to six Members-at-large who shall serve two-year staggered terms. In view of the special expertise required for Members-at-large, selection will be based on competencies in the fields of science, technology and engineering, up-to-date knowledge on research, practice and education of science and engineering fields. Following completion of his/her term as Chair-Elect, that individual shall automatically become the Committee Chair. The Chair-Elect shall be selected from among those individuals who have served at least one full term as a Member-at-large on the committee and are IEEE members in good standing of Graduate Student Member, Member, Senior Member or Fellow grade.

14. Nominations and Appointments Committee. The Nominations and Appointments Committee shall be appointed by and shall be responsible to the Board of Directors and shall:

## 300 MANAGEMENT

- (1) Submit to the Board of Directors a list of candidates recommended for appointment to all Committees, Boards, and Major Boards (as defined in Bylaws I-303 and I-304) for the ensuing year, excluding those persons who are nominated through other sources as provided in these Bylaws. The list shall be submitted in time for appointment before 31 December of the preceding year or as otherwise called for in these Bylaws.
- (2) Discharge responsibilities assigned to it pursuant to Bylaw I-307.
- (3) Submit to the Assembly, prior to its annual meeting, a list of candidates recommended for election by that body for the positions set forth below and in accordance with the following:

Vice President - Educational Activities,  
Vice President - Publication Services and Products,  
Secretary,  
Treasurer

- (a) No candidate may be nominated for more than one position.
- (b) Each slate shall contain the names of two or more candidates. At least two of the candidates shall not be included on the IEEE Annual Election ballot for a position in which the period of service as a member of the IEEE Board of Directors will run concurrently with the Assembly-elected position.
- (4) Membership. The Nominations and Appointments Committee shall comprise 16 members as follows: six members, who shall serve two-year terms, three of whom shall be appointed in even-numbered years, and three of whom shall be appointed in odd-numbered years, none of whom shall be concurrently serving on the Board of Directors; the Chair-Elect, who shall be the Past President currently serving on the Board of Directors in such capacity and who shall assume the position of Chair in the succeeding year; the Chair; the Past Chair; the Chair of each Major Board Nominations and Appointments Committee and the Chair of the Awards Board Nominations and Appointments Committee.  
  
In the event the Past President declines to serve as Chair-Elect, a past member of the Board of Directors not currently serving on the Board of Directors shall be recommended for the position by the Nominations and Appointments Committee and appointed by the Board of Directors.
- (5) A member of the Nominations and Appointments Committee shall not be eligible to be elected or appointed to any office for which the Nominations and Appointments Committee makes nominations.
- (6) During service on the Nominations and Appointments Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

15. Public Visibility Committee. The IEEE Public Visibility Committee shall be appointed by and report to the IEEE Board of Directors. The Public Visibility Committee shall be responsible for the public visibility initiative, related communications and other activities focused on increasing public understanding of how engineering, computing and technology benefit humanity, and to promote the visibility of engineering, computing and IEEE technical professionals who carry out this work.

Membership. The IEEE Public Visibility Committee shall consist of not more than six voting members, including the Chair, all of whom shall be appointed by the IEEE Board of Directors. Members shall serve two-year staggered terms with reappointment permissible for one additional term. The Chair, who should have recent experience on the Committee, shall be selected from among the Committee members and shall serve a one-year term in that position with reappointment permissible for one additional term. In view of the expertise required, non-members of IEEE shall be eligible for appointment as voting members of this Committee. Members shall have knowledge of, or experience in public visibility initiatives or corporate communication programs.

16. Tellers Committee. The Tellers Committee shall be appointed by and shall be responsible to the Board of Directors. The Tellers Committee shall supervise the processing of ballots received and the tallying of the votes on matters normally on the annual election ballot submitted to the membership of IEEE or to groups of members for a vote. The Tellers Committee shall be responsible for preparation and administration of the ballot and for setting and administering the calendar and timeline of events related to the annual election. The Tellers Committee shall announce the tally of the votes not later than the tenth working day following the final election ballot receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, in a report to the Board of Directors signed by the Chair of the Tellers Committee.

The Tellers Committee shall also be responsible for the processing of petitions on the annual election ballot and shall supervise the processing and tallying of any petitions received that are to be part of the IEEE annual election ballot. The Tellers Committee shall announce the tally of the petition signatures, not later than 15 working days following the deadline for receipt of petitions, in a report to the Board of Directors signed by the Chair of the Tellers Committee. The Tellers Committee shall have such other related duties as are delegated to it by resolution of the Board of Directors.

During service on the Tellers Committee, members shall not engage in electioneering for or against candidates or other initiatives in any IEEE election.

Membership. The Tellers Committee shall consist of not more than ten IEEE voting members, including the Chair and Vice Chair, appointed by the IEEE Board of Directors.



**300 MANAGEMENT**I-306. IEEE Executive Director and Other Staff

1. Guidelines for hiring, terms of employment and compensation of the IEEE Executive Director shall be specified in the IEEE Policies.
2. Responsibilities of IEEE Executive Director. The IEEE Executive Director shall be the chief operating officer of IEEE; shall be in charge of IEEE Headquarters, IEEE's staff and operations; shall be responsible for all property and equipment owned and used by IEEE, for which he/she shall be responsible to the Board of Directors; and shall perform such additional duties as specified by the Board of Directors.  
  
The IEEE Executive Director shall attend meetings of the Board of Directors and shall be an active participant in their deliberations. When issues related to the employment of the IEEE Executive Director are to be discussed, the IEEE Executive Director shall absent himself or herself at the request of the Chair.
3. Secretarial Functions. The IEEE Executive Director shall, under the supervision of the IEEE Secretary, perform such functions as are necessary for meeting the responsibilities assigned to the IEEE Secretary.
4. Fiscal Responsibilities. The IEEE Executive Director shall cooperate with the Finance Committee and, under the supervision of the Treasurer, execute IEEE fiscal policies and operations.
5. Role With Respect to Publications. The IEEE Executive Director shall cooperate with the Publication Services and Products Board and, under the direction of the Vice President - Publication Services and Products, administer IEEE publication activities.
6. Role With Respect to Tellers Committee. The IEEE Executive Director shall assist the Tellers Committee in the performance of its work.
7. IEEE Strategic Plan. The IEEE Executive Director, working with the IEEE Board of Directors, shall have oversight responsibility for the implementation of the IEEE Strategic Plan.
8. IEEE Website. The IEEE Executive Director shall have oversight responsibility for the IEEE website and related policies and practices.
9. Meeting Attendance. The IEEE Executive Director shall attend such meetings of IEEE, its units, and related bodies as may be required in the discharge of his/her duties.
10. Voting Privileges. No member of the staff shall have any vote by reason of membership on any IEEE Board or Committee.
11. IEEE Corporate Seal. The IEEE Corporate Seal shall be circular in form and have inscribed thereon the name of The Institute of Electrical and Electronics Engineers, Incorporated, and the words "Founded" and "New York" and "1884."

I-307. Nominations and Elections

1. Nominations and Appointments Committees. The following requirements shall govern the Nominations and Appointments (N&A) Committees of the six Major Boards and the IEEE Awards Board N&A Committee:
  - (a) The Chair of each of these N&A Committees shall be either the past past chair, immediate past chair or chair-elect of the governing body of that organizational unit as specified in the governing documents of that organizational unit. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the organizational unit's N&A Committee available shall be the Chair of that respective N&A Committee. With extenuating circumstances, an organizational unit may appoint a different individual to this position.
  - (b) Chairs shall not be eligible to be elected to the Board of Directors during their term of service.
  - (c) At least two-thirds of the voting members of each N&A Committee shall be elected or appointed by the governing body of their respective organizational unit.
  - (d) A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting in which the nomination shall be made.
2. Call for Nominations. The Chair of the IEEE Nominations and Appointments Committee shall invite the submission of suitable names to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the organizational units.
3. President-Elect Candidates. The IEEE Nominations and Appointments Committee shall submit to the Board of Directors the names of at least two candidates for the office of President-Elect. In addition to the slate presented by the IEEE Nominations and Appointments Committee to the Board of Directors to be considered as candidates for the position of IEEE President-Elect, the Board of Directors shall employ the following process to determine any other individuals to be considered as candidates.
  - To be eligible for consideration by the Board of Directors as a candidate for the office of President-Elect, all such additional candidates shall have been considered for the President-Elect position by the IEEE Nominations and Appointments Committee, using the Committee's established procedures.
  - A nomination of an additional candidate supported by at least eight (8) Board members, excluding the candidate, if applicable, must be received no later than 12:00 Noon Eastern time, ten (10) days prior to the date of the Board of Directors meeting at which deliberations will be held to select the candidates for the office of President-Elect to be presented to the membership.

**300 MANAGEMENT**

- Nominations from Board members, which shall remain confidential, shall be submitted to a designee specified by the IEEE Executive Director. Candidate biography and position statements, provided to the Board shall be those considered by the IEEE Nominations and Appointments Committee.
- Qualifying nominations and supporting documentation shall be provided to the Board of Directors no later than 48 hours after the deadline for receipt of such nominations.
- No nominations shall be permitted from the floor at the meeting of the Board of Directors at which deliberations shall be held to select the candidates for the office of President-Elect to be presented to the membership.

The detailed procedures to be followed when selecting the IEEE President-Elect candidates shall be specified in the IEEE Policies.

4. Submission of Proposed Nominees. The IEEE Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors in time to permit the Board of Directors to fulfill the requirements of Article XII of the IEEE Constitution.
5. Delegate-Elect/Director-Elect. Each Region and Division through their respective Nominating Committees may propose a Delegate-Elect/Director-Elect slate rather than a Delegate/Director slate. A Delegate-Elect/Director-Elect shall automatically become the Delegate/Director without further election on the expiration of the incumbent Delegate/Director's term or upon vacancy of the office. The term of office of a Delegate-Elect/Director-Elect may be one or two years.
  - (a) The Regional Delegate-Elect/Director-Elects shall serve a two-year term.
  - (b) The Division Delegate-Elect/Director-Elects shall serve a one-year term.
6. Submission of Slates. Slates of candidates submitted by IEEE organizational units for inclusion on the annual election ballot must be submitted to the Board of Directors by 15 March of each year. Slates shall be accompanied by each candidate's written acceptance of his or her nomination.
7. Single Nomination Slates. Submission by a Region or Division Nominating Committee of a slate containing a single nominee for a Delegate/Director or a Delegate-Elect/Director-Elect position may be accepted by the Board of Directors under special circumstances as specified in this Bylaw.

Single-candidate slates, if any, shall also be submitted to the IEEE Nominations and Appointments Committee by 15 March of each year. They shall be accompanied by a written explanation of the reasons for submitting such a slate, along with evidence that all the relevant bylaws have been followed. The IEEE Nominations and Appointments Committee shall forward each such slate onto the Board of

Directors with a recommendation for or against its acceptance. If the Board of Directors does not accept a single-candidate slate, the IEEE Nominations and Appointments Committee shall be responsible to the Board of Directors for obtaining a second candidate in a timely fashion.

- (a) Region and Division Provisions for Single Candidates. Submission by a Region or Division of a proposed slate with a single nominee for the office of Region or Division Delegate/Director or Delegate-Elect/Director-Elect shall be permitted under extraordinary extenuating circumstances, if all of the conditions of the following paragraphs (i), (ii) and (iii) are fulfilled:
  - (i) The voting members of said Region or Division shall be given a timely reminder (via THE INSTITUTE, newsletter, or other communication to all voting members) that nominations for the position of Director or Director-Elect may be placed on the ballot by petition. A copy shall be delivered to the Managing Director for MGAB or TAB for use by the MGAB or TAB Nominations & Appointments Committee, and to the IEEE Executive Director for use by the IEEE Nominations & Appointments Committee at the same time it is given to the members.
  - (ii) At least two-thirds of the Region or Division Nominating Committee members shall have voted to submit a single candidate.
  - (iii) The Bylaws of the Region, or the Constitutions and Bylaws of all Societies within the Division explicitly allow for the submission of a single candidate. A copy is to be on file with the Managing Director, Member and Geographic Activities Department.

8. Voting Members Candidate Notification. In accordance with Article XII of the IEEE Constitution, the Board of Directors shall submit to all voting members on or before 1 May of each year a list of nominees for President-Elect; Delegate/Director or Delegate-Elect/Director-Elect, whichever is applicable; and such other officers to be elected by voting members for the coming term.
9. Petition Candidates. Individual voting members may propose, by petition, names to be added to the IEEE annual election ballot for positions of the officers to be elected by the voting members or groups of voting members for the coming term.

For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions 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.

Qualifications of petition candidates and procedures for announcement, distribution, and approval of petitions shall be specified in the IEEE Policies.



**300 MANAGEMENT**

The completed petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding 15 May of the year of the election.

10. Approval of Ballot. During the period between the Friday preceding 15 May and 1 August of the year in which the election will be held, the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall be authorized to take any necessary actions on any petitions and to approve the ballot.
11. Ballot Submission Schedule. No later than the first working day following 14 August, the Board of Directors shall submit to eligible voting members on record as of 30 June, a ballot listing all nominees for the positions to be filled by election by the membership.
12. Candidature Withdrawal. Each proposed nominee named by the Board of Directors shall be consulted and, if he/she so requests, his/her name shall be withdrawn.
13. Ballot Presentation. The list of nominees required to be submitted to all voting members by the Constitution shall contain one or more names for the office of President-Elect.

The ballot presented to voting members of each of the Regions/Divisions where an election of Region/Division Delegate/Director or Region/Division Delegate-Elect/Director-Elect is to take place shall contain the names of not fewer than two nor more than three candidates submitted in accordance with the MGAB and TAB sections of these Bylaws. In addition, the ballot shall contain the names of candidates nominated by valid petitions in accordance with IEEE Policies, Section 13.7. The source of nomination of each candidate shall be identified. When desired, the Region ballot may also contain names of candidates for other Region offices (other than Region Delegate/Director) as determined by the Region Committee. If an individual is a voting member in Societies in more than one Division, that individual may participate in the election of each such Division. Regardless of how many Society memberships may be held within any one Division, an individual shall have only one vote in each Division election. For those cases where more than one candidate is on the ballot for any single office, the source of the nominations shall be identified adjacent to each name and the order of the list of names on the ballot for each office shall be randomized or determined by a lottery process conducted by the Tellers Committee. The ballot shall carry a statement to the effect that the order of the names was randomized or selected by lottery and indicates no preference.

14. Ballot Marking; Voting; Tellers Committee Announcement; Election Results. Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified organization designated by the IEEE Executive Director before twelve o'clock noon on the first working day following 30 September (the "final election ballot receipt date"). Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth working day following the final election ballot receipt date. As provided in Bylaw I-

305.16, the Tellers Committee shall announce the result of the tally of the votes not later than the tenth working day following the final election ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The results of the vote shall become official upon acceptance by the Board of Directors of the Tellers Committee report, and in the case of an election challenge, the report of the IEEE President, IEEE Secretary and IEEE Executive Director, as specified in Bylaw I-307.16. Each nominee for office listed on the ballot shall be advised promptly of the Tellers Committee tally of the votes applicable to their respective elections. Eligible voting members shall be permitted to vote in each election for one nominee for each office appearing on the ballot. Subject to Bylaws I-307.16 and I-307.18, the nominee, for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.

15. Write-in Votes; Election Report. For all positions on the annual election ballot, the provision for allowing write-in votes shall not be provided.

For elections of organizational units where ballots are used, write-in votes shall be permitted. In such elections, the ballots may include and identify, for each office in said election, space in which the voter may indicate the name of any person he/she desires to elect to that office, provided the individual is not already on the official ballot for the intended position. For such names to be counted in the election, each person so indicated shall meet such qualifications as may be specified for the office by the IEEE Constitution or Bylaws of the organizational unit conducting the election. The number of votes so cast for any such person shall have the same effect on the outcome of the election as if his/her name had been submitted on the ballot. The tally of such votes shall be included in the election report whenever the number of votes is sufficient to affect the order of preference of the candidates for the office. The provisions of Bylaw I-307.14 shall be observed. If any write-in candidate shall be declared to have won an election, he/she shall be so notified and requested to serve. If he/she declines to serve, the candidate receiving the next highest vote shall be declared to have won the election.

16. Oversight for Election Irregularities. The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director shall have the authority to act whenever they shall determine, that irregularities, the incapacity or death of a candidate, or other unforeseen circumstances have or are likely to otherwise materially and adversely affect any election of Delegates/Directors so as to prevent the election from being completed in a timely manner, fairly, or with the full participation of the relevant membership group. In acting under this Bylaw, the IEEE President may temporarily assign to other persons or positions within IEEE the duties of any corporate office or position that is vacant and may take any and all other acts proper under law and that the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, determines to be reasonable and necessary to permit a fair and proper election, including delaying an election and accepting additional nominations for any position, and canceling any voting already completed and requiring that voting begin

## 300 MANAGEMENT

again. Any actions taken shall be promptly reported to the IEEE Board of Directors.

17. Unit Nominations and Petition. For each elective office in any organizational unit of the IEEE, which does not appear on the IEEE annual election ballot, 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 organizational unit, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions 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.

18. Election Challenge. A challenge of an election may be made by a candidate, in such election, provided that, not later than 15 days after the candidate is notified of the tally of votes in the Tellers Committee report to the Board of Directors, a written complaint from such candidate is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final election ballot receipt date and that is alleged to have materially compromised such election. A challenge of a recall election may be made by the person who is the subject of the recall election provided that, not later than 15 days after the individual is informed of the tally of votes by the Tellers Committee, a written complaint from such person is received at IEEE Headquarters setting forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final recall election ballot receipt date and that is alleged to have materially compromised such recall election.

A challenge of a vote on a Constitutional amendment (a "referendum") may be made by any voting member provided that, not later than 30 days after the publication of the tally of votes in such referendum in the Tellers Committee report to the Board of Directors, a written complaint of such voting member and an accompanying petition are received at IEEE Headquarters and such complaint sets forth the activity alleged to be in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final referendum ballot receipt date and that is alleged to have materially compromised such referendum.

The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall report to the Board of Directors their determination as to whether any duly challenged membership election, recall election, or vote on a referendum was materially compromised by activity in violation of the IEEE Constitution, Bylaws, or Policies that took place prior to the final election ballot

receipt date (as defined in Bylaw I-307.14), the final recall election ballot receipt date (as defined in Bylaw I-111) or the final referendum ballot receipt date (as defined in Bylaw I-308), as the case may be, and if so, what remedial action should be taken. Remedial action may include, but is not limited to, mandating a new election, recall election, or referendum as promptly as practicable under guidelines then established by the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, but shall not include mandating the appointment to office of any candidate, the removal from office of any person who is the subject of a recall election, or the enactment or non-passage of any Constitutional amendment where such action reverses the result of the election, recall election, or referendum under challenge. A successful candidate for office whose election is challenged shall not take office, a person who is the subject of a recall election shall not be removed from office, and any referendum decision shall not take effect until any challenge thereto has been resolved pursuant to this Bylaw.

The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, shall make such investigation with respect to the complaint as they determine to be appropriate and shall make their determination as soon as feasible and in any event within 30 days after copies of such complaint are distributed to the IEEE President, IEEE Secretary and IEEE Executive Director. At that time, the IEEE President, working with the IEEE Secretary and IEEE Executive Director shall prepare and submit a written report to the IEEE Board of Directors setting forth: (1) whether the complaint was timely filed and otherwise complied with the requirements of this Bylaw; (2) whether the alleged activity set forth in the complaint violated the IEEE Constitution, Bylaws, or Policies; (3) whether the challenged election, recall election, or referendum was materially compromised by such activity; (4) its determination as to any remedial action that should be taken; (5) the evidence relied on in connection with the foregoing findings and determination; and (6) any reasoning or other information deemed appropriate for inclusion in such report. Copies of such report shall also be promptly submitted to all candidates in the challenged election, to the person who is the subject of the recall election, or to the complainant and known principal proponents and opponents with respect to the challenged referendum, as the case may be.

Any such determination by the IEEE President, IEEE Secretary and IEEE Executive Director shall become final ten days after the date of such report unless notice of an appeal of such determination is received at IEEE Headquarters or Operations Center within such ten-day period.

Subject to the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director to take action with respect to an election pursuant to Bylaw I-307.16, this Bylaw shall provide the sole and exclusive procedure for the challenge of any election, recall election, or referendum. If there is an appeal of the determination of the IEEE President, IEEE Secretary and IEEE Executive Director, the Board of Directors shall consider the report, the appeal, and all evidence deemed to be relevant thereto, and shall make the final determination.

**300 MANAGEMENT**I-308. Amendments to IEEE Constitution and Bylaws1. Constitutional Amendments.

- (a) Review by Legal Counsel. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by IEEE legal counsel.
- (b) Proposed Amendment Petitions. Proponents of petitions for Constitutional Amendments shall submit in writing to IEEE a copy of the exact wording of the proposed Constitutional Amendment petition the proponent wishes to circulate for signature. In order to be effective, such submission must be received at the office of the IEEE Executive Director no later than twelve o'clock noon ET on the Friday preceding 15 December of the preceding year in which the petition, if qualified, will appear on the ballot. The wording of this proposed amendment petition, once reviewed and approved by legal counsel, shall be considered the official petition. If the wording of a circulated petition deviates from the official petition as defined above, such petition shall be disqualified. Only signatures for the official petition will be counted toward qualification of a proposed amendment to be placed on the ballot. Petitions for Constitutional Amendments may be circulated and signed no earlier than 1 May of the year preceding the submission of Constitutional Amendments to the voting members.
- (c) Schedule. Except as described in Bylaw I-308.1, or unless otherwise directed by the Board of Directors, the schedule for (i) receipt of petitions for Constitutional Amendments and statements of petitioners in support of petitions to accompany the ballot, (ii) the submission of all Constitutional Amendments (including those initiated by the Board of Directors) to the voting members, and (iii) the counting of the ballots and tallying of votes with respect to proposed Constitutional Amendments shall conform to the schedule relating to the nomination and election of officers elected by the voting members set forth in Bylaw I-307. Ballots for Constitutional Amendments shall carry a statement of the final date for receipt of ballots at IEEE Headquarters or at a qualified organization designated by the IEEE Executive Director (the "final referendum ballot receipt date").

Ballots will be valid only when completed in accordance with the instructions accompanying the ballot and when received at IEEE Headquarters or by a qualified organization designated by the IEEE Executive Director prior to the final referendum ballot receipt date. Ballots shall be validated and votes shall be tallied under the actual or delegated supervision of the Tellers Committee not later than the tenth working day following the final referendum ballot receipt date. As provided in Bylaw I-305.16, the Tellers Committee shall announce the result of the tally of the votes not later than the tenth working day following the final referendum ballot receipt date in a report to the Board of Directors signed by the Chair of the Tellers Committee. The known principal proponents and opponents of each such proposed Constitutional Amendment shall be advised promptly of the Tellers Committee tally of votes applicable to their respective Constitutional Amendment proposals. Subject to

Bylaw I-307.18, the date of adoption of a proposed Constitutional Amendment that has been voted upon favorably by the membership shall be the date of the first meeting of the Board of Directors taking place after the date of the Tellers Committee report and, as provided in Article XIV, Section 3, of the Constitution, such Amendment shall take effect 30 days after adoption.

- (d) Ballot Marking Instructions. A ballot that is marked neither for nor against a proposed Constitutional Amendment shall not be counted either as a "vote" or as a "ballot cast" for purposes of Article XIV, Section 2, of the Constitution, and the instructions accompanying the ballot shall so specify.
- 2. Procedures to Change Bylaws. As provided in the Constitution, proposed Bylaw changes and the reasons therefore shall be mailed to all Directors at least 20 days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of the votes of the members present at the meeting shall be required to approve any new Bylaw, amendment, or revocation.
- 3. History of Amendments. A complete history of amendments shall be kept in the files of IEEE.

I-309. Voting Privileges

- 1. At meetings of the Assembly and of the Board of Directors, voting privileges are granted only to members elected to these bodies when participating in such meetings; voting privileges at meetings of Committees of the Board of Directors, and subcommittees thereof are limited to those serving on such bodies unless specifically approved otherwise in advance by the Board of Directors.

I-310. Fiscal Matters

- 1. Fiscal Year. The fiscal year for IEEE shall be the calendar year.
- 2. IEEE Assets. Assets within each IEEE organizational unit, from whatever source derived, are the property of IEEE. All such assets, regardless of the form and location in which they are kept, shall be maintained under the legal name The Institute of Electrical and Electronics Engineers, Incorporated.

I-311. IEEE Public Policy-Related Activities

IEEE and its organizational units will engage in coordinated public policy-related activities that advance its mission.

IEEE's public policy activities at all levels will be guided by such general principles and public policy position statements as have been approved by the IEEE Board of Directors.

In conducting public policy-related activities, IEEE will be non-partisan, will seek and respect diverse opinions, and will promote balanced, evidence-based viewpoints.

**300 MANAGEMENT**

IEEE will inform policy-makers, IEEE members, and the public of the benefits, risks, and social implications of technology and effective strategies for accelerating the development and widespread deployment of beneficial technologies.

IEEE will promote discussion of technology-related public policies, through such means as organizing fora and publishing public policy-related research, analysis, and opinion.

IEEE will be an advocate for the organization, its members and communities, and the public, developing and communicating Public Policy Positions on matters related to technology within its fields of expertise and the needs of stakeholders; these policies may be local, national, regional, or global in nature.

IEEE will establish and maintain programs that encourage member awareness and participation in public policy-related activities; this may include direct participation in the development of technology-related public policies through service in government agencies and technical advisory committees.

As appropriate, IEEE will work with other organizations in the development and conduct of public policy-related programs.

All official IEEE and IEEE Organizational Unit Position Statements and Policy Communications shall be freely available to members and to the public.

## **I-400. GEOGRAPHICAL & TECHNICAL GROUPS/ORGANIZATION OF MEMBERS**

### **I-400. Groups of Members**

The following groups of members are hereby established to promote the objectives and interests of IEEE.

### **I-401. Technical Organization of Members**

1. **Divisions.** There shall be ten Divisions. A Division is typically composed of one or more Societies, and may contain one or more Technical Councils. The Technical Activities Board shall determine the specific composition of each Division. The composition of the Divisions shall be specified in the TAB Operations Manual. If a Society warrants representation by more than one Division, the voting members of that Society shall be voting members of all those Divisions.
2. **Societies.** A Society provides a forum and community for the exchange of technical information among members in the respective discipline and industries of electrical and electronics engineering and related arts and sciences. Societies may represent either an identifiable segment of the electrical and electronics industries, or a discipline having applicability in different industries and functions. A Society's scope or mission shall be approved by TAB.
3. **Society Establishment and Operation.** Societies shall be established within the scope and objectives of IEEE groups of members interested in specific technical fields or related subjects. The Technical Activities Board shall establish and be responsible for the operations of Societies.  
  
The procedures for organizing a new Society and operating an existing Society shall be contained in the TAB Operations Manual.
4. **Society Membership.** All Societies shall consist exclusively of IEEE members and such Affiliates as may be authorized by the Board of Directors.
5. **Delegation of Authority.** The Technical Activities Board can delegate certain operational and administrative matters to Societies that achieve criteria for autonomous operations. Responsibilities and criteria shall be specified in the TAB Operations Manual. Matters of fundamental policy or governance shall not be delegated.
6. **Technical Councils.** Technical Councils may be established by the Technical Activities Board for the purpose of providing a continuing mechanism for two or more IEEE Societies, called Member Societies, to work together in a multi-disciplinary technical area of mutual interest, primarily through conferences and publications. The procedures for organizing a new Technical Council and operating an existing Technical Council shall be contained in the TAB Operations Manual.
7. **Technical Council Membership.** A Technical Council has Member Societies but no individual members. In all

respects except membership, a Technical Council operates generally like a Society. The representatives on the Technical Councils are to be designated by the Member Societies and are to appoint their own President and other officers. Other policies and operational details shall be specified by each Technical Council.

### **I-402. Geographic Organization of Members**

The geographic organizational units of IEEE are Regions, Areas, Councils, Sections, Subsections, Chapters, Student Branches, Student Branch Chapters, and Affinity Groups. Relevant functions, composition and administrative guidelines and procedures regarding IEEE geographic organizational units are provided in the MGA Operations Manual. More restrictive petition requirements may be adopted within a Region upon the approval of the Member and Geographic Activities Board.

1. **Regions.** A Region shall be a geographical organizational unit consisting of a part of one, or of one, or of more than one country established by MGAB in accordance with the IEEE Constitution as an operating organizational unit of IEEE for management and administrative purposes to represent and fulfill the missions of IEEE within the territory prescribed.

In intent, all parts of the world are in a Region. The boundaries of the Regions are as follows and shall be further specified in each Region's Bylaws:

- |           |   |
|-----------|---|
| Region 1  | shall comprise Northeastern USA.  |
| Region 2  | shall comprise Eastern USA.   |
| Region 3  | shall comprise Southeastern USA and the island of Jamaica as a part of its territory.   |
| Region 4  | shall comprise Central USA.   |
| Region 5  | shall comprise Southwestern USA.  |
| Region 6  | shall comprise Western USA.   |
| Region 7  | shall comprise the territory of Canada.   |
| Region 8  | shall comprise Africa, Europe, Greenland, Iceland, the Republics of the former USSR, and the Near and Middle East countries located west of Afghanistan and Pakistan.         |
| Region 9  | shall comprise the territory encompassing the Caribbean and Bahamas Islands, South America, Central America and North America (except the United States, Jamaica and Canada). |
| Region 10 | shall comprise Asia, Australia, New Zealand and related islands.  |

2. **Areas.** Areas may be established as parts of a Region. An Area shall generally consist of several Sections, states, provinces, or countries which may be established by the Regional Committee as a management and administrative organizational unit of IEEE to fulfill the communication needs and management/administrative missions of the Region within the territory prescribed.



**400 GEOGRAPHICAL & TECHNICAL GROUPS**

3. Geographic Councils. A Council may be formed by agreement of a group of contiguous Sections and it exists at their pleasure. It is formed by the Sections to do only those delegated tasks that can be best done together by the Sections rather than singly by each Section. The Sections retain their recognition as the basic operating, executive, administrative and geographic unit of IEEE. The formation of a Council must be approved by the Regional Director and the Member and Geographic Activities Board.
4. Sections. A Section shall be the basic operating geographic organizational unit of IEEE and shall be constituted by a minimum of fifty (50) IEEE voting members. A Section shall be established with the approval of the Member and Geographic Activities Board by petition of those who live/work in relatively close proximity to be served by activities that further the missions of IEEE.
5. Subsections. A Subsection shall be a part of a Section or Region, constituted by a minimum of twenty (20) IEEE voting members, and established with the approval of MGAB by petition of those who live/work in relatively close proximity to be served by the activities that further the mission of IEEE.
6. Chapters. A Chapter shall be a technical subunit of a Region, one or more Sections or a Geographic Council. There may be single Society Chapters, joint Society Chapters, and Technical Council Chapters. A Chapter shall comprise a minimum of twelve (12) IEEE voting members of a Society, or group of Societies in the case of a joint chapter, and shall be established by petition to the parent geographical and technical organizational units concerned to fulfill the mission of IEEE. In the case of a Technical Council Chapter, a minimum of any twelve (12) IEEE voting members of Council Member Societies in the parent geographical unit shall be required to petition to the geographic unit and to the Technical Council.
7. Student Branches. A Student Branch shall be an operating organizational unit of IEEE constituted by a minimum of twelve (12) IEEE Student Members or Graduate Student Members at a particular college, university, technical institute, or, in unusual circumstances attached to a Section, and established with approval of MGAB by petition to the Region concerned to fulfill the mission of IEEE.
8. Student Branch Chapters. Student Branches may have Student Branch Chapters. A Student Branch Chapter shall be a technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members of a Society or group of Societies and established by petition to the parent Student Branch and Society concerned to fulfill the mission of IEEE. A Student Branch Chapter functions in a manner similar to a committee of the Student Branch.
9. IEEE-HKN Chapters. An IEEE-HKN Chapter shall be an organizational unit of IEEE-HKN. The minimum number of members, required reporting, other related activities, and procedures for formation and dissolution shall be specified in the IEEE-HKN Operations Manual.
10. Affinity Groups. An affinity group shall be a non-technical subunit of a Region, one or more Sections or a Geographic

Council. An affinity group shall comprise a minimum of six (6) IEEE voting members, who are members of the geographic unit(s) involved, and established by petition to the parent organizational unit(s) or committee concerned to fulfill the mission of IEEE.

11. Student Branch Affinity Groups. Student Branches may have Student Branch Affinity Groups. A Student Branch Affinity Group shall be a non-technical subunit of a Student Branch constituted by a minimum of six (6) Student Members or Graduate Student Members established by petition to the parent Student Branch and organizational unit or committee concerned to fulfill the mission of IEEE.

**I-403. Organization of Standards Membership****1. IEEE-SA Membership Qualifications.**

Membership in the IEEE-SA shall be drawn from:

- Individuals
- Not-for-profit enterprises
- For-profit enterprises

Individuals include IEEE members, IEEE Society affiliates, and individuals who are not otherwise affiliated with IEEE, all of whom shall have shown a demonstrated interest in IEEE standards activities.

Not-for-profit enterprises include but are not limited to organizations, such as a government agency (federal, state, provincial or local), user group, or trade association, that have shown a demonstrated interest in IEEE standards activities.

For-profit enterprises include but are not limited to business corporations, partnerships, limited liability companies, and other forms of business associations.

Further details about IEEE-SA membership are given in the IEEE Standards Association Operations Manual.

**I-404. IEEE Eta Kappa Nu (IEEE-HKN)**

IEEE-HKN shall be an organizational unit of IEEE comprising (i) members of IEEE who have been inducted into the membership of IEEE-HKN, and (ii) members in good standing of Eta Kappa Nu prior to its merger into IEEE who continue to meet the requirements for membership in IEEE-HKN as specified in the IEEE-HKN Operations Manual. The purposes of IEEE-HKN shall be to encourage excellence in education for the benefit of the public by (1) recognizing individuals who have conferred honor upon education and learning by distinguished scholarship, activities, leadership and exemplary character as students in IEEE-designated fields, or by their attainments in these fields, (2) providing educational and financial support to such students, (3) fostering educational excellence in IEEE-designated fields, and (4) providing oversight of the IEEE-HKN membership, chapters, awards and other related activities. The IEEE-HKN Board of Governors (IEEE-HKN-BOG) shall be the governing body of IEEE-HKN and shall report to the Educational Activities Board.





# **EXHIBIT E**

**June**

# **IEEE POLICIES**

## **2017**

THE INSTITUTE OF ELECTRICAL AND ELECTRONICS  
ENGINEERS, INC.

3 Park Avenue, 17<sup>th</sup> Floor  
New York, N.Y. 10016-5997, U.S.A.



The IEEE Board of Directors approves changes to the *IEEE Policies* from time to time. This document is updated on a regular basis and the most current version is available at <http://www.ieee.org/policies>.

**IEEE POLICIES**  
**TABLE OF CONTENTS BY SECTION**

Adopted by the IEEE Board of Directors and incorporating revisions through 26 June 2017.

**INTRODUCTION**

**DEFINITIONS**

**SECTION 1 – REGIONAL ACTIVITIES**

- 1.1 Region Boundaries

**SECTION 2 – TECHNICAL ACTIVITIES**

- 2.1 IEEE Societies  
 2.2 Society Emblems and Pins

**SECTION 3 – EDUCATIONAL ACTIVITIES**

- 3.1 Selection Procedures for IEEE Representatives to ABET

**SECTION 4 – AWARDS ACTIVITIES**

- 4.1 Objectives  
 4.2 Definitions  
 4.3 Authority for Awards  
 4.4 Limitations of Awards  
 4.5 Procedures for Nomination and Selection of Candidates  
 4.6 Presentation of IEEE Awards  
 4.7 Establishment and Review of Awards  
 4.8 Current Honors, Medals, Technical Field Awards, Recognitions, Prize Papers, Scholarships, External Awards and Staff Award Administered by the Awards Board  
 4.9 Other Institute Awards and Competitions  
 4.10 Hierarchy of Awards  
 Table A - IEEE Student Recognition and Support

**SECTION 5 – INTERSOCIETY ACTIVITIES**

- 5.1 Objectives  
 5.2 Guiding Principles for Transnational Activities  
 5.3 Proposals for Intersociety Activity  
 5.4 Categories of Involvement  
 5.5 Appointments and Support  
 5.6 Appointments by Other Organizations  
 5.7 Relationships with National Societies

**SECTION 6 – PUBLISHED PRODUCTS AND SERVICES**

- 6.1 Authority for IEEE Publication Products and Services  
 6.2 Use of Products and Services  
 6.3 IEEE Copyright  
 6.3.1 IEEE Copyright Policies  
 6.3.2 Guidelines for Use of IEEE Logo and "IEEE"  
 6.4 Multiple Publication of Original Technical Material in IEEE Periodicals  
 6.5 Second Class Mailing Permits  
 6.6 IEEE Organizational Unit Publications  
 6.7 IEEE Websites

**SECTION 7 – PROFESSIONAL ACTIVITIES**

**PART A - IEEE POLICIES**

- 7.1 Objectives  
 7.2 Professional Activities Outside the United States  
 7.3 Scope of Professional Activities  
 7.4 Professional Activities - Assessing Member Needs

- 7.5 IEEE Involvement with Legislative Bodies, Government Agencies and International Organizations  
 7.6 Protection of the Public  
 7.7 Professional Welfare of Members  
 7.8 IEEE Code of Ethics  
 7.9 IEEE Amicus Policy  
 7.10 Procedures for Member Conduct Complaints  
 7.11 Ethical Support  
 7.12 Patent Rights of Employed Engineer Inventors  
 7.13 Employer Cooperation in Career Maintenance and Development  
 7.14 Support of Industrial/Governmental Objectives Having a Common Interest  
 7.15 Age Discrimination

**SECTION 7 – PROFESSIONAL ACTIVITIES**

**PART B - IEEE-USA POLICIES**

- 7.100 Registration of U.S. Engineers  
 7.200 Congressional Fellows Program  
 7.300 IEEE-USA Publications

**SECTION 8 – STANDARDS ACTIVITIES**

- 8.1 Objectives  
 8.2 Responsibility  
 8.3 Detailed Procedures

**SECTION 9 – ACTIVITIES OF IEEE ORGANIZATIONAL**

**UNITS**

- 9.1 Affiliation with Tax-Exempt Organizations  
 9.2 Association by Chapters with Other Organizations  
 9.3 Section/Chapter/Society Cooperation  
 9.4 Employment of Staff or Engagement of Independent Contractors to Support IEEE Organizational Units  
 9.5 Separate Incorporation  
 9.6 Section Reserves  
 9.7 Participation in IEEE Activities  
 9.8 Conflict of Interest  
 9.9 Whistleblower and Non-Retaliation Policy  
 9.10 Parliamentary Rules and Procedures  
 9.11 Administrative Procedures for Regional and Technical Activities  
 9.12 Availability of Minutes and Archives of IEEE Board of Directors  
 9.13 Use of the Word "Engineering"  
 9.14 IEEE Quality Policy  
 9.15 Board of Directors Meetings  
 9.16 Metric Policy  
 9.17 Environment, Health and Safety  
 9.18 IEEE Electronic Mail Policies  
 9.19 Standard Telephone Formats  
 9.20 Standard Date Formats  
 9.21 Major Board Operations Manuals  
 9.22 Use of E-Mail by the IEEE Board of Directors  
 9.23 Guidelines for the Hiring, Terms of Employment and Compensation of the IEEE Executive Director  
 9.24 Information Disclosure Policy  
 9.25 Civility Policy  
 9.26 IEEE Policy Against Discrimination and Harassment  
 9.27 IEEE Social Media Policy

## 9.28 Computer Policy

**SECTION 10 – MEETINGS, CONFERENCES, SYMPOSIA  
AND EXPOSITIONS**

- 10.0 Types of Meetings
- 10.1 Conferences
  - 10.1.1 Conference Objectives
  - 10.1.2 Sponsorship
  - 10.1.3 Inter-organizational Unit Roles & Responsibilities
  - 10.1.4 General Approvals, Endorsements, & Notifications
  - 10.1.5 Memorandum of Understanding (MoU)
  - 10.1.6 Conference Budgets
  - 10.1.7 Conference Advances
  - 10.1.8 Conference Bank Account Signatures
  - 10.1.9 Distribution of Surplus and Deficits
  - 10.1.10 Auditing of Conference Finances
  - 10.1.11 Conference Closings
  - 10.1.12 Conference Chairs
  - 10.1.13 Confidentiality
  - 10.1.14 IEEE Member Participation
  - 10.1.15 Registration Fee Requirements
  - 10.1.16 Naming of IEEE Conferences
  - 10.1.17 Use of the IEEE Logo
  - 10.1.18 Contracting
  - 10.1.19 Conference Insurance
  - 10.1.20 Conference Publications
  - 10.1.21 IEEE Services and Publicity
  - 10.1.22 Tax Liability Resulting from Sales and Order Handling in Conjunction with Conference Exhibits
  - 10.1.23 Financial Support from Industry
  - 10.1.24 Job Recruiting at Conferences
  - 10.1.25 Participation Limitations for IEEE-Sponsored Events
  - 10.1.26 Summary of Requirements for Solely Sponsored/Co-Sponsored Conferences
  - 10.1.27 Summary of Requirements for Technical Co-Sponsored Conferences

**SECTION 11 – IEEE FINANCIAL MATTERS**

## Introduction

- 11.1 Financial Stability
- 11.2 Annual and Interim Reporting Requirements
- 11.3 Asset/Liability Management
- 11.4 Reserves
- 11.5 Insurance Coverage
- 11.6 Business Expense Reporting
- 11.7 Fund-Raising: Receiving Grants and Contributions
- 11.8 IEEE Contributions to Disaster Relief Policy

**SECTION 12 – LEGAL AND TAX MATTERS**

- 12.1 Trademark
- 12.2 Uniform Employer Identification Number Assigned by IRS (Applicable Only in U.S.)
- 12.3 Internal Tax Procedures (Applicable Only in U.S.)
- 12.4 IEEE Foundation, Incorporated
- 12.5 Use of Legal Counsel by IEEE Units
- 12.6 Contracts with Exclusive Rights

- 12.7 Media Contact
- 12.8 IEEE Records Management Policy Statement
- 12.9 IEEE Privacy Policy Statement
- 12.10 Antitrust and Fair Competition Policy
- 12.11 Economic Sanctions and Embargoes Policy
- 12.12 Anti-Boycott Policy
- 12.13 Anti-Bribery and Corruption Policy

**SECTION 13 – NOMINATIONS AND ELECTIONS**

- 13.1 Objectives
- 13.2 Nomination of Candidates for Elective Office and Standing Committees and Boards
- 13.3 Elections and Electioneering
- 13.4 Use of Funds for Electioneering
- 13.5 Announcement and Publication of Results of IEEE Elections and Referenda
- 13.6 Equal Opportunity for IEEE Service
- 13.7 Nominations and Elections – Ballot Material

**SECTION 14 – IEEE MAILING LISTS AND ROSTERS**

- 14.1 Use and Control of IEEE Mailing Lists
- 14.2 IEEE Membership Lists Requested by Outside Organizations
- 14.3 Use of IEEE Mailing Lists for Educational Purposes
- 14.4 Non-Members on Section Mailing Lists
- 14.5 Commercial Use of IEEE Mailing Lists
- 14.6 Section Rosters with Company Affiliations
- 14.7 Telemarketing

**SECTION 15 – External Communications on Public Policy**

- 15.1 Objectives
- 15.2 Scope
- 15.3 Technology Policy Whitepapers by IEEE and its Organizational Units
- 15.4 Public Policy Position Statements by IEEE and its Organizational Units
- 15.5 Policy Communications by IEEE and its Organizational Units
- 15.6 Criteria for Review by the IEEE Global Public Policy Committee
- 15.7 Consideration of Minority Views
- 15.8 Public Availability
- 15.9 Annual Review and Expiration
- 15.10 Policy Communications by Individual Members
- 15.11 OU Public Policy Processes and Operations

**SECTION 16 – APPLICATIONS FOR MEMBERSHIP,  
BILLING AND RENEWALS**

- 16.1 New Applicants Schedule
- 16.2 Membership Categories; Reduced and Waived Dues/Fees
- 16.3 Advance Payment Dues
- 16.4 Membership Billing, Termination, and Reinstatement

In addition to these policies, more detailed policies and procedures of the Major Boards, Committees and other organizational units are maintained in their respective Charters and Operations Manuals. These documents are available at the IEEE Governing Documents webpage at <http://www.ieee.org/about/corporate/governance/index.html>

## INTRODUCTION

IEEE Incorporation. IEEE is incorporated under the New York State Not-for-Profit Corporation Law. The text of that law changes from time to time; the IEEE Executive Director should be consulted prior to taking any action which relates to that law.

IEEE Government. The policies, procedures and regulations by which IEEE is governed are embodied in three documents. The IEEE Constitution, which can be approved and amended only by the voting members of the IEEE, contains IEEE's fundamental objectives, organization and procedures. Implementation of the Constitutional provisions, in specific organizational structures and procedures, is entrusted to the IEEE Bylaws, which are approved and amended by the IEEE Board of Directors. The third document, the IEEE Policies, is published herewith; its purpose is to provide more detailed statements of specific policies, objectives and procedures than are appropriate for inclusion in the Constitution and Bylaws. The IEEE Policies are approved and amended by the IEEE Board of Directors.

The precedence of these three documents should be remembered by all those engaged in IEEE management duties. The Bylaws may not be in conflict with the Constitution, and the IEEE Policies must conform to the provisions of both the Constitution and the Bylaws. If, after having consulted these documents, questions of procedure or interpretation remain, inquiries addressed to the IEEE Secretary, the IEEE Executive Director, or to members of his/her staff, will receive prompt attention.

Format of the IEEE Policies. The policies and procedures published here have been arranged in sections, each dealing with a different facet of IEEE's operations. The first eight sections cover the activities of the Major Boards and Committees of IEEE. The remaining eight sections cover activities common to several of the IEEE Boards and their organizational units. These include conferences, finances, nominations and elections, legal and tax matters, mailing lists and rosters, and membership.

Those consulting these IEEE Policies for the first time are urged to carefully review the Table of Contents to acquaint themselves with all policies relating to their particular activities within the IEEE.

The following paragraphs summarize the content of each section of the IEEE Policies.

Section 1 - Regional Activities. Regional activities, conducted under the aegis of the Member and Geographic Activities Board, are concerned primarily with the interests of the individual member in the locale of his home or place of employment, and with the activities of local groups of members such as Sections, Subsections, Chapters and Student Branches. The activities are coordinated within each of the ten IEEE Regions by the respective Regional Directors.

Section 2 - Technical Activities. The technical activities of the IEEE, conducted by the Technical Activities Board, embrace the work of the IEEE Societies as well as IEEE-wide

technical programs. These activities are intended to serve the specialized technical interests of individual members and groups of members, and to bring the resources of the IEEE to bear on technical questions of local, national and transnational interest.

Section 3 - Educational Activities. The Educational Activities Board prepares and conducts educational programs designed to support the individual member during his professional career, with particular emphasis on continuing education and career development. It also assists the profession at large in such areas as pre-university guidance, accreditation of engineering curricula, professional registration and certification.

Section 4 - Awards Activities. The awards programs of the IEEE are managed and monitored by the Awards Board. Nominations for recipients of IEEE-wide awards are made by the Awards Board to the Board of Directors. Specialized awards within the scopes of the IEEE Societies, Regions, Sections or Councils are established and financed by the respective organizational units, subject to rules set by the Awards Board.

Section 5 - Intersociety Activities. IEEE maintains relations with societies and other organizations throughout the world, and co-sponsors or assists in the operation of national and international conferences. This section specifies policies and procedures in dealing with other organizations.

Section 6 - Published Products and Services. The publications of the IEEE are under the jurisdiction of the Publication Services and Products Board (in the case of Society publications this responsibility is shared with the Technical Activities Board). Since IEEE is responsible for a major share of the world's refereed technical information in electrical and electronics engineering, these duties consume a major share of the IEEE's personnel and other resources. Also included are procedures for protecting IEEE copyrights.

Section 7 - Professional Activities. The professional (as distinguished from technical) activities of IEEE are based on amendments to the Constitution passed in 1972.

Part A: IEEE Policies. Various overriding policies related to professional activities, the IEEE Code of Ethics and other policies as they relate to ethical conduct are contained in Part A.

Part B: IEEE-USA Policies. Responsibility for such activities in the United States has been delegated by the Board of Directors to the IEEE-USA Board. The policies in this section indicate the procedures to be followed in dealing with government bodies and other organizations on matters of professional concern to the membership.



Section 8 - Standards Activities. The IEEE Standards Association is responsible for conducting and coordinating the IEEE's involvement in all standards activities, including on all relations on standard matters with outside organizations, both private and governmental. It also is responsible for appointing IEEE representatives to participate in standard development efforts of other organizations. The overriding objectives of Standards Activities are contained in this section.

Section 9 - Activities of IEEE Organizational Units. This section deals with activities that are common to or shared jointly by several types of IEEE organizational units. It also addresses the usage of standard notations within the IEEE as well as e-mail policy and guidelines and the information disclosure policy.

Section 10 - Meetings, Conferences, Symposia and Expositions. The IEEE as a whole, as well as such units as its Sections, Regions, and Societies, serves as sponsor or co-sponsor of major meetings each year. Since the planning and management of these meetings are largely decentralized, this section serves an important purpose in apprising local officials of applicable policies and procedures.

Section 11 - Financial Matters. This section deals with policies related to volunteer and staff responsibilities regarding the functions and administration of the financial aspects of the IEEE and the organizational units of the IEEE.

Section 12 - Legal and Tax Matters. This section derives from the requirements of United States laws and regulations, particularly those governing the tax status of not-for-profit organizations, to which IEEE must adhere in operations conducted within the United States. These procedures are

derived from statutes applying to all similar organizations, and hence are not based on the IEEE Constitution and Bylaws. Since the penalties for failure to comply with these regulations are substantial, all those engaged in IEEE management should be familiar with this section and follow the procedures exactly.

Section 13 - Nominations and Elections. IEEE is at all levels governed directly or indirectly by members elected to their posts by fellow members. To provide for fully representative elections, a number of detailed provisions, outlined in this section, must be observed.

Section 14 - Mailing Lists and Rosters. Since the distribution of publications and other communications to IEEE members involves the use of mailing lists which would be useful to many other organizations, specific procedures should be in place to protect the lists against unauthorized use. Conversely, authorized use of these lists by appropriate organizations can render an important service to members. The policies in this section deal with procedures to preserve the distinction between desirable and undesirable use of lists by other organizations.

Section 15 - External Communications on Public Policy. This section provides guidelines for the preparation and issuance of IEEE Position Papers and Position Statements of organizational units of the IEEE, and for developing and presenting testimony before government bodies on subjects of interest to IEEE.

Section 16 - Applications for Membership, Billing and Renewals. This section contains information relevant to the membership renewal process, terminations, billing, categories of membership and related dues reductions, and payment schedule.

### **DEFINITIONS**

1. **Bullying.** Bullying is defined as a form of harassment. Bullying consists of waging an ongoing and systematic campaign of interpersonal destruction against an individual or group of individuals that a reasonable person would find hostile, offensive and unrelated to an IEEE's legitimate business interests on the basis of a protected characteristic. It tends to be an accumulation of many incidences over a long period of time, including treatment which persistently provokes, pressures, frightens, intimidates or otherwise discomforts another person.
2. **Discrimination.** Discrimination is defined as taking negative action against a person either because the person has one or more protected characteristics or refusing to provide a reasonable accommodation for a person's disability or religious belief, restriction, or requirement, treating people differently, either preferentially or with adverse impact; because they have similar characteristics; or because they are from specific groups, unless differential treatment is reasonable, essential and directly related to conducting IEEE business.
3. **Harassment.** Harassment is defined as one form of Discrimination. Harassment is conduct based upon one or more protected characteristics that has the purpose or effect of unreasonably interfering with an individual's participation in IEEE activities or creating an environment that would be intimidating, hostile or offensive to a reasonable person in such a situation. Harassment can occur when submission to such conduct is made either explicitly or implicitly a term or condition of an individual's participation in IEEE activities or used as a basis for decisions affecting that individual's relationship to the IEEE.
4. **Retaliation.** Retaliation is defined as punitive actions taken against persons for exercising their employee or other rights under the laws in good faith, reporting violations of the laws to the proper authorities (i.e. "whistle-blowing") and/or participating in administrative or legal proceedings as a plaintiff, complainant or witness.

*This page  
intentionally  
left blank*

## **SECTION 1 – REGIONAL ACTIVITIES**

### **1.1 Region Boundaries**

When appropriate, the Member and Geographic Activities Board shall recommend to the IEEE Board of Directors the formation, dissolution, transfer, merger or change of boundaries of any Region including the distribution of all funds and assets in the custody of that Region at the date of termination.

*This page  
intentionally  
left blank*

## **SECTION 2 – TECHNICAL ACTIVITIES**

### **2.1 IEEE Societies**

In recognition of the continuing growth and diversification of its technical activities, the IEEE has provided for Societies within the IEEE structure.

The Societies benefit from the economies of centralized administration, extensive geographical organization of the IEEE, and the ease with which an individual can participate in several organizational units within the IEEE, thus providing a better match between technical needs and the necessarily arbitrary lines of organization.

- A. Functions of Societies. Each Society operates in a distinct technical area, and shall provide the necessary basis for its further growth, for attracting new members in competition with other societies in the field, for merging IEEE Societies into stronger technical organizational units, for merging non-IEEE societies into IEEE, for dealing with other professional societies, and for facilitating the representation of the profession to outside agencies including governments. Each Society carries out its own publication, meetings, standards, and other activities as required and operates within its own budget and may establish Technical Committees to allow members to promote specialized technical areas.
- B. Administration. Each Society is governed by its own administrative body responsible to its members.
- C. Society Membership Dues. The membership dues structure for Societies shall be set as part of the annual budget cycle.
- D. No Society shall be recognized as joint with any other organization, society, or group outside the IEEE. However, Societies may cooperate with other organizations in the operation of joint committees and the holding of joint meetings and may invite members of such organizations and the public to their meetings.
- E. Society Finances. The annual Society budget must be approved by the TAB Finance Committee and the Technical Activities Board.

### **2.2 Society Emblems and Pins**

Each Society on its own initiative may adopt an emblem, subject to prior legal trademark review to insure the integrity of the IEEE emblem trademark is maintained. A Society with an emblem may, at its own financial risk, design and procure pins or other devices for sale to its members.

Guidelines for the use of the IEEE emblem on printed material are found in Sections 6.3.2 and 12.1.



*This page  
intentionally  
left blank*

### **SECTION 3 – EDUCATIONAL ACTIVITIES**

#### **3.1 Selection Procedures for IEEE Representatives to ABET**

The Educational Activities Board (EAB) shall identify and appoint IEEE Representatives to the ABET Board of Delegates (BoDel), the EAC (Engineering Accreditation Commission) and ETAC (Engineering Technology Accreditation Commission) Area Delegations and the BoDel Alternates.

The EAB shall report the appointments to the IEEE Board of Directors upon the completion of the process. Procedures for selecting the IEEE Representatives to the ABET BoDel, EAC and ETAC Area Delegations and the BoDel Alternates shall be detailed in the EAB Operations Manual.

*This page  
intentionally  
left blank*

## **SECTION 4 – AWARDS ACTIVITIES**

### **4.1 Objectives**

The IEEE shall recognize those who contribute to and support the purposes of the IEEE in an exceptionally worthy manner. In furtherance of this objective, the IEEE shall create and foster a broad program of formal awards and recognitions of all types. The IEEE shall encourage the formation of awards committees in its geographical, professional and technical organizational units to recognize outstanding achievements and services for the benefit of the IEEE and the engineering profession, and for those accomplishments which enhance the quality of life for all people throughout the world.

IEEE Awards shall serve several purposes: (1) be an expression of recognition for outstanding contributions to the advancement of the theory and practice of electrical, electronics, communications and computer engineering, as well as computer science, the allied branches of engineering and the related arts and sciences and technologies and their application; (2) be an incentive to youth to emulate excellence; (3) be a personalized recognition of the achievements of the profession and its members to the public, and (4) identify the IEEE with these achievements.

The awards policies of the IEEE shall establish a hierarchical system of awards at several levels of the IEEE's organization. This system of awards is designed to meet the changing demands of the IEEE.

The IEEE, through its Awards Board, shall establish policies and procedures to provide for the orderly development and implementation of awards and recognitions programs throughout the IEEE, and shall administer those programs at the Institute level on behalf of the IEEE Board of Directors.

In carrying out awards activities, the IEEE organizational units shall give prominence to the intent of each award, as well as to the specific accomplishments of the recipients.

### **4.2 Definitions**

The generic word "awards" shall include, but not be limited to, medals, awards, formal recognitions, scholarships, prize papers, and Honorary Membership.

Student recognition and support shall include student prizes, student awards, scholarships and fellowships.

### **4.3 Authority for Awards**

The IEEE awards administered by the Awards Board and its committees shall be approved by the Board of Directors and presented in the name of the IEEE.

The Board of Directors may delegate approval authority to those respective major boards having chartered Awards and Recognition Committees, and who have previously been delegated administrative authority by the Awards Board. The approval authority within established limitations for awards and recognitions falling within their respective scopes of operations, shall be in accordance with policy established by the Board of Directors.

### **4.4 Limitations of Awards**

- A. Number of Awards in Recognition of a Given Achievement. Normally, an individual shall receive only one honor in recognition of a given achievement, unless the significance of the achievement is such as to merit subsequently a higher award. A higher award may be given in the following year or thereafter.
- B. Posthumous Awards. Posthumous awards to individual nominees shall be made only when knowledge of the awardees' death is received by the Awards Board Chair from the legal heir of the deceased after announcement of the recipient; nominations of known deceased persons shall not receive consideration. However, in cases where a nomination relates to a "team," a collection of individuals who are to be recognized for a shared achievement as defined by the individual award criteria, the fact that one or more, but not all of the team are deceased shall not preclude an award being made to the living members. In this latter case the deceased members may be recognized within the recipient announcements and publicity. While there would be no eligibility for anyone or any organization associated with the deceased individual(s) to receive the honorarium or medal, a certificate will, if practical, be issued for each such individual to the legal heir of the deceased, recognizing his or her contribution to the team effort.
- C. Frequency of Award Presentation. Even though an award may be specified as being given annually, it shall be awarded only when, in the judgment of the sponsoring IEEE organizational unit, suitable candidates are available.
- D. Medals to Non-IEEE Members. It is preferred that recipients of the IEEE Medal of Honor and IEEE Medals shall be members of IEEE. However, the IEEE Board of Directors may approve the presentation to a non-member upon the recommendation of the IEEE Awards Board.
- E. Medal Administration. Any new or revised IEEE Medal shall be administered only by the Awards Board, and these shall be presented in the name of the IEEE Board of Directors.
- F. Use of Word "Medal". For any new and revised award below those presented in the name of the IEEE Board of Directors, the word "medal" shall not be part of the official title or designation. A medal may be included as a part of the award, however, it may not be gold.
- G. Staff Ineligibility. No member of the IEEE staff shall act as nominator or reference for any award covered by IEEE Policies 4.8 and 4.9. No member of the IEEE staff may be a candidate for any award covered by these policies, with the exception of the IEEE Eric Herz Outstanding Staff Member Award as specified in Policy Section 4.8.G.
- H. Eligibility and Process Limitations. Individuals serving on any board or committee involved at any stage of the recipient selection or approval process for an award shall be ineligible to receive, or act as a nominator or

reference for that award. This conflict of interest limitation shall apply to all awards given by the IEEE or any of its organizational units.

- I. Cash Awards to Companies or Organizations. Awards are to be given in recognition of excellence. It is not appropriate to present an award with cash value to a company or organization in recognition of the support given to IEEE activities.
- J. Student Recognition Purpose. Any student recognition and support activity by an IEEE Organizational Unit shall be for the direct benefit or perpetuation of the aims and objectives of that Organizational Unit and the IEEE.
- K. IEEE Scholarship Purposes. IEEE scholarships shall be designed to accomplish specific purposes not already covered by other agencies, as, for example, scholarships designed to promote study in a particular field which is being neglected, etc.

Funds derived from IEEE and Society member dues and fees, and organizational unit rebates shall not be used for scholarships, fellowships and other education awards.

- L. Awards Not Requiring Approval. IEEE Awards Board approval is not required for the establishment of "informal" or customary recognitions not carrying honoraria, such as certificates of appreciation, Committee Chair's certificates, Section Chair's certificates, Society President's pins, etc.

#### **4.5 Procedures for Nomination and Selection of Candidates**

Except as expressly provided in these Policies, the procedure for the nomination and selection of candidates for awards shall be specified in the Awards Board Operations Manual.

#### **4.6 Presentation of IEEE Awards**

The IEEE Medal of Honor and the IEEE Medals shall be presented at an IEEE Medals Presentation. All IEEE awards shall be presented at times and places approved by the Awards Board. The Chair of the Awards Board shall be responsible for the review and approval of plans and arrangements for the presentation of IEEE awards as well as for the format and content of IEEE awards brochures.

Guidelines on the hierarchy of presenters of each award shall be specified in the Awards Board Operations Manual.

#### **4.7 Establishment and Review of Awards**

The establishment of awards requires the approvals of (a) the IEEE Awards Board for their specifications, and (b) the IEEE Board of Directors for their establishment and use of IEEE funds on behalf of the IEEE Organizational Units for the purpose of sponsoring awards.

The IEEE Awards Board and the Organizational Units, acting through their respective Awards and Recognition Committees, shall establish procedures to ensure critical

review, approved funding and reasonable schedules for awards proposals submitted.

The establishment of those student recognition and support activities within the specifications given in Table A has been delegated by the IEEE Awards Board and the Board of Directors to the Major Boards having chartered Awards and Recognition Committees. Those activities beyond Table A require the approval of the IEEE Awards Board. Portions of Section 11 of this Manual and MGAB Operations Manual shall be examined for relevancy.

Details for proposals for new awards shall be specified in the IEEE Awards Board Operations Manual.

It is the policy of the IEEE to review all awards and scholarships every ten years. Contractual arrangements for new awards and scholarships should provide for review and modification by the IEEE in order to cope with changing conditions in the profession. It is recommended that all new awards be established for a specific period of 10 years, and renewable for a like period.

#### **4.8 Current Honors, Medals, Technical Field Awards, Recognitions, Prize Papers, Scholarships, External Awards and Staff Award Administered by the Awards Board**

Awards may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

- A. IEEE Medal of Honor. The IEEE Medal of Honor, shall be awarded for an exceptional contribution or an extraordinary career in the IEEE fields of interest.

The Medal of Honor is the highest IEEE award. The candidate need not be a member of the IEEE.

The Medal of Honor Selection Committee shall recommend candidates to the Awards Board for endorsement, who in turn shall recommend to the Board of Directors for final approval.

- B. IEEE Medals. IEEE Medals shall embrace significant and broad IEEE interests and purposes. IEEE Medals may be awarded annually when, in the judgment of the Awards Board, suitable candidates are available.

The IEEE Medals Council shall recommend candidates for each of the IEEE Medals to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Medals may be established only by the Board of Directors on the recommendation of the Awards Board.

The IEEE Medals are:

IEEE Alexander Graham Bell Medal, for exceptional contributions to communications and networking sciences and engineering.

IEEE Edison Medal, for a career of meritorious achievement in electrical science, electrical engineering or the electrical arts.

IEEE Medal for Environmental and Safety Technologies, for outstanding accomplishments in the application of technology in the fields of interest of IEEE that improve the environment and/or public safety.

IEEE Founders Medal, for outstanding contributions in the leadership, planning, and administration of affairs of great value to the electrical and electronics engineering profession.

IEEE Richard W. Hamming Medal, for exceptional contributions to information sciences, systems and technology.

IEEE Medal for Innovations in Healthcare Technology, for exceptional contributions to technologies and applications benefitting healthcare, medicine, and the health sciences.

IEEE Jack S. Kilby Signal Processing Medal, for outstanding achievements in signal processing.

IEEE/RSE (Royal Society of Edinburgh) James Clerk Maxwell Medal, for groundbreaking contributions that have had an exceptional impact on the development of electronics and electrical engineering or related fields.

IEEE James H. Mulligan, Jr. Education Medal, for a career of outstanding contributions to education in the fields of interest of IEEE.

IEEE Jun-ichi Nishizawa Medal, for outstanding contributions to material and device science and technology, including practical application.

IEEE Robert N. Noyce Medal, for exceptional contributions to the microelectronics industry.

IEEE Dennis J. Picard Medal for Radar Technologies and Applications, for outstanding accomplishments in advancing the fields of radar technologies and their application.

IEEE Medal in Power Engineering, for outstanding contributions to the technology associated with the generation, transmission, distribution, application and utilization of electric power for the betterment of society.

IEEE Simon Ramo Medal, for exceptional achievement in systems engineering and systems science.

IEEE John von Neumann Medal, for outstanding achievements in computer-related science and technology.

- C. IEEE Technical Field Awards. The IEEE Technical Field Awards are awarded for contributions in specific technical fields of science and engineering, and in several areas of leadership. They may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

The IEEE Technical Field Awards Council shall recommend candidates for each of the IEEE Technical Field Awards to the Awards Board for endorsement.

The Awards Board shall, in turn, submit to the Board of Directors for final approval. New IEEE Technical Field Awards can be established only by the Board of Directors on the recommendation of the Awards Board. Under normal circumstances, any donation or bequest shall be accepted only with the provision that any residual balance becomes a donation to the IEEE Foundation, designated for the IEEE awards program, upon termination of the IEEE Technical Field Award.

The IEEE Board of Directors may, in its sole discretion, recommend to the Board of Directors of the IEEE Foundation the acceptance by the Foundation of donations and bequests for the purpose of endowing the IEEE Technical Field Awards program. Such endowments may, with the approval of the Board, carry the name of an individual or individuals, e.g., the John J. Jones Endowment Fund. Restrictions on the technical scope of the awards supported by such funds, shall not be for more than ten years. Support to the IEEE Technical Field Awards received from such endowments shall be acknowledged by listing each such Endowment Fund, by name, in an appropriate IEEE publication or brochure associated with the announcement of each year's IEEE Technical Field Award selections.

The IEEE Technical Field Awards are:

IEEE Biomedical Engineering Award, for outstanding contributions to the field of biomedical engineering.

IEEE Clelio Brunetti Award, for outstanding contributions to nanotechnology and technologies for microsystem miniaturization.

IEEE Components, Packaging, and Manufacturing Technology Award, for outstanding contributions to advancing components, electronic packaging, or manufacturing technologies.

IEEE Control Systems Award, for outstanding contributions to control systems engineering, science, or technology.

IEEE Electromagnetics Award, for outstanding contributions to the theory and/or application of electromagnetics.

IEEE James L. Flanagan Speech and Audio Processing Award, for an outstanding contribution to the advancement of speech and/or audio signal processing.

IEEE Fourier Award for Signal Processing, for an outstanding contribution to the advancement of signal processing, other than in the areas of speech and audio processing.

IEEE Andrew S. Grove Award, for outstanding contributions to solid-state devices and technology.

IEEE Herman Halperin Electric Transmission and Distribution Award, for outstanding contributions to electric transmission and distribution.

IEEE Masaru Ibuka Consumer Electronics Award, for outstanding contributions in the field of consumer electronics technology.



IEEE Internet Award, for exceptional contributions to the advancement of Internet technology for network architecture, mobility and/or end-use applications.

IEEE Richard Harold Kaufmann Award, for outstanding contributions in industrial systems engineering.

IEEE Joseph F. Keithley Award in Instrumentation and Measurement, for outstanding contributions in electrical measurements.

IEEE Gustav Robert Kirchhoff Award, for an outstanding contribution to the fundamentals of any aspect of electronic circuits and systems that has a long-term significance or impact.

IEEE Leon K. Kirchmayer Graduate Teaching Award, for inspirational teaching of graduate students in the IEEE fields of interest.

IEEE Koji Kobayashi Computers and Communications Award, for outstanding contributions to the integration of computers and communications.

IEEE William E. Newell Power Electronics Award, for outstanding contributions to power electronics.

IEEE Daniel E. Noble Award for Emerging Technologies, for outstanding contributions to emerging technologies recognized within recent years.

IEEE Donald O. Pederson Award in Solid-State Circuits, for outstanding contributions to solid-state circuits.

IEEE Frederik Philips Award, for outstanding accomplishments in the management of research and development resulting in effective innovation in the electrical and electronics industry.

IEEE Photonics Award, for outstanding achievement(s) in photonics.

IEEE Robotics and Automation Award, for contributions in the field of robotics and automation.

IEEE Frank Rosenblatt Award, for outstanding contributions to biologically and linguistically motivated computational paradigms and systems.

IEEE Marie Sklodowska-Curie Award, for outstanding contributions to the field of nuclear and plasma sciences and engineering.

IEEE Innovation in Societal Infrastructure Award, for significant technological achievements and contributions to the establishment, development, and proliferation of innovative societal infrastructure systems through the application of information technology with an emphasis on distributed computing systems.

IEEE Charles Proteus Steinmetz Award, for exceptional contributions to the development and/or advancement of standards in electrical and electronics engineering.

IEEE Eric E. Sumner Award, for outstanding contributions to communications technology.

IEEE Nikola Tesla Award, for outstanding contributions to the generation and utilization of electric power.

IEEE Kiyo Tomiyasu Award, for outstanding early to mid-career contributions to technologies holding the promise of innovative applications.

IEEE Transportation Technologies Award, for advances in technologies within the fields of interest to the IEEE as applied in transportation systems.

IEEE Undergraduate Teaching Award, for inspirational teaching of undergraduate students in the fields of interest of IEEE.

- D. IEEE Recognitions. IEEE recognitions are awards given in addition to the IEEE Medal of Honor, the IEEE Medals, and the Technical Field Awards.

The IEEE Recognitions Council shall recommend candidates for these awards to the Awards Board for endorsement. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

New IEEE Recognitions can be established only by the Board of Directors on the recommendation of the Awards Board.

1. IEEE Service Awards. There shall be two IEEE Service Awards, which may be awarded annually when in the judgment of the Awards Board suitable candidates are available.

IEEE Richard M. Emberson Award, for distinguished service advancing the technical objectives of the IEEE.

IEEE Haraden Pratt Award, for outstanding volunteer service to the IEEE.

2. IEEE Corporate Innovation Award, for an outstanding innovation by an organization in an IEEE field of interest.

3. IEEE Scholarship Awards

The IEEE Scholarship Award is:

Frank A. Cowan Fellowship. The Frank A. Cowan Fellowship may be awarded for graduate study in the field of communications, to the extent of available funds, when the Frank A. Cowan Fund is not used to support the IEEE Medal of Honor for accomplishments in the field of communications.

- E. IEEE Honorary Membership. The IEEE Honorary Membership Committee shall be responsible for recommending to the Recognitions Council, who shall make a recommendation to the Awards Board, candidates for IEEE Honorary Membership. The Awards Board shall, in turn, submit to the Board of Directors for final approval.

Neither the Awards Board nor any of its committees shall be involved with the selection of recipients of the Honorary Life Memberships of the IEEE Societies.

- F. External Awards. External Awards are those awards not exclusive to IEEE, but of interest to IEEE and its

members. The External Awards Committee shall be responsible for reviewing and suggesting actions on outside awards of interest to IEEE members, for recommending nominations for such external awards as may be assigned to it by the Awards Board, and for recommending IEEE candidates for service on external medals and awards committees to the Awards Board.

G. IEEE Staff Award.

IEEE Eric Herz Outstanding Staff Member Award, for sustained contributions by a present or past full-time staff member. The award may be awarded on an annual basis when a suitable candidate is nominated.

The IEEE Awards Board shall recommend candidates for the IEEE Eric Herz Outstanding Staff Member Award to the Board of Directors for final approval. The IEEE Eric Herz Outstanding Staff Member Award shall be administered by the Awards Board.

Recognitions

Major Board, Region and Division, Society and Technical Council Awards	\$10,000
--	----------

Technical Conference Awards	\$ 2,000
-----------------------------	----------

Area, Geographical Council or Conference, Section, Chapter Awards	\$ 1,000
---	----------

Student Branch, and Student Branch Chapter Awards	\$ 500
---	--------

The extent of supplementary items such as plaques, certificates, bowls, replica medals, etc., to be presented with an award shall be guided by such items presented in the hierarchy of current awards.

#### **4.9 Other Institute Awards and Competitions**

The following award and competition are administered by other organizational units:

- A. IEEE Award for Distinguished Ethical Practices, for (a) exemplary ethical behavior/practices and/or (b) persuasive advocacy or promotion of ethical behaviors/practices by an IEEE member or organizations employing IEEE members.

This award is administered by the IEEE Ethics & Member Conduct Committee (EMCC) and may be presented annually, unless in the judgment of the EMCC, a suitable candidate is not available.

Details of the award shall be provided in the EMCC Operations Manual.

- B. IEEE Presidents' Change the World Competition, designed to recognize students who identify a real-world problem, apply engineering, science, computing and leadership skills to solve it, and, thereby, benefit humanity or their community.

This competition is administered by IEEE Member & Geographic Activities (MGA). Details of the competition shall be provided in the MGA Operations Manual.

#### **4.10 Hierarchy of Awards**

The hierarchy and honoraria of awards within the IEEE shall be as follows:

<u>Award Category</u>	<u>Maximum Honoraria and Medals</u>
IEEE Medal of Honor	\$50,000, gold medal and bronze replica
IEEE Medals	\$20,000, gold medal and bronze replica
IEEE Technical Field Awards, Joint IEEE Awards with National Societies & IEEE	\$10,000 and bronze medal

**Table A - IEEE Student Recognition and Support**

	Secondary School Prize	Undergraduate Award	Undergraduate Scholarship	Graduate Award	Graduate Fellowship
Educational Program Restraints	None	Curriculum with IEEE relevance	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit	Breadth of sponsoring organizational unit
Minimum Amount	Certificate	Certificate	\$500 *	\$1,000 *	\$5,000 *
Maximum Amount	\$500	\$500	\$15,000	\$15,000 annually	\$30,000 annually

There shall be no primary award evaluation constraints except educational level and geographical location, although financial need can be used as a secondary criterion.

\* The amounts are given in U.S. dollars. These limits should be modified in other geographical areas as appropriate to account for differences in the cost of education, availability of comparable non-IEEE sponsored support, and the impact of the recognition.

## **SECTION 5 – INTERSOCIETY ACTIVITIES**

### **5.1 Objectives**

In support of the engineering profession as a whole, it is IEEE Policy to encourage relationships with other organizations.

- Such organizations shall share similar objectives and may not be limited to those that are engineering or scientific in character.
- Such relationships may vary in their degree of formality.
- Such relationship may result in the appointment of representatives, delegates, or a corporate membership in that organization.
- Such organizations may appoint representatives to IEEE.
- Such relationships shall encourage interdisciplinary activity.

IEEE's relationship with outside organizations shall be in consonance with the principles and objectives of the IEEE Certificate of Incorporation, Constitution and Bylaws and subject to the legal limitations of IEEE's 501(c)(3) tax status. Policy Section 9.1 - Affiliation with Tax Exempt Organizations and Policy 5.2 below shall be followed when considering affiliations with for-profit organizations or other organizations that are exempt from US Federal income tax.

Other parts of this Policy Manual may address intersociety activities more specifically, however, the general principles of this Section 5 shall also apply. Any apparent conflicts related to any intersociety activity shall be referred to the IEEE Board of Directors for review and adjudication.

### **5.2 Guiding Principles for Transnational Activities**

Because it is a global organization, the IEEE recognizes that cultural differences may impact its activities.

Special provisions shall be made to provide appropriate activities that accommodate unique cultures and or legislation.

The IEEE or its organizational units may adopt different positions on a particular topic or activity relative to specific national environments. It is IEEE policy that the undertaking of such an activity or position shall not prevent IEEE action on the same topic or activity in other national environments.

### **5.3 Proposals for Intersociety Activity**

**Proposal Submission.** Proposals for IEEE intersociety activities shall be submitted by any member(s), or organizational unit to the IEEE Board of Directors.

**Delegation of Authority.** The Board of Directors may delegate authority for review and approval of proposals to the appropriate Major Boards (e.g., MGAB, TAB, IEEE-USA). New proposals shall be brought to the Board of Directors only if the proposal has no overriding precedents and/or new policy decisions are required. The IEEE organizational unit authorized to review and approve the proposal shall be

responsible for monitoring and appropriate action on all aspects of the joint activity.

### **5.4 Categories of Involvement**

IEEE's involvement with outside organizations may be technical and non-technical and can be at the international, national or local level.

#### **A. Non-technical Involvement.**

1. The designated IEEE organizational unit (hereunder referred to as the designated Board) shall:
  - Appoint the IEEE delegate(s), for one-year terms, unless specified otherwise.
  - Coordinate the interests of other IEEE organizational units and obtain any necessary internal reviews and approvals regarding IEEE's interests.
  - Report on actions by the outside organization that impinge on IEEE interests.
  - Budget for the annual dues, or other support, required by the outside organization.
  - Review annually, the activities of the outside organization and make a judgment on whether to continue IEEE's involvement. If the judgment is to terminate or modify the IEEE involvement, any other interested IEEE organizational units shall be advised and a recommendation shall be submitted to the IEEE Board of Directors.
  - Maintain an archival record of appointments and reports pertaining to the involvement, through the Secretary of the designated Board.
2. The designated Board may delegate the task of implementing the involvement.

#### **B. Technical Involvement.**

1. The designated IEEE organizational unit, (hereunder referred to as the designated Board) shall:
  - Appoint IEEE delegates. Several IEEE organizational units (e.g., Societies, Committees) may wish to have technical representation and in such cases each Society shall appoint IEEE delegates.
  - Coordinate all technically involved Societies.
  - Resolve conflicts in technical inputs from various Societies.
  - Budget for the annual dues, or other support, required by the outside organization.

- Review, annually, their participation and make a judgment whether to continue IEEE's involvement. If more than one Society is represented, each Society shall conduct the review, and promptly notify the other participating Societies and designated Board of any decision to terminate or modify their involvement.
2. Technical Representatives. Technical representatives shall be responsible for ascertaining the positions or views of the respective appointing Societies. The designated Board may name one of the representatives to head the delegation and act as spokesperson on administrative matters.
  3. Presenting Technical Views. Technical inputs from various Societies may be separate and independent of each other, however, if conflicts arise, they shall be resolved by the designated Board and one view presented as IEEE's opinion.
- C. National and International. The IEEE will be represented through the appropriate boards, committees, panels, or other organizational units as designated by the IEEE Board of Directors.
- D. Local Involvement. IEEE involvement at the local level will usually be through a Region, Council, Section, Chapter, Section Committees, Student Branch or Affinity Group. The local unit or organization involvement shall follow applicable IEEE policies as well as any additional local policies, rules and procedures. Reviews and approvals shall be obtained at the next organizational level of responsibility (i.e., the Region, or the Member and Geographic Activities Board). The local unit shall be responsible for appointing any delegates or representatives and for insuring that they are adequately instructed.

If two or more IEEE Sections are involved in the same outside activity, as in a metropolitan area, one Section or Council shall be designated to be responsible for administration and coordination by the next organizational level of responsibility.

- E. Involvement With Organizations Other Than 501(c)(3) Tax-Exempt Organizations. The Board of Directors may approve involvement with organizations not of the same 501(c)(3) tax status as the IEEE when such involvement is in the best interest of IEEE. Involvement with such organizations shall normally be by contract signed by the IEEE Executive Director. Exceptions shall be specifically approved by the Board of Directors.

## **5.5 Appointments and Support**

- A. Appointments. IEEE members appointed to represent IEEE on programs jointly conducted with one or more outside organizations shall follow IEEE policies, and shall be given such guidance and direction by the appointing IEEE Board or Committee. IEEE representatives shall submit reports as required and in the annual report should summarize the joint program progress and achievements and recommend the level of IEEE continued participation in the next year.

- B. Support. IEEE representatives shall receive information and staff assistance, and may receive financial support, through the respective appointing IEEE Boards and Committees. The appointing Board or Committee shall be responsible for budgeting any dues or fees to be paid to the outside organization, for any IEEE staff support for the joint program, and any other authorized support for the IEEE representative(s).

Involvement at the local level, as discussed in Section 5.4 above, may require financial support. Any dues or other budgetary and financial commitments pertaining to an outside activity shall be the sole responsibility of the involved local unit. Each year, the local unit shall review its participation in the outside activity and shall make a judgment on continuing the activity. A report shall be submitted to the administrative level authorizing the involvement, with information copies to appropriate Boards or Committees.

## **5.6 Appointments by Other Organizations**

IEEE members selected by outside organizations to serve on programs of interest to the IEEE are serving as individuals and not as official IEEE Representatives. They may request information and policy guidance of IEEE, but IEEE shall not be committed to providing financial, staff or other types of support.

## **5.7 Relationships with National Societies**

- A. Objective. The IEEE establishes agreements with National Societies to enhance IEEE's fields of interests on a global basis. The purpose of these agreements shall be to assist the development and elevation of technical skills and professional growth for members of participating organizations. It is IEEE policy to encourage such activities.
- B. Responsibility & Approval. The IEEE Executive Director shall be responsible for oversight of these agreements. The IEEE President is empowered to sign new agreements or extensions of existing agreements on behalf of the IEEE Board of Directors as long as the agreements follow the conditions listed in 5.7.C and are reported to the IEEE Board of Directors.
- C. Conditions for Establishing an Agreement.
1. Each agreement shall be tailored to the country where the National Society exists, using the Board of Directors approved wording. A template shall be available through IEEE Corporate Activities. Agreements that modify the wording, other than deletions of sections, shall be approved by the IEEE President, and reported to the Board of Directors at their next meeting.
  2. The National Society must provide some benefit to the IEEE.
  3. The agreement may provide for a joint membership program, including a membership dues reduction. However, there must be strong evidence that the joint membership program will increase the number of IEEE members beyond the normal growth pattern.

The dues reduction shall not exceed 10 percent of the base IEEE dues and regional assessment.

- D. Renewal. All agreements shall be reviewed for renewal at intervals of not more than five years after two initial three-year terms.
- E. National Society Agreements with IEEE Societies. The IEEE Societies may establish agreements with National Societies. Guidelines for their establishment shall be provided by IEEE Technical Activities. IEEE Society Presidents shall have the authority to sign such agreements. Agreements shall be reported to the IEEE Board of Directors.



*This page  
intentionally  
left blank*

## **SECTION 6 – PUBLISHED PRODUCTS AND SERVICES**

### **6.1 Authority for IEEE Publication Products and Services**

IEEE publications exist by Board of Directors directive or as Publication Services and Products Board (PSPB) initiatives with Board of Directors approval.

The Board of Directors shall specify those publications to be received by every IEEE member. Such publications are the direct responsibility of the Publication Services and Products Board. Policies and procedures applying to these publications shall be specified in the Publications Services and Products Board Operations Manual.

All published products and services, in any form that originates from an IEEE organizational unit or bear the IEEE Master Brand, are ultimately the responsibility of the IEEE Publication Services and Products Board. These published products and services shall conform to the policies and procedures that shall be specified in the IEEE Publications Services and Products Board Operations Manual.

The Major Boards may introduce new publications following the approval policies and procedures which shall be specified in the Publications Services and Products Board Operations Manual.

Organizational units may specify additional policies and procedures which shall conform to and do not conflict with these policies.

### **6.2 Use of Products and Services**

Products and services purchased by individuals are intended for their personal use only.

### **6.3 IEEE Copyright**

- A. Copyright shall be held by the IEEE.
- B. Established policies on the use of the IEEE logo and Master Brand shall be followed. Reference Policy 6.3.2 Guidelines for Use of IEEE Logo and "IEEE".

#### **6.3.1 IEEE Copyright Policies**

- A. General Policies. In order to maximize the value of IEEE publications to authors, users and the IEEE, the following IEEE copyright policies shall be applied throughout the IEEE:
  - 1) IEEE shall serve and protect the interests of its authors and their employers.
  - 2) All technical, educational and professional publications of the IEEE, except newsletters, but including Society and Technical Council Newsletters, are required to be copyrighted by the IEEE.
  - 3) Copyright shall be held by the IEEE and not any of its organizational units.

- 4) The Intellectual Property Rights Office is responsible for the administration of all IEEE copyright matters under these policies and the procedures which shall be specified in the PSPB Operations Manual. This includes obtaining the copyright registration, handling reprint and republication requests, maintaining copyright records, and administering fees when appropriate. The Intellectual Property Rights Office may, at its discretion, delegate some or all of its copyright implementation responsibilities to other IEEE departments if they have significant publishing activity, subject to procedures approved by a member of the IEEE staff, as designated by the IEEE Executive Director.
- 5) Third-Party Rights to Reuse IEEE-Copyrighted Material. Licenses and permissions to use IEEE copyrighted material (abstracts, full text, etc.) for commercial or other non-IEEE related purposes may be granted under terms approved by the IEEE Publication Services and Products Board.
- 6) Fees for the reuse of IEEE material are appropriate for contributing to the cost of original publication, especially where the reuse involves the republication of material, or any commercial uses.
- 7) Prior to publication by the IEEE, all authors or their employers shall transfer to the IEEE in writing any copyright they hold for their individual papers. Such transfer shall be a necessary requirement for publication, except for material in the public domain or which is reprinted with permission from a copyrighted publication.
- 8) In return for the transfer of authors' rights, the IEEE shall grant authors and their employers' permission to make copies and otherwise reuse the material under terms approved by the Board of Directors which shall be specified in the PSPB Operations Manual.
- 9) After IEEE accepts the work for publication and the copyright has been transferred, changes or revisions to the work shall not be made without further review and approval.
- 10) For jointly sponsored conferences, which might require special copyright arrangements, those arrangements shall be made in accordance with the procedures which shall be specified in the PSPB Operations Manual.
- 11) Copyrighting electronic information shall follow the electronic information dissemination procedures, which shall be specified in the PSPB Operations Manual.
- 12) The PSPB or its authorized designee shall consider the allowance of any exceptions to these Copyright policies.

**6.3.2 Guidelines for Use of IEEE Logo and "IEEE"**

The following are guidelines on the use of the IEEE logo, i.e., the diamond-shaped emblem which is registered with the U.S. Patent and Trademark Office as the trademark of the IEEE, and on the use of "IEEE," the recognized abbreviation of The Institute of Electrical and Electronics Engineers, Inc.

- A. The IEEE logo should be used on IEEE's wholly owned publications and also on meeting notices, programs and other promotional literature and products. On any of these, the logo should be displayed prominently at least once accompanied by the registration mark, i.e., the R in a circle (®) shown at the lower right of the emblem. On publications, it is recommended that the logo appear on the front cover and title page, if any.
- B. When used with a logo of an organizational unit within IEEE, the IEEE logo should be at least the same size as the other logo, preferably larger or in a more prominent position. In publications produced in cooperation with groups outside the IEEE all logos should be the same size. (It may be acceptable to use logos in different sizes to reflect unequal participation.)
- C. In every use, the integrity of the logo must be preserved. For example:
  - (1) Only the complete, official logo in either solid or outline form may be used. (Hand drawn or deformed versions are not permitted.)
  - (2) Neither the whole nor recognizable parts may be incorporated into another logo whether designed by an IEEE organizational unit or not.
  - (3) The logo may be printed in any color with another color as background, but should not be printed in several colors.
  - (4) The logo should not be obscured by any other design, lettering, etc.
  - (5) The logo should not be used frivolously.
- D. The logo shall be used only in connection with official business of the IEEE.

**6.4 Multiple Publication of Original Technical Material in IEEE Periodicals**

IEEE's technical publications shall include original material which appears only once in the archival literature. Unusual circumstances may allow for exceptions to this policy. The appropriate procedures to be followed shall be specified in the Publication Services and Products Board (PSPB) Operations Manual.

**6.5 Second Class Mailing Permits**

All IEEE periodicals, which use U.S. Post Office Second Class, non-profit bulk rates for domestic mailing shall have their original entry request and their periodic audits handled via IEEE Publications Department. This is to ensure that the required audit documentation is completely done and thus

protect this special mailing classification both for the specific publication and the other periodicals of the IEEE. Part of the requirements is that in each case there be established a member price for the publication.

Third Class bulk rate permits, as an alternate to Second Class, may be applied for directly at any local Post Office.

**6.6 IEEE Organizational Unit Publications**

Any IEEE organizational unit may issue a local publication. The publication's objective shall be consonant with the objectives of the IEEE.

Organizational units shall inform the IEEE Publications Services and Products Board of such publication and provide copies as published to the appropriate member of the IEEE staff as designated by the IEEE Executive Director.

**6.7 IEEE Websites**

Websites directly associated with the IEEE can be designated as the IEEE Main Website, IEEE organizational unit websites, IEEE partner websites, and the IEEE Web Presence. These terms are defined as follows.

- A. IEEE Main Website. The IEEE Main Website (<http://www.ieee.org>) is the collection of sections and pages within the IEEE.org parent domain that includes elements such as the site header and footer and follows the look and feel of <http://www.ieee.org>. This website is the primary entry point into the IEEE Web Presence and serves as an access point to other IEEE organizational unit websites and IEEE partner websites.
- B. IEEE Organizational Unit Websites. IEEE organizational unit websites are public or secure websites that represent IEEE or an IEEE organizational unit, and are authorized to carry the IEEE brand by virtue of their official affiliation with IEEE. These websites may be established as a sub-domain or exist outside of IEEE.org domain.
- C. IEEE Partner Websites. IEEE partner websites are operated by groups or organizations that have an affiliation with IEEE, but are not directly part of the IEEE organization (i.e., not an IEEE organizational unit).
- D. IEEE Web Presence. The phrase IEEE Web Presence signifies the collection of all IEEE websites including the IEEE Main Website (<http://www.ieee.org>), IEEE organizational unit websites, IEEE partner websites, and IEEE social media properties.

**SECTION 7 – PROFESSIONAL ACTIVITIES**  
**PART A - IEEE POLICIES**

**7.1 Objectives**

In addition to its technical and educational functions, the IEEE endorses the following professional objectives:

- A. The IEEE may promote the necessary activities, including governmental, legislative, and administrative action, to:
  - (1) Enhance the economic status of the electrical and electronics industry;
  - (2) Enhance the professional, social, economic and ethical status of the engineering profession in general and electrical engineers in particular.
- B. The IEEE embraces the principle that all of its members should have the opportunity to build up retirement equity and to do so without the hazard of forfeiture for reasons beyond their control. It is to this end that we cite these objectives.
  - (1) To achieve early vesting, portability, early retirement protection and sound funding in private pension plans by both voluntary action and legislative method;
  - (2) To provide by legislative change the opportunity for individual retirement investment with pre-tax dollars.
- C. The IEEE will strive continuously toward improvement of working conditions for engineers. In coordination with associated engineering and scientific societies, and in consultation with employers' representatives, the IEEE will co-author employment practices programs and will encourage the adoption of such programs by employers. These shall detail responsibility of both employer and employee to each other and of both to the public and environment. Methods of achieving improvement in employment conditions shall be investigated.
- D. As a means of measuring progress toward professionalism, the IEEE shall periodically canvass its membership to obtain information relative to salary, benefits and employment conditions and engage in other information gathering activities as appropriate.
- E. It shall be the objective of the IEEE to achieve full employment for its members and the IEEE shall engage in those activities compatible with its Constitution which will enable it to achieve this goal. It shall attempt to forecast the direction of expanding technology with a view toward career guidance and enhancement.
- F. The IEEE shall actively promote the activities of the engineering profession to its membership and to the public and shall do its utmost to enhance the status of engineering in general and the electrical engineering profession in particular.

- G. The IEEE, concerned for the quality of life for all people, shall use its technical and professional expertise for the betterment of the environment, improved living conditions, and effective utilization of world resources.

**7.2 Professional Activities Outside the United States**

The Regional Committees of Regions outside the United States may develop statements of objectives and procedures, similar to those of this section, which are appropriate to the specific needs of the members in the respective Regions. Such statements, prior to their publication and implementation, must be reviewed and approved by the IEEE Board of Directors.

**7.3 Scope of Professional Activities**

In achieving the objectives of Section 7.1, suitable professional positions may become IEEE professional standards or positions subject to the following:

- A. In developing a professional position it is essential that all non-member affected parties be invited to contribute to the development of the professional position.
- B. To the extent possible, all viewpoints pertaining to a professional position should be considered. Viewpoints shall be considered with relationship to the primary interest of the profession. Those viewpoints that cannot be included shall be reported with the reasons for non-inclusion to the Board of Directors when approval of the position is sought.
- C. The IEEE formulates and enunciates professional positions for the benefit of the profession as a whole. Once approved by the Board of Directors, such professional positions shall be published in IEEE SPECTRUM as a position of the Board and shall be available for use by any other publication. If the nature of a given professional position is such that the possibility of endorsement or compliance with that position is encouraged, only those organizations and/or individuals who authorize the release of their identity shall be included in any report concerning their position. For example, acceptance of employment guidelines or support of positions by organizations might be recognized by issuance of term certificates upon application and by granting of approval by IEEE-USA. Public announcements of such presentations are encouraged. Reports on group compliance, wherein identification of affiliations remains anonymous, may be made from time to time.
- D. Commendations to named individuals or organizational units may be made for performance in professional and human affairs by the Board of Directors upon recommendation of IEEE-USA or other IEEE organizational unit.

**7.4 Professional Activities - Assessing Member Needs**

In the area of professional activities which relate to social, economic, legal and ethical issues, there are certain topics on which it is important and highly desirable that the skills and expertise of qualified IEEE members be used to bring out pertinent facts that can serve to highlight key issues and bring them into clearer focus. In matters of national professional significance, the Board of Directors or the President may appoint or authorize an IEEE committee, staff or volunteer to look into a particular subject as defined by the Board and ask for a report that includes a consensus of opinion where appropriate. The report may be further reviewed and augmented as necessary by the Board of Directors.

If the Board of Directors has not expressed a position, then the publication or presentation of committee reports to other organizations is to be considered as reflecting the opinions of the committee and not necessarily the membership.

As a basis for assisting the IEEE Board in estimating the opinion of the IEEE membership on pertinent subjects, such as those on items of a technical or professional character, or those related to certain governmental, legislative or executive issues, use should be made of member opinion surveys. These surveys should be made from time to time of the whole membership of the IEEE or of the appropriate special part, as well as by means of membership sampling techniques when a broad data base exists that can be used for comparison.

All organizational units of IEEE should inform the Board of Directors, through their Regional or Divisional Director, of their intent to engage in significant professional activities not otherwise authorized.

**7.5 IEEE Involvement with Legislative Bodies, Government Agencies and International Organizations**

- A. While members of the IEEE are of course at liberty to express their own opinions on any matter, care must be taken that these are not put forward as representing the IEEE except as outlined below.
- B. It is recognized that there may be appropriate opportunities for IEEE and its organizational units to cooperate with legislative bodies and other agencies of national and local governments in various countries of the world, and with international agencies. Ways should be sought to try to make such cooperation possible, recognizing the limitations inherent in any situation where an individual member is asked to speak on behalf of the entire IEEE or any of its organized subdivisions.
- C. IEEE units may cooperate with government and international agencies on issues in which IEEE has no definite policy by suggesting technically competent persons to testify on an issue or to act as consultants. In such cases, the person testifies as an individual, and not as a representative of IEEE or any of its units.
- D. The IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, will be responsible for review of proposals for IEEE

cooperation, making certain that the proposed participation is in conformity with the IEEE Constitution, Bylaws, and Policies, and that it does not damage existing IEEE programs.

- E. If an activity which appears to the IEEE President, in consultation with the IEEE Secretary and IEEE Executive Director, to be desirable requires new policy or a change in existing policy, the question of participation shall be referred to the Board with a recommendation concerning the proposed policy change.
- F. Once an activity is approved, the IEEE President may delegate its implementation to an officer, or to an IEEE Major Board or Committee. In making this assignment, attention will be given to coordination with all Boards and Committees having interests in the issue.
- G. When approving the implementing participation of the type described in this policy statement, the IEEE President shall give attention to the problem of informing members. This will normally be done by arranging for items in IEEE SPECTRUM, THE INSTITUTE, and other IEEE publications.

**7.6 Protection of the Public**

The IEEE recognizes the obligation of the profession to protect the health, welfare and safety of the public. Where legislation, regulations, codes, or customs impact on electrical and electronics engineering, the IEEE shall interface whenever and wherever appropriate with legislative and regulatory bodies. In particular, legislation may include the establishment of qualifications of engineers and the registration and/or licensure of engineers. In furtherance of this policy, the IEEE:

- A. Offers advice and assistance to legislative and regulatory entities;
- B. Encourages the establishment of uniform laws as being in the public interest;
- C. Recommends that there be a minimum of restrictions of a legal nature in the functioning of qualified engineers;
- D. Offers advice and assistance to Boards of Engineering Examiners and similar agencies;
- E. Recommends that, upon request, committees of IEEE members cooperate with appropriate agencies in the development of sound registration examinations which will adequately protect the public interest.

**7.7 Professional Welfare of Members**

The IEEE is concerned with the professional welfare of its members. The administrative, geographical and technical units are encouraged to pursue appropriate activities in this area, such as the following:

- A. Organizing or sponsoring career development seminars for members.

- B. Organizing or sponsoring educational activities which upgrade the skills of members.
- C. Publishing information on existing legislation or proposed legislation which may affect the professional welfare of IEEE members.
- D. Arranging for group insurance plans which benefit members, provided these do not duplicate other plans sponsored by the IEEE and provided the IEEE unit does not benefit financially from such plans. Prior to establishment of an insurance plan by an organizational unit, legal approval must be sought through Headquarters and the plan referred to the Board of Directors for authorization.

### **7.8 IEEE Code of Ethics**

We, the members of the IEEE, in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

1. to accept responsibility in making decisions consistent with the safety, health, and welfare of the public, and to disclose promptly factors that might endanger the public or the environment;
2. to avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist;
3. to be honest and realistic in stating claims or estimates based on available data;
4. to reject bribery in all its forms;
5. to improve the understanding of technology; its appropriate application, and potential consequences;
6. to maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations;
7. to seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, and to credit properly the contributions of others;
8. to treat fairly all persons and to not engage in acts of discrimination based on race, religion, gender, disability, age, national origin, sexual orientation, gender identity or gender expression;
9. to avoid injuring others, their property, reputation, or employment by false or malicious action;
10. to assist colleagues and co-workers in their professional development and to support them in following this code of ethics.

Changes to the IEEE Code of Ethics will be made only after the following conditions are met:

- Proposed changes shall have been published in THE INSTITUTE at least three (3) months in advance of final consideration by the Board of Directors, with a request for comment, and
- All IEEE Major Boards shall have the opportunity to discuss proposed changes prior to final action by the Board of Directors, and
- An affirmative vote of two-thirds of the votes of the members of the Board of Directors present at the time of the vote, provided a quorum is present, shall be required for changes to be made.

### **7.9 IEEE Amicus Policy**

The IEEE recognizes that courts will, from time to time, consider matters affecting the interests of the IEEE, its members, or the engineering profession and allied fields, or other aspects of the public interest where the IEEE may be able to provide useful insights. In many countries, nonparties have the opportunity to offer information or perspectives to assist a court or other dispute-resolution body in resolving a dispute between two parties, where the resolution may have implications beyond the particular case. In common-law jurisdictions, this is called an "amicus curiae" (friend of the court) brief; civil-law jurisdictions can provide similar opportunities. This policy statement will refer to all such submissions as "amicus briefs" and all such dispute-resolving bodies as "courts." In some cases, the IEEE may deem it appropriate to submit an amicus brief, either alone or with others who share an interest with the IEEE. This policy sets procedures for the IEEE's development of recommendations for amicus briefs. This policy does not apply to other forms of position statements (such as testimony or other submissions to legislative bodies or administrative agencies acting in a rule-making capacity).

#### **A. Introduction**

The IEEE may learn of opportunities to participate as an amicus in many ways. Regardless of the source of information about an amicus opportunity, the time from learning about the opportunity to the deadline for submission of an amicus brief will often be short. Consequently, the IEEE has adopted these procedures.

#### **B. Procedures**

Requests for filing or joining an amicus brief should be directed in the first instance to the IEEE Executive Director who shall notify the IEEE President. As a general matter, requests should be submitted to the IEEE Executive Director at least 60 days before the due date for filing a brief on the IEEE's own behalf and at least 30 days before joining a brief filed by another party. (A request may be considered if it does not meet these deadlines, but the relative lack of time will itself be a factor in determining whether to join or file the amicus brief.) As time permits, the IEEE Board of Directors will consider amicus requests at its regularly scheduled meetings. At his or her discretion, however, the IEEE President may call a meeting of the Board (by telephone or otherwise) to consider whether the IEEE should file an amicus brief and to consider the content of such a filing. If the Board determines that the IEEE should file the amicus brief, the IEEE President shall supervise legal counsel's preparation of the amicus brief with the participation of the relevant IEEE organizational unit.



The final text shall be reviewed and approved by the President, the Past President, and the President-Elect.

The final brief shall be distributed to the Board of Directors promptly after it is filed with the court.

#### C. Decisional Factors

The IEEE will consider amicus opportunities (including the opportunity to join an amicus brief prepared by another organization) that may affect the IEEE's interests or that may benefit from the particular insights that the IEEE can provide. Each opportunity is unique, but the IEEE will typically consider the following factors when determining whether to file an amicus brief on a particular matter:

- Whether the case may result in a legal rule that will materially affect the collective interests of IEEE's members, the profession, and/or the public good on those subject matter areas within IEEE's competence?
- Whether the IEEE has special knowledge or insights that would benefit a court's informed decision-making?
- Whether the case may be decided in a way that would impose or increase the risk of liability for organizations such as the IEEE or any of its organizational units?
- Whether the case may result in a legal rule that will materially affect the fair, open, or efficient operation of nonprofit organizations, professional societies, standards development organizations, or other organizations similar to the IEEE or any of its organizational units?
- Whether the IEEE is already a party to a case whose outcome might be affected by a decision in the case in which an amicus might be filed?
- Whether an amicus brief would necessarily require taking a position in favor of a party to the dispute (unless taking a position is otherwise in the IEEE's interests, after due consideration of the other relevant factors)?
- Whether other potential amici are likely to file briefs either for or against the views that the IEEE would submit?
- The expense to the IEEE in filing a brief, and the existence of cost-effective alternatives (such as joining an amicus brief prepared at another organization's expense but with sufficient IEEE input to warrant IEEE's joining in the brief).
- If readily and reliably determinable, the views of IEEE members or other IEEE constituencies.

Typically, an IEEE amicus brief will provide factual information that may not otherwise be readily apparent to the relevant court, explain the consequences of potential alternative decisions, or advocate a proposed rule of decision. The IEEE typically will not take a position on the disputed facts at issue in a case, although if the IEEE has special knowledge of relevant facts it may offer those views. Any presentation of facts shall be fair and objective.

- D. IEEE-USA, on its own behalf, may authorize filing amicus curiae, to U.S. federal and state courts and related judicial bodies. Amicus curiae briefs shall be confined to the presentation of relevant facts and

arguments judged to be objective, verifiable, and properly within the purview of IEEE-USA for issues of interest to the IEEE U.S. members. Any proposed IEEE-USA amicus brief filings and the reasons therefore will be communicated in a timely fashion to the IEEE President and Executive Director to determine whether the proposed brief concerns matters of corporate concern that warrant review by the IEEE Board.

#### **7.10 Procedures for Member Conduct Complaints**

In accordance with IEEE Bylaw I-110.1, a member of the IEEE may be expelled, suspended, or censured for cause.

Cause shall mean conduct that is determined to be

- a material violation of the IEEE Code of Ethics, or
- a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
- other conduct that is seriously prejudicial to the IEEE.

When such conduct is reported in a complaint, it shall be investigated and evaluated by the IEEE Ethics and Member Conduct Committee, and shall be subject to appropriate action by the IEEE Board of Directors.

The contents of complaints, identity of the persons involved and the scope of any inquiries shall remain undisclosed to the extent practicable, consistent with the need for information and expeditious review and the procedures set forth below. If the identity of a charged member is disclosed by the EMCC, the person or entity to whom such disclosure was made shall be notified of the final action on the complaint. Final action shall mean either the termination of the complaint by the Ethics and Member Conduct Committee or the final action of the Board of Directors.

For purposes of these procedures, traceable mail shall be used for notifications and other material correspondence. Traceable mail shall mean mail sent using an internationally recognized courier that provides tracking and/or confirmation of delivery services.

All notifications to the charged member(s) shall be sent to the last address on record at the IEEE and the address provided in the complaint, if different. If materials are undeliverable all reasonable attempts to contact the charged member(s) to verify or obtain a current address shall be made; however, proceedings shall continue in accordance with these procedures regardless of the charged member(s) acknowledgement of receipt of such notifications, refusal to accept such notifications, or lack of response to communications sent.

#### Part A - The Complaint.

1. Submission of Complaint. The Ethics and Member Conduct Committee considers only those complaints, delivered by traceable mail to IEEE, c/o Corporate Activities, 445 Hoes Lane, Piscataway, NJ 08854. Complaints shall be addressed to the Chair, Ethics and Member Conduct Committee.
2. Form and Contents of Complaint. The complaint shall be in the form of an affidavit, typewritten, and signed by an IEEE member in good standing. The complaint shall be notarized, or include the equivalent certification of



signatures in areas outside of the US. The complaint shall include:

- a) the name and address of the IEEE member(s) whose conduct is the subject of the complaint;
- b) a statement which sets forth with reasonable specificity the conduct that is alleged to constitute cause.

Cause shall mean conduct that is determined to be

- a material violation of the IEEE Code of Ethics, or
- a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
- other conduct that is seriously prejudicial to the IEEE.

- c) the specific provisions of any documents described in Part A.2(b) that the conduct is alleged to have violated;
- d) the name and address of the person(s) believed to have knowledge pertaining to the subject of the complaint;
- e) the identification and location of any documentation or materials upon which the complaint in whole or part is based; the complaint may be accompanied by any materials or documentation which are thought to be relevant to the Committee's consideration and review;
- f) a statement declaring that the person submitting the complaint, will be present at any hearing at which the complaint is considered, upon the written request of either the Ethics and Member Conduct Committee or the charged IEEE member in the complaint.

3. Timeliness of Complaint. In accordance with IEEE Bylaw I-110.3, no complaint shall be accepted or considered by the Ethics and Member Conduct Committee if based upon conduct alleged to have occurred more than two (2) years prior to the date on which the complaint is received, except that with respect to alleged acts of plagiarism, no complaint shall be accepted or considered by the Ethics and Member Conduct Committee if based upon acts of plagiarism alleged to have occurred more than ten (10) years prior to the date on which the complaint is received.

The Chair shall return such complaints to the submitter without further distribution.

4. Acknowledgment. The Ethics and Member Conduct Committee Chair, or his/her designee, shall acknowledge receipt of the complaint.
5. Distribution. Concurrent with the acknowledgement, copies of the complaint shall be distributed to the Ethics and Member Conduct Committee members.

## Part B - Review of the Complaint.

### 1. Preliminary Investigation.

- a) The Ethics and Member Conduct Committee shall normally complete its consideration, investigation, and preparation of the Report on Preliminary Investigation within ninety (90) days from the date the Chair acknowledges receipt of the complaint. When circumstances require more time for the Ethics and Member Conduct Committee to complete its work, the complainant, or any other individuals who have been contacted by the Ethics and Member Conduct Committee shall be notified.
- b) The Preliminary Investigation shall be limited to a determination of cause. The preliminary investigation may involve interviewing the complainant, ascertaining whether there are witnesses or documents to corroborate the allegations, and determining if certain conduct is permissible.
- c) During the period of its Preliminary Investigation, the Ethics and Member Conduct Committee, acting on its own behalf or through ad hoc committees appointed by and under the direction of the Chair of the Ethics and Member Conduct Committee, may seek relevant information from IEEE staff, members and others as may be appropriate to the nature and contents of the complaint. Such relevant information as may be obtained shall be reduced to writing and included in the case file.
- d) During the period of the Preliminary Investigation, if the Ethics and Member Conduct Committee determines that contacting the charged member(s) will aid the investigative process, the complainant shall be notified of the Committee's action, and the following procedures shall be followed.
  - All material correspondence communication shall be in writing.
  - The charged member shall be provided with a copy of the full complaint.
  - The Ethics and Member Conduct Committee shall, by action, agree on the specific information to be requested.
  - The charged member shall be given thirty (30) days from the date the request for information is received to respond in writing.
  - The charged member shall be notified that IEEE will not reimburse expenses incurred in the preparation of the response.
  - Information provided by the charged member shall remain confidential and shall not be shared with the complainant unless a hearing board is convened.

## Part C - Findings of the Ethics and Member Conduct Committee.

1. Report of Findings. The Ethics and Member Conduct Committee shall determine whether a reasonable basis exists for believing that:

- a) the facts alleged in the complaint, if proven, constitute cause for expulsion, suspension, or censure of the charged member(s); and
- b) the facts alleged in the complaint can be proven.

These findings shall be made in writing by the Ethics and Member Conduct Committee, dated and signed by its members. These findings shall be the Committee's "Report on Preliminary Investigation".

## 2. Termination.

- a) The Ethics and Member Conduct Committee, upon determination that there is not a reasonable basis for believing both that the facts alleged in the complaint constitute cause, and that the facts can be proven, shall conclude its investigation.

Notice of the Ethics and Member Conduct Committee action to terminate the complaint shall be sent by traceable mail to the complainant and shall include a copy of the Report on Preliminary Investigation. Any parties to whom information about the case was disclosed during the period of investigation shall be notified that the case has been terminated.

- b) Other Reasons for Termination. The Ethics and Member Conduct Committee may terminate a Preliminary Investigation for any reason in its reasonable discretion including if:
  - i) there is any disclosure or publication of the complaint or its contents by the complaining party before the Ethics and Member Conduct Committee has concluded its Report on Preliminary Investigation. In such event, the Committee may return the complaint to the initiating party and the Chair shall notify the IEEE Board of Directors of its actions; or
  - ii) the complainant fails to respond to a written request for further information within twenty (20) days following receipt of such request; or
  - iii) the complainant has initiated legal proceedings, which are based upon the same or related circumstances underlying the complaint; or
  - iv) the case pertains to the same or substantially similar conduct, or subject matter, involving the charged person(s) in a case previously considered by the Ethics and Member Conduct Committee.

- 3. Reconsideration. The Ethics and Member Conduct Committee shall reconsider or review its findings to terminate a case only upon receipt of newly discovered information which by due diligence could not have been discovered at the time the complaint was filed. The complainant shall have ten (10) business days following service of notice to provide such information.

The Committee shall have a maximum of sixty (60) days, from the date the Chair acknowledges receipt of newly discovered information, to reconsider its decision.

If the Committee affirms the findings contained in its Report on Preliminary Investigation terminating the matter, no further reconsideration shall be granted.

## 4. Affirmative Findings.

- a) Upon an affirmative finding, the Chair shall advise the IEEE President, by transmittal of the Report on Preliminary Investigation, of the Committee's decision and request the appointment of a hearing board and the determination of the date, place and time at which the complaint shall be presented to the hearing board.
- b) The date selected by the IEEE President shall be chosen to permit service of notice on the IEEE member(s) to be charged at least ninety (90) days prior to the date set for hearing the matter and not more than six months following receipt by the IEEE President of the Report on Preliminary Investigation.
- c) The Ethics and Member Conduct Committee Chair shall serve notice, by traceable mail, on the IEEE member(s) to be charged. The notice shall include:
  - (1) the time, place and date of the hearing
  - (2) the date by which the charged member(s) shall notify the Committee Chair whether the member will attend the hearing in person, or be presented by a person authorized by the member
  - (3) a copy of the complaint
  - (4) the Report on Preliminary Investigation
  - (5) notice that any materials for the presentation, intended for submission by the charged member(s), be received by the Committee Chair for distribution to the hearing board twenty (20) days in advance of the hearing date
- d) Materials that are to be a part of the Ethics and Member Conduct Committee's presentation to the hearing board shall be distributed to both the hearing board members and the charged member(s) fifteen (15) days in advance of the hearing date.
- e) Any persons appearing before the hearing board on behalf of either the Ethics and Member Conduct Committee or the charged member(s) shall present written authorization for their appearance.

## Part D - Hearing Board: Procedures.

### 1. Hearing Board Members.

- a) Appointment. The IEEE President, with the concurrence of the Board of Directors, shall appoint no fewer than five and not more than nine IEEE voting members, not currently serving on the IEEE Board of Directors, to serve as the hearing board to hear the presentations by the Committee and by the charged IEEE member(s). The IEEE President with the concurrence of the Board of Directors shall at the same time appoint alternate

members, designated as first alternate and second alternate, to serve as may be required.

- b) The charged member shall be notified of the appointment and membership of the hearing board.
- c) The hearing board shall select one of its members to serve as Chair. The Chair shall preside over the hearing and prepare their findings and recommendations.
- d) The hearing board, by majority vote, shall disqualify one or more members, if warranted to assure impartiality. Any member may disqualify himself or herself in like circumstances.
- e) A charged member may request disqualification of hearing board members in writing to the hearing board Chair. Such request shall be made within ten (10) days of receipt of the notification of the hearing board appointment and membership.
- f) Should any disqualifications reduce the hearing board to fewer than five members, the Chair of the hearing board shall designate alternates to serve in the order determined by the IEEE President.

## 2. Procedure at the Hearing.

- a) The session shall be in confidence.
- b) Alternate forms of meeting (i.e., teleconference) shall be allowed if agreed to by the hearing board, the Ethics and Member Conduct Committee and the charged person(s).
- c) All written materials presented to the hearing board shall be filed with the Staff Secretary of the Board of Directors.
- d) The hearing board Chair shall convene the session and shall be the final authority in any matters relating to procedures and administrative functions of the hearing. The hearing shall include:
  - (1) Opening instructions by and at the discretion of the hearing board Chair;
  - (2) Opening statements by the Ethics and Member Conduct Committee and the charged member;
  - (3) Presentation of evidence by the Ethics and Member Conduct Committee;
  - (4) Cross-examination by the charged member;
  - (5) Presentation of evidence by the charged member;
  - (6) Cross-examination by the Ethics and Member Conduct Committee;
  - (7) Closing statements by the Ethics and Member Conduct Committee and the charged member; and
  - (8) Conclusion/adjournment by the hearing board Chair.

## 3. Appearance of Charged Member.

- a) Failure to Make Presentation. In the event that the charged member or the authorized representative fails to appear on the hearing date, the hearing board may either act upon the presentation submitted by the member or the matter may be considered at the discretion of the hearing board, on a subsequent date.
- b) Notice of Postponement. The Chair of the hearing board shall notify the member(s) and the Ethics and Member Conduct Committee of the new date, time and place for such postponed hearing. The notice shall be given within such period as the hearing board determines to be reasonable under the circumstances. Failure of the member(s) or the authorized representative(s) to appear on the new hearing date shall not be cause for further delay of the hearing board's final action. If the charged member failed to submit a presentation, the hearing board shall act upon the presentation of the Committee.
- c) Postponement or Delay. The length of postponement or delay of hearing or final action by the hearing board shall be discretionary; provided, however, no delay or postponement approved by the hearing board shall extend the final action of the hearing board beyond six months from the date on which the hearing procedure was initiated.

## Part E - Deliberation and Findings by Hearing Board.

1. Deliberation of Cause and Sanctions. Upon conclusion of the hearing, the hearing board shall convene in executive session to consider the evidence presented for cause and sanctions. The hearing board shall determine, on the basis of the evidence presented, whether the conduct in question constitutes cause.

Cause shall mean conduct that is determined to be

- a material violation of the IEEE Code of Ethics, or
- a material violation of the Constitution, Bylaws, Policies, or Operations Manuals of the IEEE that is seriously prejudicial to the IEEE, or
- other conduct that is seriously prejudicial to the IEEE.

A recommendation to expel, suspend or censure a charged member shall be made by the hearing board based on the severity of the wrongful conduct of the charged member, the extent to which IEEE's interests were prejudiced as a result of such conduct, and other factors which the hearing board considers relevant in the circumstances of the particular case.

## 2. Findings.

- a) The hearing board, after resolving these issues in executive session, shall be reconvened for the purpose of recording the ballots and the final action taken pertaining to the issue of cause.
- b) If the hearing board finds cause, it shall concurrently record its vote and recommendation, if any, on the issue of sanction as defined in IEEE Bylaw I-110.1. A finding that a charged member's

conduct constitutes cause for censure, suspension or expulsion shall require the affirmative vote of two-thirds of the votes of the members of the hearing board present at the time of the vote, provided a quorum is present.

The sanctions which may be recommended by the hearing board are:

- Censure which shall mean an official reprimand. Such reprimand shall be in the form of a letter from the IEEE Board of Directors.
  - Suspension which shall mean that all benefits and privileges associated with the member grade held, at the time the suspension begins, shall cease for the period of the suspension. The hearing board shall make a recommendation on the time period for suspension.
  - Expulsion which shall mean that the individual shall no longer be considered a member of the IEEE. All rights and privileges of membership shall cease and the individual shall be removed from the rolls of the IEEE.
- c) The hearing board, should it find cause, shall make a recommendation to the Board of Directors as to whether the identity of the charged member should be included in any notification to the membership.

3. Final Hearing Board Action: Notice.

- a) The hearing board, acting through its Chair, shall prepare its findings, and recommendations as to sanction, if any, in writing, including any opinions or statements from individual members of the hearing board.
- b) Final hearing board action shall comprise the recorded ballots and findings made in writing on the issues of cause and sanction.
- c) Notice of final hearing board action shall be served, by traceable mail, on the charged IEEE member(s), the IEEE member(s) initiating the complaint, the Chair of the Ethics and Member Conduct Committee, and the IEEE Board of Directors. The notice shall include the record of the final action by the hearing board. The Chair of the hearing board shall serve notice within five (5) business days of the date on which the hearing board takes its final action.
- d) Within ten (10) days of the receipt of the notice of the final action of the hearing board by the Board of Directors, the IEEE President shall notify, by traceable mail, both the charged member(s) and the Chair of the Ethics and Member Conduct Committee of the date on which the Board of Directors will review the hearing board's final action.
- e) Within ten (10) days of the receipt of the notice of final action, the charged member(s) may submit, in writing, such comments and recommendations to

the Board of Directors as they deem relevant to that Board's deliberations.

Part F - Board of Directors: Sanction; Publication.

1. Final Action and Notification by the Board of Directors (On Review of Hearing Board Decisions and Recommendation).

- a) Final action by the Board of Directors shall comprise the recorded ballots and findings made in writing on the issues of cause and sanction, in accordance with IEEE Bylaw I-110.6.
- b) In accordance with IEEE Bylaw I-110.7, the IEEE Board of Directors shall notify the charged member(s) of the final action taken. Notifications to the IEEE membership shall be at the discretion of the IEEE Board of Directors.

**7.11 Ethical Support**

Part A - Submission of Requests for Support, Inquiries and Information.

- 1. All requests for support regarding circumstances of affected by adherence to the IEEE Code of Ethics shall be sent to the Chair, IEEE Ethics and Member Conduct Committee, IEEE, c/o Corporate Activities, 445 Hoes Lane, Piscataway, NJ 08854 by traceable mail.
- 2. Information which any individual wishes to bring to the attention of, or inquiries for which a response is sought from IEEE shall be submitted in the same manner but need not be notarized or sent by traceable mail. Information and inquiries shall be reviewed by the Ethics and Member Conduct Committee and forwarded, with or without comment or recommendation, to the Board of Directors for consideration and action as may be appropriate.

Part B - Form and Contents of the Request for Support.

The request for support shall be in the form of an affidavit, typewritten, notarized and signed by the individual. Such request shall be notarized, or include equivalent certification of signature in areas outside of the US. The Request for Support shall include:

- 1. The name(s), position(s) or title(s) and address(es) and telephone numbers (where available) of the employer or others who are believed to have knowledge pertaining to the subject of the Request;
- 2. The issue, incident(s), or the matter of ethical principle which the person believes is involved together with the specific provisions of the IEEE Code of Ethics deemed relevant or considered to have precipitated the condition(s) of jeopardy;
- 3. Documents, statements and any other evidence to be considered as supporting the Request. The identification and location of any other documents and material relevant to the Request but not provided in the submission;

4. A full description of the circumstances, events and facts which relate to the ethical matter for which IEEE support is sought.

Part C - Procedure on Receipt of Request for Support.

The Chair of the Ethics and Member Conduct Committee shall:

1. Review the Notarized Request for Support, Inquiry or matter of information to ascertain that the incident or event involved occurred no longer than two years prior to receipt thereof. Should the interval exceed two years, all material shall be returned without duplication or distribution, noting this limitation.
2. If the incident occurred within the two-year limitation period, then promptly acknowledge Receipt of the Request, Inquiry or information.  
  
Transmit copies of the Request, Inquiry or information to Committee members, ensuring that no other distribution or duplication of the material is made, except to provide IEEE counsel with relevant documents, etc. in connection with a request for legal advice.
3. Take steps to consider the Request for Support, Inquiry or information submitted, assemble information, provide for Committee evaluation and prepare a Report on Preliminary Investigation within a period of one hundred twenty (120) days from acknowledgment of receipt of the Request, Inquiry or information. In those instances where investigative difficulties preclude completion within this limitation, the IEEE President may grant extension upon request.
4. Ensure, during the period of its investigation, that the Ethics and Member Conduct Committee, acting on its own behalf or through ad hoc Committees appointed by the Ethics and Member Conduct Committee Chair, seek relevant information from IEEE members, employees and others as may be appropriate to the nature and contents of the Request for Support, Inquiry or information. Such information as may be obtained shall be reduced to writing and included in the file or records of the Chair of the Ethics and Member Conduct Committee of the case under review.
5. During the course of the investigation ensure that the contents of the Request, identity of persons involved and the scope of the inquiry shall remain undisclosed by the Ethics and Member Conduct Committee to the extent practicable, consistent with the need to secure valid information and conduct an expeditious review.

Part D - Responsibilities of the Ethics and Member Conduct Committee.

1. If in the course of its investigation and review the Committee deems it appropriate to contact persons or entities outside the membership of IEEE or the employer concerned, the Committee shall:
  - a) obtain from the requesting individual a letter of waiver; and

- b) send to the employer(s) concerned a letter disclaiming any and all purpose or intent to engage in collective bargaining on behalf of the individual with respect to such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.

2. The Ethics and Member Conduct Committee, upon concluding its investigation, shall prepare a Report on Preliminary Investigation which shall include findings, conclusions and recommendations based on relevant information and technical and professional opinions.
3. If the request is deemed to be meritorious, the Committee shall submit to the Board of Directors the request and its Report on Preliminary Investigation upon conclusion of its review of the request together with any matters or information related thereto.
4. If the Request for Support is deemed to be without merit, the Ethics and Member Conduct Committee Chair shall notify the requesting individual by traceable mail of the action to terminate and shall include a copy of the Report on Preliminary Investigation.
5. If new or additional information considered material is received within ten business days following service of notice by the Chair of the Ethics and Member Conduct Committee, the Committee may reconsider and revise its findings. If the prior findings are affirmed, no further consideration shall be granted and the requesting individual so notified. Subsequent submission of a Request or Inquiry bearing on the same or substantially similar incident or issue may result in the Committee declining further consideration.

**7.12 Patent Rights of Employed Engineer Inventors**

In order to promote the progress of electrical arts and sciences, it is IEEE policy to encourage the establishment of appropriate incentive systems for the development and disclosure of inventions. Implementation of this policy may include actions directed toward the improvement and revitalization of patent laws to extend protection of inventions in newer fields of technology not currently covered, and greater incentives to government contractors for the commercial utilization of inventions resulting from government support, and improving laws to provide equitable distribution of rights between employed inventors and their employers, as well as to promote equitable standard patent pre-assignment agreements.

**7.13 Employer Cooperation in Career Maintenance and Development**

It shall be IEEE policy that all IEEE committees and other organizational units which include employer/employee relationships in their activities and programs should solicit the views and cooperation of employers of engineers as well as of employees. One method of implementing this policy would be for each Section to establish an "Employer Committee" consisting of representatives of local employers of engineers. Reports of such committee activities should be transmitted via the Section to the Regional Director for dissemination to IEEE-USA and other IEEE bodies.

**7.14 Support of Industrial/Governmental Objectives  
Having a Common Interest**

The IEEE recognizes that its responsibility to secure the career needs of practicing members of the profession is served by measures which, among others, would contribute to the economic health and growth of those industries which employ those practitioners and which, as a consequence, would result in greater demand for their employment.

Therefore, it is IEEE policy that the IEEE-USA include in its programs the active support of those objectives, legislative or otherwise, which are consistent, on the one hand, with the needs of practicing professionals otherwise enunciated in IEEE policies and programs and which, in addition, will tend to increase employment opportunities by improving the general business climate. In the pursuit of this policy, the IEEE-USA is authorized and encouraged to join with organized representatives of industry in the support of such mutually desired ends, consistent with IEEE policies.

**7.15 Age Discrimination**

The IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an employment environment in which engineers may have full and productive careers free of jeopardy from age discrimination practices.

Just as it is IEEE's policy to help and to encourage its members to develop professionally through their own initiative, so it is also IEEE policy to encourage the passage of appropriate legislation, the elimination of discriminatory practices among employers of engineers, the adoption by employers of programs designed to maintain the productivity of engineers in their employ, and to encourage employers to examine their practices to ensure that they are not age discriminatory.

In pursuit of this policy, the IEEE shall use its resources in such ways as are deemed appropriate, including, but not limited to, compiling a list of laws relevant to age discrimination which it would publish and/or furnish to engineers upon request.



**SECTION 7 – PROFESSIONAL ACTIVITIES**  
**PART B - IEEE-USA POLICIES**

**APPROVED BY IEEE BOARD OF DIRECTORS**

In addition to the policies and procedures presented in Section 7, Part A, the following specific modifications and/or additions to those policies are approved for use within the United States.

**7.100 Registration of U.S. Engineers**

The IEEE, in furtherance of IEEE Policy 7.6 (Protection of the Public) and IEEE Policy 7.8 (Code of Ethics), as they apply to the United States, recognizes that licensure and registration contributed to the professions' efforts to protect the health, safety, and welfare of the public by ensuring that practitioners meet minimum recognized levels of education, experience, and competence. In support of this position, the IEEE:

- A. Aggressively represents the interests of IEEE members in the licensure and registration process;
- B. Actively participates in the development of sound engineering licensure and registration procedures on a continuing basis;
- C. Strives to promote the adoption of uniform engineering licensure and registration requirements among all states and territories;
- D. Participates in developing content and specifications for national examinations that are used to evaluate engineering competence; and
- E. Strongly encourages individuals to pursue engineering licensure and registration, not only as a means of meeting the legal requirements for protecting the health, welfare, and safety of the public, but also to ensure that they can be prepared to meet the needs of international, national, and state engineering practices.

**7.200 Congressional Fellows Program**

IEEE and its IEEE-USA Board recognize the value to the IEEE, the profession, the public at-large, and the Congress of the United States of providing timely technical assistance to the U.S. Legislature on matters relating to electrical and electronics engineering. One means of doing this is by the appointment of qualified practitioners to serve with various Congressmen or their committees in the capacity of Congressional Fellows.

It shall be the continuing policy of the IEEE-USA Board to select a minimum of two such Fellows each year, to arrange for suitable funding for the program including the Fellow's grant or stipend, to see that the Fellow(s) is properly orientated with respect to Congressional procedures and protocols and receives necessary technical support, to assist him or her in securing a suitable assignment within the Congress, and to adequately publicize this program and its impact inside and outside the IEEE.

Fellows shall be selected based on technical competence, on ability to serve in a public environment and on evidence of service to the IEEE and the profession. Specifically excluded as selection criteria shall be age, sex, creed, race, ethnic background, and partisan political affiliations. However, the Fellow must be a U.S. citizen at the time of selection and must have been in the IEEE at Member grade or higher for at least four years. Additional criteria may be established by the selection committee.

**7.300 IEEE-USA Publications**

The area of IEEE-USA publications represents a broad spectrum of divergent social, economic, and legal issues. It is therefore in the best interests of the IEEE that procedures used for IEEE-USA publications incorporate the views of experts in the discipline involved as well as members of the IEEE to ensure both suitability and correctness of the material.

- A. It is IEEE-USA policy to encourage publication of booklets, monographs, conference proceedings, and so forth, which discuss non-technical, social, economic, and legal issues, subject to a suitable editorial process.
- B. The President – IEEE-USA shall appoint an IEEE-USA Editorial Review Committee for IEEE-USA publications to provide for appropriate review and approval.
- C. The IEEE must, out of necessity, assume that material presented at its meetings or submitted for its publication is properly available for general dissemination to the audiences that these activities are organized to serve. It is the responsibility of the authors, not the IEEE, to determine whether disclosure of their material requires the prior consent of other parties and, if so, to obtain it prior to submission to the IEEE.



*This page  
intentionally  
left blank*

## **SECTION 8 – STANDARDS ACTIVITIES**

### **8.1 Objectives**

The objectives of the IEEE's standards activities are

- To develop and publish broadly accepted standards and other standards-related documents that will advance the theory and practice of electrical engineering, electronics, computer science, radio, and allied branches of engineering or the related arts and sciences, and
- To work with other standardizing bodies, both national (of any country) and international, to take available needed standards in the field of electrotechnology.

The term "standards" as used in Section 8 encompasses recommended practices and guides as well as standards documents that delineate specific requirements.

### **8.2 Responsibility**

The authority for the standardization activities of IEEE is assigned by the Board of Directors to the Standards Association.

### **8.3 Detailed Procedures**

Detailed procedures and requirements for standards activities within the IEEE are set forth in the IEEE Standards Association operations manuals and the bylaws and operations manuals of its subsidiary boards and committees, which are available to participants and interested parties from the IEEE Standards Association.

*This page  
intentionally  
left blank*

## **SECTION 9 – ACTIVITIES OF IEEE ORGANIZATIONAL UNITS**

### **9.1 Affiliation with Tax-Exempt Organizations**

If a Section or Society desires to affiliate with an organization which is exempt from the United States Federal income tax as an organization described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 and which has tax-exempt purposes in common with IEEE, its chair or president should mail to IEEE Headquarters a copy of the determination letter or ruling from the Internal Revenue Service stating that the organization in question is exempt from tax under either of such sections and a copy of such organization's Certificate of Incorporation, Constitution and Bylaws. IEEE Headquarters will then advise the Section or Society whether it approves or disapproves the proposed affiliation. If the tax-exempt status of an affiliate organization is changed or terminated, or if the Certificate of Incorporation or Constitution of an affiliate organization is changed in any important way, the Chair of the Section or the Society President should immediately notify IEEE Headquarters and furnish as much detail as is available.

### **9.2 Association by Chapters with Other Organizations**

Chapters of IEEE Societies are not permitted to affiliate with organizations outside the IEEE. They are permitted to participate informally in joint technical activities, under conditions approved by the responsible Section. If a formal affiliation with another organization appears advantageous in furthering the activities of a Chapter, it should be consummated by the responsible Section, Affiliation, Council, or Region, as provided in Statement 9.1 above.

### **9.3 Section/Chapter/Society Cooperation**

The successful operation of the IEEE at the local level depends upon close cooperation and harmonious relations between the various organizational units involved: the Section, the Chapters, and the Societies. Each has responsibilities to serve the members and the others as follows:

#### **A. Societies.**

- 1) Seek to identify and satisfy the needs of the Chapter members and Sections. Formulate plans to meet these needs.
- 2) Provide a strong technical resource for Chapters (and Sections where there are no Chapters) having information requirements.
- 3) Provide educational programs (courses, speakers, etc.) for use by Chapters and Sections as required.
- 4) Help Sections where there are no Chapters to identify possible leaders.
- 5) Seek close communication with Chapters. Encourage Chapter Chair attendance at Administrative Committee meetings. Arrange for

Administrative Committee members to visit Chapters.

- 6) Encourage Chapters to formulate goals and plans, to exert initiative, and innovate activities to reach their objectives.

#### **B. Chapters.**

- 1) Seek to identify and satisfy the needs of Chapter members, the Section and the Society. Formulate plans to meet these needs.
- 2) Encourage Chapter members to provide information to the Society through publications and meetings.
- 3) Provide personnel resources to the Society and to the Section as required. Past Chapter Chairs should be encouraged to accept Section offices and jobs and Administrative Committee offices and jobs upon request.
- 4) Provide technical programs for the Section upon request.
- 5) Coordinate Chapter meeting dates and times with the Section to minimize conflicts that are detrimental to the membership.

#### **C. Sections.**

- 1) Seek to identify and satisfy the needs of the members, Chapters and Societies. Formulate plans to meet these needs.
- 2) Identify leadership and encourage the formation of Chapters for Societies having 100 or more members in the Section.
- 3) Provide training for Chapter officers.
- 4) Provide publicity for Chapter meetings, including the Section Publication, if any.
- 5) Provide financial support for Chapter meetings, including reasonable speaker meal costs.
- 6) Support Chapters seeking to host major Society meetings.

### **9.4 Employment of Staff or Engagement of Independent Contractors to Support IEEE Organizational Units**

No IEEE organizational unit shall hire staff or engage an independent contractor without prior authorization of the IEEE Executive Director or his or her designee. Procedures for the hiring of staff, or the engagement of independent contractors, shall be maintained by the IEEE Human Resources Department. Requests to hire staff shall be sent to the IEEE Staff Director for

Human Resources. Requests to engage an independent contractor shall be sent to the Manager, IEEE Procurement. The Manager, IEEE Procurement, shall determine whether the individual circumstances regarding the proposed engagement of an independent contractor meet all requirements of and qualify as independent contractor status. When it is determined that the request does not qualify as an independent contractor, the request shall be referred to the IEEE Staff Director for Human Resources. Approvals to hire staff or engage independent contractors may be given when (i) it is determined that such activity will result in improved administrative, programmatic or technical services, (ii) all applicable United States or foreign employment or other laws have been complied with, and (iii) all IEEE financial budgetary and procurement procedures (including those set forth in the IEEE Finance Operations Manual) have been complied with.

For purposes of this policy, "staff" shall mean employees hired by the IEEE on a full-time, part-time or temporary basis, and the term "independent contractors" shall mean individuals or entities who are otherwise engaged to perform services for a specific project or activity. IEEE Organizational Unit as defined in IEEE Bylaw I-107.1 includes Boards, Committees, Regions, Sections, Chapters, Societies, Technical Councils, Conferences, etc.

#### **9.5 Separate Incorporation**

Separate incorporation of IEEE organizational units is not normally permitted. On rare occasions, when historical events, local conditions or economic conditions rule out alternate solutions, such incorporation may be allowed, but only after the Board of Directors is satisfied that the name and integrity of the IEEE are adequately protected. Should it be necessary to form a legal entity, separate from the IEEE, the following conditions shall normally apply:

1. Formation of any separate legal entity shall be approved by the IEEE Board of Directors.
2. The IEEE Board of Directors shall appoint the members of the board of directors of the entity formed. At least one member of the board of directors shall currently be a member of the IEEE Board of Directors.
3. A dissolution clause shall be included in the organizational documents of the entity such that upon dissolution of the entity any remaining assets (or IEEE's proportionate share if there are multiple stakeholders in the entity) shall be returned to IEEE.
4. Any subsidiary of IEEE should preferably be wholly-owned and subject to direction and control by IEEE and fully consolidated with IEEE finances. There shall be regular direct financial reporting to the IEEE Finance Committee.

#### **9.6 Section Reserves**

Good Section management strives to provide the best possible services to its members consistent with its resources. Sound financial management will consider not

only funds available and anticipated, but also the uncertainties of planned income and expenditures. Section reserves should be adequate, but not excessive.

As part of its financial plan, each Section is expected to define the maximum reserves appropriate to its operation, current and planned. As a general guideline, a reserve greater than three times the annual rebate, after known commitments and unusual requirements are deducted, would be considered excessive. There will be special cases where this may not apply.

In special circumstances, such as being a good location for conferences, some Sections can provide outstanding services to their members and, in the process, generate surplus funds. In keeping with the policy of avoiding accumulation of disproportionately large reserves, systematic steps should be taken to step up the level of activity so as to best serve the interests and needs of the Section membership. This can be done through additional meetings, conferences, educational programs, publications, etc., or by putting these funds to work elsewhere in the IEEE, through MGAB, TAB, EAB, or other Sections, Chapters or Branches within the Region.

The Regional Directors will continually review the implementation of this policy and investigate and recommend appropriate action in cases where reserves appear excessive.

#### **9.7 Participation in IEEE Activities**

It is the responsibility of Officers and Directors of the IEEE:

- 1) To attend regularly IEEE Region, Section and Society meetings, as well as Technical Conferences; to represent the Board of Directors at these meetings; to address these meetings on behalf of the Board of Directors; to assure the attending members that these meetings have the support of the Board of Directors; and to seek their comments and advice pertaining to the activities of the IEEE.
- 2) To participate in social events (luncheons, dinners, and other social get-togethers) with IEEE Region, Section, Society and Technical Conference leaders and members and to utilize such social events and contacts to cement the relationships between the IEEE, on the one hand, and the leadership and members of its major groupings, on the other.

To further the purposes and aims of the IEEE, the members should encourage their spouses to participate where possible in IEEE activities associated with Board of Directors, Region, Section and Society meetings and Technical Conferences without reimbursement from the IEEE. To help establish a close, cooperative relationship between members of the IEEE, and to make membership in the IEEE a family concern, members' spouses are encouraged to join and actively participate in the social events of the IEEE. Members' spouses should be encouraged to attend discussion groups at the Region, Section and Society meetings, to become more fully aware of the IEEE's functions.

### **9.8 Conflict of Interest**

- A. **Definition.** Conflict of interest is defined as any situation in which a member's or volunteer's decisions or votes could substantially and directly affect the member's or volunteer's professional, personal, financial or business interests.
- B. **Responsibility.** It is the responsibility of all IEEE members and volunteers in any elected, appointed, or other decision-making position of an IEEE activity to consider each item of business where they have a vote or decision-making authority to determine if a real or perceived conflict of interest may exist. Any such recognized conflict shall be disclosed in writing immediately to the person in charge of the activity (or the next higher authority if the member is in charge) who, after consultation with other individuals in the activity, shall advise the member of the proper course of action and cause a notation of the action to be entered in the activity's record. A copy of the disclosure statement shall be reviewed by the Audit Committee.
- C. **Conflict of Interest Disclosure Statement.** IEEE members, non-members or volunteers in an elected or appointed position and volunteers, editors and others involved in making procurement decisions or other activities that could represent a potential conflict of interest as determined by the IEEE Audit Committee shall submit annually a completed Conflict of Interest Disclosure Statement to the Director, IEEE Internal Audit, at the Operations Center. Forms shall be on file within 30 days of assuming his/her position or, in the case of elected positions, within 30 days of acceptance of the nomination, or as otherwise determined by the IEEE Audit Committee. The IEEE staff shall notify every individual requested to file a Conflict of Interest of the applicable deadline. Failure to submit a form shall result in automatic removal from service on the committee, board or election slate, as the case may be. It shall be the responsibility of the Board or Committee Chair or, in the case of nominations, the Chair of the appropriate nominations committee to inform such individuals that they have been removed from service or an election slate, as the case may be, for failure to complete the form and to notify the IEEE Audit Committee of such action. The IEEE Audit Committee shall notify the IEEE Board of Directors of all individuals removed from service or an election slate, as the case may be, at the next regularly scheduled Board meeting.
- Staff who have authority to make or incur financial expenditures or who have other responsibilities that could represent a potential conflict of interest as determined by the Audit Committee shall submit a Conflict of Interest Disclosure Statement by 1 February of each year.
- D. **IEEE Standards Development Participants.** Notwithstanding item B, IEEE standards development participants satisfy the responsibility for conflict of interest disclosure by adhering to the disclosure of affiliation policy and procedures which shall be specified in the *IEEE-SA Standards Board Bylaws* and the *IEEE-SA Standards Board Operations Manual*, and by completing the IEEE Conflict of Interest Disclosure Statement when required to do so.

- E. **Business Gifts.** Employees and volunteers of IEEE are not permitted to receive gifts, favors, services, payments, privileges or special treatment of any kind or nature whatsoever from any individual enterprise or organization that conducts or seeks to conduct business with the IEEE unless:
- They are consistent with good business practices; and
  - They are of a nature that could not be construed as a business inducement; and
  - They are considered to be of nominal value in the context presented; and
  - Public disclosure of the transaction would not embarrass IEEE.

### **9.9 Whistleblower and Non-Retaliation Policy**

It is the policy of IEEE not to take any retaliatory action against any director, officer, manager, employee or volunteer for raising a good faith compliance or ethics concern, for making a good faith report of a possible violation of IEEE Policies or the IEEE Code of Conduct, or assisting or cooperating in an investigation of a possible violation of IEEE Policies or the IEEE Code of Conduct. Any elected director or officer of IEEE and any staff manager or employee who engages in any such retaliatory action can be punished by penalties up to and including expulsion from IEEE membership for a volunteer and termination of employment for any IEEE staff member.

All managers and employees of IEEE have the responsibility to promptly report violations, or concerns regarding potential violations, of IEEE Policies or the IEEE Code of Conduct. Volunteers are encouraged to report such violations. Anonymous reports can be made to the IEEE Hotline at +1 888 359 6323. Reports of retaliation should be made immediately to the IEEE Legal and Compliance Department.

### **9.10 Parliamentary Rules and Procedures**

At meetings of the Board of Directors, and all Committees of IEEE as defined in the IEEE Bylaws, unless specified otherwise by the Constitution, Bylaws or Policies, or unless otherwise agreed upon by the respective members thereof, the rules of procedure shall be *Robert's Rules of Order (latest revision)*.

At open sessions of meetings of the IEEE Board of Directors, the affirmative vote of at least twenty percent of those present shall suffice to order the taking of a vote by roll call on a topic other than nominations, individual personnel matters, or awards.

At meetings of the Board of Directors, all motions and amendments shall be displayed in their final form, either electronically or other written form, for all members present at the meeting to see before a final vote is taken. The final phrasing shall be retained at least until the minutes including the action have been approved. For telephonic meetings, the chair of the meeting shall state the final wording of a motion prior to voting.

### **9.11 Administrative Procedures for Regional and Technical Activities**

A. Agenda and Minutes of Meetings. The successful achievement of IEEE objectives will be advanced by establishing certain administrative guides to be implemented by IEEE's members and subdivisions. In this regard, issuing agenda and maintaining and reviewing minutes of IEEE meetings will help to ensure that, consistent with IEEE's decentralized structure, lines of communication among members are maintained, topics for discussion are clearly defined, and sufficient written records are preserved for future reference and needs.

- 1) It is the policy of IEEE that, whenever practicable, an agenda listing the topics for discussion shall be sent to the members at a reasonable time prior to each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society, or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, or, in any event, shall be distributed at any such meeting by the Secretary of the particular body or by a designated member of the particular body.
- 2) At each meeting (other than formal conferences, symposia or conventions) of an IEEE Board, Committee, Panel or other working assembly of a Region, Society or other IEEE organizational unit, or of a joint intersociety unit in which IEEE formally participates, minutes of the meeting shall be maintained by the Secretary of the particular body or by a designated member of the particular body. Minutes shall record concisely attendance at the meeting, the substance of all discussions and any actions taken, but need not be in the nature of a verbatim transcript. Maintenance of record copies of the minutes and distribution and review of these minutes shall be carried out by each IEEE organizational unit pursuant to such rules and procedures as are adopted by each body.

B. Organization of Technical Working Groups and Committees. To achieve the technical objectives of IEEE demands that diverse resources be employed toward the resolution of technical issues. It is the belief of IEEE that the IEEE's technical goals can be furthered most productively through the intelligent utilization of the talents and experience of various individual members serving in their separate, individual expert capacities on appropriate IEEE Committees or working assemblies in IEEE Societies. No member should construe his position to be that of a representative of his employer.

- 1) Therefore, it is the policy of IEEE that the membership of each Committee, Subcommittee or working assembly of an IEEE Society shall reflect various factors deemed appropriate by such IEEE organizational units (e.g., geographical balance, special expertise, etc.) and shall include a reasonable proportion of persons (one or more) employed by supplier, user and/or other involved organizations in each industry that, in the judgment of each Society, will be affected by or concerned with any subject, except solely administrative or

managerial matters, within the stated scope of, or properly to be considered at any meeting of, such Committee, Subcommittee, or working assembly, consistent with its size.

- 2) No meeting of any of the above Committees, Subcommittees, or working assemblies shall convene where the interests associated with the persons in attendance are solely those of either supplier or user organizations.

### **9.12 Availability of Minutes and Archives of IEEE Board of Directors**

A. Any member in good standing who has been a member in good standing for at least the prior six months, may examine at IEEE's New York Headquarters the minutes of any individual Board of Directors meeting which have been approved by the Board, or may be furnished such minutes by mail, at a fee to be determined by the IEEE Executive Director, provided the request is in writing, and assures that the minutes will be used in compliance with the provisions of New York State Not-For-Profit Corporation Law.

B. Archives of Meetings.

1. The archives of the Board of Directors shall be made available on an IEEE website to the IEEE Directors. The archives shall include agenda books, minutes, presentations, and written reports.

The archives, with the exception of executive session minutes and related information, shall be made available, subject to execution of an appropriate confidentiality agreement, to Directors-Elect, President-Elect candidates and members of the senior management staff designated by the IEEE Executive Director. The Board of Directors shall be provided with the names of the staff who shall have such access for the ensuing year, by its first regularly scheduled meeting each year. The IEEE President shall authorize access to successful petition President-Elect candidates, after certification of their candidacy.

2. The electronic versions of the archives shall be formatted and maintained in a manner that will allow users the ability to search the archives.

### **9.13 Use of the Word "Engineering"**

The IEEE interprets the use of the word "engineering" to mean practice of engineering by qualified individuals and recommends that the use of the word in areas of paraprofessional performance be avoided.

### **9.14 IEEE Quality Policy**

Member and customer satisfaction is an important goal of the IEEE. It is therefore our policy to:

Consistently provide products and services that meet the requirements of our members and customers;



Pro-actively pursue quality improvements through programs that enable all employees and volunteers to do their jobs right the first time.

### **9.15 Board of Directors Meetings**

As stated in the IEEE Bylaws, the following criteria shall be used in selecting the meeting dates and locations for the IEEE Board of Directors.

#### **A. Meeting Dates and Locations.**

1. Meeting venues for the Board of Directors shall be recommended by staff and shall have the concurrence of the Board of Directors based on the following criteria:
  - (a) date and location selection shall be made with consideration for special IEEE events, opportunity for local interaction, and to reflect the global nature of the organization; and
  - (b) location selection shall be based on accessibility, cost, and availability of appropriate meeting space.
2. Approval of dates for Board of Directors meetings shall be made by the Board at least four years prior to the meeting. Final site selection shall be announced as soon as contracted.
3. A proposed change to meeting dates or locations, shall be accompanied by the expected financial impact of such change including, but not limited to, existing contractual obligations, pre-arranged travel, and projected expense of the new dates and location.
4. IEEE organizational units wishing to meet in conjunction with the Board of Directors shall submit their requests, in writing, at the time of approval of the meeting dates and prior to location contracting. Penalties arising from change/cancellation of meetings by any organizational unit shall be levied against that organizational unit.

#### **B. Information from Meetings.**

The detailed record of items considered at meetings of the Board of Directors shall be made available to the Board of Directors within a reasonable timeframe, normally 14 business days after the meeting, on the Board of Directors website. Executive Session items inappropriate for website posting, as determined by the IEEE President, shall be provided by alternate means in the same timeframe. The record shall include the Agenda, meeting presentations, and any modifications to the Agenda.

### **9.16 Metric Policy**

All IEEE Organizational Units shall:

- A. Actively support the use of the International System of Units (Le Systeme International d'Units, or SI), the modernized metric system.
- B. Follow SI-based metric practice as detailed in IEEE/ASTM SI 10, Standard for Use of the International System of Units (SI): The Modern Metric System, to express measured and calculated values of quantity in all IEEE publications, including standards.
- C. Promote the understanding and use of SI in education at all levels, both within the profession and in society at large.

Necessary exceptions to this policy, such as where a conflicting world industry practice exists, must be evaluated on an individual basis and approved by the responsible Major Board of the IEEE for a specific period of time. The cognizant Board responsible for the publication or activity will be responsible for monitoring compliance.

### **9.17 Environment, Health and Safety**

The IEEE is committed to integrating environmental objectives and considerations into all electrical and electronics engineering activities, worldwide. The IEEE supports technology policies and programs around the world that will help to achieve environmentally sustainable economies.

The IEEE's commitment is demonstrated through the following activities:

1. Promote the development and dissemination of environmentally responsible technologies.
2. Educate members and others on design and manufacturing principles that promote environmentally enhanced products and processes.
3. Establish and participate in multi-disciplinary partnerships to broaden the reach of our policy and efforts in this area.
4. Promote the awareness of and responsible actions towards the environment, health and safety among members and staff in all of the IEEE's endeavors by committing:
  - a. To provide a safe and healthful workplace.
  - b. To conserve natural resources and reduce the generation of waste.
  - c. To strive to recycle or reuse materials and to purchase recycled materials.
  - d. To use energy in a responsible manner, by practicing conservation and by using energy efficient equipment.

### **9.18 IEEE Electronic Mail Policies**

The Board of Directors shall adopt an electronic mail policy governing the terms and conditions by which members may

utilize IEEE provided email services. In consultation with the President, the IEEE Executive Director or his/her designee, who shall normally be the Chief Information Officer, shall be responsible for maintaining IEEE electronic mail policies. Proposed changes will be forwarded to the Board of Directors by electronic means and adopted if no member of the Board objects thirty days after such circulation. In the case of an objection the proposed changes will be reviewed at the next Board of Directors meeting.

#### **9.19 Standard Telephone Formats**

The following are the correct formats to be used when listing telephone numbers in all IEEE publications and correspondence:

+CC NDC SN

Where:

- CC is the country code (1 to 3 digits)
- NDC is the national destination (area, city, etc.) code (0 to 3 digits)
- SN is the subscriber number (up to 10 digits but typically 6 to 8 digits)

Grouping of digits within a number shall be accomplished with spaces rather than dots or hyphens.

Examples:

Aveiro (Portugal): +351 234 234321  
 Hong Kong (SAR, China): +852 9 988 1234  
 New York (USA): +1 213 765 4321  
 Paris (France): +33 1 44 331234  
 Rio de Janeiro (Brasil): +55 21 98765432

The phone number is preceded by a "+". The "+" represents the international access code needed to access the international trunk line which is different for each country, for example in the United States it is "011" and in Belgium it is "00". No other punctuation should be used.

#### **9.20 Standard Date Formats**

The standard date formats should be used as follows on all IEEE related activities:

- e-mail: DD MMM YYYY (e.g., 10 Jun 2020)
- formal correspondence, etc.: DD Month YYYY (e.g., 10 June 2020)
- computer applications: YYYY-MM-DD (e.g., 2020-06-10), another choice is the "short form," which appears as: YY-MM-DD or 20-06-10. However, the long form should be used whenever possible as it sorts better than the short form.

#### **9.21 Major Board Operations Manuals**

As required by the IEEE Bylaws, the Major Board Operations Manuals shall contain, at a minimum, the following:

- (a) Mission of the organizational unit.

- (b) Identification of the officers and specification of the nomination and appointments process for election of officers not contained in the Bylaws.
- (c) A petition process for addition of other officer candidates shall require the number of signatures as specified in the IEEE Bylaws.
- (d) The structure and organization of the committees, leadership and their responsibilities.
- (e) How business is to be conducted between meetings.
- (f) How key vacancies are to be filled.
- (g) Procedures for approval and amendment. The amendment process should require, at a minimum, a majority vote of the governing body of the organizational unit, with advance notice thereof.
- (h) A process for the generation of a plan that responds to the goals and objectives of the IEEE strategic plan that is related to the mission of that organizational unit.
- (i) Financial processes within the organizational unit.
- (j) Policies and procedures that elucidate the principles of the Major Board operations.

#### **9.22 Use of E-Mail by the IEEE Board of Directors**

To allow for the free exchange of information and ideas between meetings of the IEEE Board of Directors, an alias e-mail list containing the addresses of current Directors, and select staff, is maintained for use by members of the Board.

The following guidelines shall be followed by Directors, and those additional people who may be invited by the Board of Directors to participate in discussions, to ensure that correspondence is protected and kept private:

- 1) E-mail messages to the Board of Directors shall be addressed to the Board of Directors alias alone and shall not be copied (i.e., cc'ed or bcc'ed, or forwarded) to others, without the prior approval of the members of the Board.
- 2) E-mail messages addressed to the Board of Directors alias shall not contain defamatory statements, nor shall they contain discussions of potential or actual legal claims, employment personnel matters or alleged violations of the IEEE Code of Ethics or IEEE Policies.
- 3) The Board may determine that certain business critical issues shall only be discussed at in-person meetings.

#### **9.23 Guidelines for the Hiring, Terms of Employment and Compensation of the IEEE Executive Director**

This Policy establishes guidelines for the following activities concerning the IEEE Executive Director: (1) IEEE Executive Director recruiting; (2) changing terms of employment of the IEEE Executive Director with IEEE; (3) establishing the IEEE

Executive Director performance goals; (4) periodic evaluation of the IEEE Executive Director performance; and (5) modifications of the IEEE Executive Director's compensation package.

These guidelines are subject to IEEE Bylaw I-306 - IEEE Executive Director and Other Staff. Due to their personal nature discussions and reporting activities specified in these guidelines shall be performed in executive sessions, at the discretion of the Board of Directors.

A. IEEE Executive Director Recruiting

The Board of Directors shall have the responsibility to recruit a new IEEE Executive Director.

1. The responsibilities of the IEEE Executive Director are described in IEEE Bylaw I-306. The Board of Directors shall develop a job description for the IEEE Executive Director position on the basis of Bylaw I-306.
2. The Board of Directors shall determine a range for the total compensation package of the IEEE Executive Director. This range (and subsequent changes in this range) shall be approved before offers are made to candidates for the position. Whenever practicable, the Board shall approve the total compensation package range before interviews with candidates are conducted. The Board of Directors shall take such steps as may be necessary or appropriate to assure compliance with the intermediate sanctions rules under the Internal Revenue Code.
3. External consultants and search firms may be used in the process of recruiting and recommending a range of compensation for the IEEE Executive Director.
4. The Board of Directors shall create a Search Committee. At least two-fifths of the Search Committee voting membership shall consist of members of the Board of Directors.
5. The Search Committee shall request suggestions for suitable candidates by the Board of Directors.
6. The Search Committee shall present its selected candidate for approval by the Board of Directors.

B. Changing the IEEE Executive Director's Terms of Employment with IEEE

Changes in the IEEE Executive Director's terms of employment with IEEE are defined as offering or renegotiating a contract between IEEE and the IEEE Executive Director; making material changes in the IEEE Executive Director's responsibilities; restructuring the IEEE Executive Director's compensation package resulting in material changes; and other material changes in the IEEE Executive Director's employment terms, conditions and/or remuneration.

Incremental annual changes in the IEEE Executive Director's compensation package and changes in benefit plans applicable to all senior staff of IEEE are

not considered changes in the IEEE Executive Director's terms of employment with IEEE.

The Board of Directors shall propose and negotiate changes in the IEEE Executive Director's terms of employment with IEEE.

1. Proposals for material changes in the terms of employment of the IEEE Executive Director shall require Board of Directors approval.
2. Proposals for such changes shall be distributed to the Board of Directors at least 30 days prior to the meeting at which it shall be considered.

C. Establishing IEEE Executive Director Annual Performance Goals

The Board of Directors shall define the prioritized goals of the IEEE Executive Director, in consultation with the IEEE Executive Director. These goals shall be presented to the Board of Directors at its first regularly scheduled meeting of the calendar year.

D. IEEE Executive Director Performance Evaluation

An annual review of the IEEE Executive Director shall be conducted in person by the President of the IEEE who shall collect input from the Board of Directors, IEEE volunteers and staff, and experts, customers, and others as the President deems necessary or appropriate. Prior to the review the President shall ask the IEEE Executive Director to submit a self-evaluation. Results of the review, including remarks by the IEEE Executive Director, shall be presented in summary form to the Board of Directors. Results of the annual review (and the subsequent discussions by the Board of Directors) shall be used in the process of setting goals for the IEEE Executive Director in the following year.

E. Annual Modifications of the IEEE Executive Director's Compensation Package

The Employee Benefits and Compensation Committee shall propose incremental modifications to the IEEE Executive Director's compensation package including salary adjustments, bonuses and benefits. In making this determination, the Employee Benefits and Compensation Committee shall consider the annual review of the Executive Director as presented to the Committee by the IEEE President or his/her designee; the recommendations of the IEEE President, presented to the Committee by the IEEE President or his/her designee; the overall performance of the IEEE; and other pertinent factors, including Section 4958 of the Internal Revenue Code. The Committee's proposal shall be reported to the IEEE Board of Directors by the IEEE President or his/her designee. The proposal shall become effective at the end of the Board meeting during which it was presented, unless the Board of Directors votes to modify it during that meeting series.

**9.24 Information Disclosure Policy**

1. As an educational, scientific organization dedicated to the benefit of the public, IEEE recognizes and endorses the fundamental importance of transparency and

accountability in all its activities. Accordingly, it is IEEE's policy to be open about its activities and to welcome and seek out opportunities to explain its work to the widest possible audience.

2. Notwithstanding the dedication to the fundamental importance of transparency IEEE also recognizes that some aspects of its operations need to be kept confidential. Thus certain types of information are protected when unrestricted availability would be detrimental to its operation and/or membership. Such information includes verbal or non-verbal communication or information recorded on paper or electronically recorded.
3. When information is recorded in a document embodied in a medium that can be stored, read and or transmitted, such media including but being not limited to paper or electronic media, IEEE has defined two levels of classification for documents that should be restricted to the IEEE community. These classifications include:
  - Proprietary. The classification Proprietary shall be applied to documents available to members of IEEE and IEEE staff.
  - Confidential. The classification Confidential shall be applied to documents whose distribution to authorized volunteer leaders\* and IEEE staff on a need to know basis. Within this classification any documents that are to be limited to stricter controls on distribution, shall be classified as "Confidential – Controlled Distribution".
  - The treatment of information that is subject to attorney-client privilege is governed by statutory and judicial pronouncements and, therefore, not addressed, regulated or administered by this policy.

Details and procedures related to the identification of documents that should be classified, proper classification, sharing, distribution, storage and disposal of IEEE documents that carry these classifications, shall be maintained in the IEEE Guide to Classification of Documents. The Guide shall also include but not be limited to providing guidance on the appropriate expiration of such classifications, the identification of authorized volunteer leader positions, the handling of reclassification when appropriate and minutes of executive sessions.

The Guide shall be maintained by the IEEE Governance Committee who shall 1) report appropriate amendments to the Guide to the IEEE Board of Directors, and 2) report any issues with compliance to this policy and the procedures contained in the Guide at least annually.

This policy and the supporting guide shall apply to all IEEE Organizational Units, the creation of OU specific policies or classifications, beyond those described here or in the Guide, is not permitted.

The Guide shall be made accessible on the IEEE Website at <http://www.ieee.org/about/corporate/governance/index.html>

\*For purposes of this Policy, the term "authorized volunteer leader(s) or AVLs" refers to individuals holding specific volunteer positions within IEEE who shall complete an online training course and execute a non-

disclosure agreement with IEEE. The list of positions that are considered AVLs, shall be specified in the IEEE Guide to Classification of Documents.

## **9.25 Civility Policy**

All IEEE staff, members and volunteers shall treat each other with respect, consideration and civility. Intimidating, demeaning, threatening, vulgar or violent behaviors, as well as destructive rumors or gossip depart from the standard for civility and respect. These negative behaviors have no place in the IEEE community. Employees who violate this policy are subject to disciplinary action, up to and including termination of employment. Members who are found to violate this policy are subject to review and sanction by IEEE up to and including expulsion from the membership rolls of IEEE. Volunteers who are found to violate this policy will be relieved of their activities associated with IEEE.

## **9.26 IEEE Policy Against Discrimination and Harassment**

IEEE, consistent with the purposes articulated in Article I of the IEEE Constitution, is committed to the realization and maintenance of an environment in which members may have full and productive careers free from Discrimination or Harassment.

IEEE is committed to the principle that all persons shall have equal access to programs, facilities, services, and employment without regard to personal characteristics not related to ability, performance, or qualifications as determined by IEEE policy and/or applicable laws.

IEEE prohibits Discrimination, Harassment and Bullying against any person for any reason, for example, because of age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, appearance, matriculation, political affiliation, marital status, veteran status or any other characteristic protected by law. IEEE employees, volunteers, members, and other constituents of the IEEE, when and where ever those individuals are conducting IEEE business or participating in IEEE events or activities, shall maintain an environment free of Discrimination, including Harassment, Bullying, and Retaliation.

### **Mediation and Enforcement:**

The IEEE Human Resources Department shall have the primary responsibility for oversight of this policy including investigating complaints of Discrimination, Harassment, Bullying, and Retaliation with respect to employees. Any person who believes that he or she has been the victim of illegal Discrimination or Harassment may seek redress through an appropriate Organizational Unit dispute resolution mechanism or may contact the IEEE Hotline at +1 888 359 6323. The Ethics and Member Conduct Committee shall have final responsibility for oversight of Policy 9.25 and this Policy 9.26 with respect to IEEE members. Matters deemed to be of a serious nature shall be referred to the Legal and Compliance Department for handling.

The goal in every such case shall be to reach a determination on the merits of allegations, if possible. In most cases, this will require an investigation into the facts.

Such an investigation may be conducted by IEEE staff, legal counsel, volunteers, private investigators or other individuals deemed qualified to do so. If the evidence shows that there has been Discrimination, Harassment, Bullying, and/or Retaliation, IEEE shall seek to ensure the Discrimination, Harassment, Bullying or Retaliation immediately stops and does not recur. The complainant shall be informed generally of the conclusions reached regarding the allegations. Disciplinary sanctions for violation of policy, up to and including termination of employment or expulsion from membership in IEEE, as applicable, will be imposed in accordance with applicable IEEE policies. The IEEE President shall be informed of all allegations involving IEEE members, volunteers, or any management level employees. If the complaint is against the IEEE President then the IEEE Board of Directors shall be informed.

In accordance with IEEE Policy 9.9, the Whistleblower and Non-Retaliation Policy, IEEE prohibits retaliation for raising in good faith an issue of potential Discrimination, Harassment, Bullying, and/or Retaliation, and discourages any behavior that might be perceived as retaliatory in nature. Retaliation shall constitute a separate violation and may result in a sanction independent of the outcome of a complaint.

#### **9.27 IEEE Social Media Policy**

- A. Social media is a growing, dynamic mainstream media channel and IEEE recognizes its impact and potential in areas such as marketing, communication, collaboration, data sharing, discovery, content development and publishing. IEEE encourages organizational units and groups of members, volunteers and employees to engage in social media when appropriate and to use them to further the scientific and educational objectives of IEEE.

For the purposes of this policy, "social media" are defined as any forms of electronic communications, such as websites, portals or mobile applications, that allow individuals to post and share content publicly and/or to a select group of individuals in virtual communities and networks, and that allow other individuals to view, respond to and share this content further. These social media include digital and mobile-based applications that allow for music, image, audio and video sharing; blogging and microblogging; review and opinion sharing; location-based, event-based and occupation-based networks; information and news aggregation; presentation sharing; advocacy and fundraising; creation of virtual worlds; and all-purpose wide-appeal networks geared toward general audiences. Examples of well-known social media outlets in which IEEE regularly participates are Facebook, Twitter, YouTube, Yammer, and LinkedIn.

- B. IEEE seeks to publish and disseminate the most current and relevant scientific research on social media, to use state-of-the-art knowledge about social media in developing IEEE's tools, products, and services and to foster information sharing through IEEE social media sites/activities, and to promote the activities and goals of IEEE and its members.
- C. Specific information related to social media that are operated on behalf of, or associated with, IEEE are set

out in the "IEEE Social Media Operations and Best Practices Guide". Which is accessible on the IEEE website at [www.ieee.org/go/socialmediaguide](http://www.ieee.org/go/socialmediaguide). The information set forth in this Guide includes (1) maintaining a registry of IEEE social media sites; (2) the appropriate use of disclaimers; (3) best practices as they relate to the administration of sites and the posting of information; (4) procedures for obtaining guidance on, or reporting possible violations of this policy; (5) procedures to ensure that the guidance provided in the Guide is pertinent and updated; and (6) IEEE Social Media Page Terms & Conditions. The Guide will be approved by the IEEE Executive Director with the concurrence of the IEEE President, after consultation with the Chairs of the six Major IEEE Boards. The IEEE Executive Director will designate the appropriate staff group to oversee compliance with this Social Media Policy and the Guide.

#### **9.28 Computer Policy**

Much of IEEE's intellectual property and confidential and valuable information is maintained as data on the IEEE computer network. For that reason it is important to protect the integrity of all of the data on IEEE's computers.

Everyone is responsible for ensuring adequate security for IEEE computers and data, whether at the office, at home or while traveling. In particular, users of IEEE computers containing sensitive IEEE data (e.g., financial data or personally identifiable information pertaining to employees or members) must ensure that the equipment and data is properly secure.

Any data stored locally on IEEE computers are not backed-up. Employees are responsible for storing any relevant IEEE data to predefined network locations to ensure that the data is appropriately backed-up. When network access is not available, employees must ensure that any relevant IEEE data is copied into the appropriate network locations once network access is available. If relevant IEEE data is temporarily stored on the local drive of the IEEE computer, employees must consider the use of a temporary backup device, such as a USB drive, to safe keep a copy of the data until network access is available. Similarly, volunteers must take steps to secure and backup any relevant IEEE data consistent with the advice and guidelines of their Organization Units.

Everyone is responsible for protecting the availability, confidentiality and the integrity of the data stored in IEEE computers. Password protection is a mechanism used to prevent the unauthorized access to the organization's computer and data. As a result, everyone is responsible for protecting the confidentiality of passwords and ensuring that individual passwords are not used or shared with others. Disclosure of a password, using another person's password, or attempting to determine or bypass another's password can result in disciplinary action, including termination of employment or membership. Employees and volunteers are only authorized to access IEEE computers and data for approved business purposes. Occasional personal use of IEEE computers is allowed as long as such use does not interfere with the employee's work responsibilities, other required business activities, business operations, or the performance of the computer network used. However, such occasional personal use does not create any expectation of

privacy as to any of the personal communications of any employee and, as such, will become part of IEEE's business records. IEEE is not responsible for any personal data lost as a result of occasional personal use of any IEEE computer.

Under no circumstances are employees or volunteers authorized to access IEEE computers or the IEEE computer network:

- For personal gain or any illegal or unethical use or for the transmission or intentional reception of obscene, scandalous, offensive or otherwise inappropriate materials
- Sending IEEE data to a third party other than furthering the business objectives of IEEE
- Emailing IEEE Confidential Information to an employee's or volunteer's personal email address
- Downloading IEEE Confidential Information or other IEEE data to removable media such as a disk or thumb drive other than for furthering the business objectives of IEEE

IEEE has the right at any time to access, retrieve, delete, monitor, examine, use and/or disclose the communications of IEEE's employees through IEEE computers and the IEEE computer network and information from (or about) employees and the content, without notice to the employee, and that such communications are considered part of IEEE's business records and are not to be considered private or personal to employees. Similarly, any IEEE volunteer who accesses and uses IEEE computers, the IEEE computer network, or IEEE computer communications services is subject to this same policy.

IEEE also has the right to retrieve or delete any data belonging to IEEE stored on any personal computer devices belonging to any IEEE employee. Such personal computer devices include smart phones, tablet computers, or any device, media or location capable of storing electronic data.



## **SECTION 10 – MEETINGS, CONFERENCES, SYMPOSIA AND EXPOSITIONS**

### **10.0 Types of Meetings**

IEEE conducts three basic types of meetings:

- A. The first type includes Conferences, Symposia, Workshops, Tutorials, Short Courses, Expositions, Conventions. Throughout Policies, Section 10 the term "conferences" is defined (for the purposes of this document only, and with the exception of Standards meetings defined in Part B of 10.0), as technical or professional meetings that have a budgeted income or expense of greater than USD \$25,000. Conferences can be Symposia, Workshops, Short Courses, Expositions, Conventions, and/or Tutorials. Appropriate guidelines for naming conventions for conferences can be found in the IEEE Meetings, Conference & Events (MCE) Operations Manual, Section 3. Conferences are generally attended by both members and non-members of the IEEE. Attendees generally pay to attend. Conferences are typically self-supporting and frequently generate a surplus. Conferences are sponsored by one or more IEEE organizational units and/or other not-for-profit organizations (Policies, Section 10.1 for details).

- B. The second type includes Standards Meetings. Standards meetings are run under the auspices of the IEEE Standards Association. These meetings are dedicated to the development of IEEE draft standards, which are collaborative documents subject to rigorous consensus balloting prior to approval. More details on Standards Meetings are found in the IEEE Standards Association Operations Manual and the Standards Board Operations Manual.

The term "standards" encompasses recommended practices and guides as well as standards documents that establish requirements and technical specifications.

- C. The third type includes Other Meetings. There are various other types of meetings held by IEEE organizational units. They include organizational unit administrative meetings and small technical, professional, educational and social meetings. These meetings may have a mix of administrative and non-administrative content. Most of these meetings are free (or minimal fee) to members and sponsored by an IEEE organizational unit. Policies governing such meetings can be found in the related organizational unit's operation manual.

#### **Administrative Meetings:**

The main purpose of administrative meetings is to conduct normal IEEE business. Administrative meetings include governance, committee and editorial meetings. These meetings are sponsored by one or more IEEE organizational units. The costs of such meetings are generally supported by the operating budgets of involved organizational units. Organizational units are required to post administrative meetings in IEEE Administrative Calendars. Posting requires the date, time and place of each meeting as well as any attendance restrictions.

#### **Section/Chapter Meetings:**

Section and Chapters frequently hold small technical, professional, educational and social meetings throughout the year. Many of these meetings involve guest speakers and

other events designed to meet member needs. These meetings are sponsored by the related organizational unit and are open to all members and often non-members. The costs of these meetings are generally supported by the budgets of the involved IEEE organizational units. Occasionally members may be asked to pay for meals and entertainment. Donations or grants may also help support these meetings.

#### **Student Activities:**

Student Branches, Sections and Regions frequently hold student conferences, Congresses, Competitions, Student Professional Awareness Conferences, Leadership Training meetings and other diverse activities throughout the year. These activities are frequently supported by significantly large budgets generated by a combination of fund-raisers, industry contributions and Region and Section grants. Industry funding, in many instances, comes with the stipulation that advertisement and career fairs be included in the events.

### **10.1 Conferences**

#### **10.1.1 Conference Objectives**

The prime objective of IEEE conferences is to provide IEEE members, other individuals and organizations with information and exhibits to assist in the advancement of electrical and electronics engineering and related arts and sciences.

To accomplish this objective, the IEEE shall:

- A. Encourage Conference Steering and/or Organizing Committees to develop programs suitable to the needs of attendees, speakers and other participants for which each conference is intended.
- B. Encourage all IEEE organizational units to conduct conferences, which should benefit the interests of IEEE membership and the greater technical community.
- C. Encourage cooperation between organizational units to promote, plan, organize and schedule conferences and exhibitions in a timely fashion within the stated field of interest.

#### **10.1.2 Sponsorship**

Sponsorship relates to the responsibilities and accountabilities of an organizational unit with respect to financial, technical, publicity, and administrative aspects of a conference. For a conference to be considered an IEEE conference, it must be sponsored by at least one IEEE organizational unit. If multiple organizational units are sponsoring a conference, at least one of the organizations must be an IEEE organizational unit.

An IEEE organizational unit is defined in IEEE Bylaw I-107 as a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law. Each IEEE organizational unit shall be an integral part of the IEEE and not a separate organization. Therefore, IEEE organizational units include all Boards, Societies, Regions, Sections, Chapters, Councils and Committees.



IEEE organizational units engaged in conference sponsorship may not enter into any type of sponsorship arrangement with a "For Profit" organization. Non-compliance with the provisions of this approval policy may result in denial of approvals for subsequent events. "For Profit" organizations can, however, provide donations, as indicated in Policies, Section 10.1.23.

The three types of conference sponsorship available to IEEE organizational units are described below:

- Sole Sponsorship

Sole sponsorship indicates full and sole organizational unit involvement in a conference. If an IEEE organizational unit agrees to sponsor a conference, they accept complete responsibility for the technical, financial, publicity and administrative aspects of the conference. As a result of sole sponsorship, the organizational unit:

- will approve the conference as indicated in Policies, Section 10.1.4.
- will receive the surplus or be liable for any deficit resulting from a conference (Policies, Section 10.1.9).
- will be responsible for assuring the timely resolution of any legal issues.
- will be responsible for issuing any loans that the conference might need and assuring subsequent repayment (Policies, Section 10.1.7).
- will be responsible for proper usage of the IEEE name (Policies, Section 10.1.16) and the IEEE logo (Policies, Section 10.1.17).
- Conferences where the IEEE has sole sponsorship, the rights to the conference name, slogan, copyright for publications, and/or logo are owned by IEEE and not Conference Steering and/or Organizing Committees.

- Co-Sponsorship

Co-Sponsorship indicates a shared involvement among several organizations, one of which is an IEEE organizational unit. Other co-sponsoring organizations could be IEEE organizational units or other "Not-for-Profit" non-IEEE organizations.

Co-Sponsorship indicates a shared and significant involvement in the technical, financial, publicity and administrative areas of the conference. The relationship between sponsoring organizations should be explicitly defined in terms of a Memorandum of Understanding, see Policies, Section 10.1.5.

As a result of co-sponsorship, the organizational unit:

- will approve the conference as indicated in Policies, Section 10.1.
- will receive the surplus or be liable for any deficit resulting from a conference, (Policies, Section 10.1.9).
- will be responsible for assuring the timely resolution of any legal issues.
- will be responsible for issuing any loans that the conference might need and assuring subsequent repayment, (Policies, Section 10.1.7).

- will be responsible for proper usage of the IEEE name (Policies, Section 10.1.6) and the IEEE logo (Policies, Section 10.1.7).
- will be responsible for ensuring that the IEEE organizational unit is provided with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policies, Section 10.1.5).
- Co-sponsorship requires specific approvals as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4).

- Technical Co-Sponsorship

Technical Co-Sponsorship indicates direct and substantial involvement by the IEEE organizational unit solely in the organization of the technical program. The IEEE organizational unit has no financial involvement in the conference. The organization that has financial sponsorship of the conference must be explicitly identified in the supporting documentation and promotional material for technical co-sponsorship to be granted. Technical co-sponsorship requires specific approvals as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4). The IEEE organizational unit should encourage members to submit papers and attend the conference. The IEEE organizational unit may assist in publicity through the availability of the appropriate IEEE organizational unit mailing lists and on the organizational unit's website. The relationship between sponsoring organizations shall be explicitly defined in terms of a Memorandum of Understanding (MoU) (Policies, Section 10.1.5). Technical co-sponsorship does not guarantee that the papers accepted for presentation at the conference will be eligible for inclusion in the IEEE Conference Publications Program (CPP), which handles post-conference distribution of conference papers in all media. Inclusion in the CPP should be specifically addressed in the MoU regulating the technical co-sponsorship, with the concurrence of the CPP staff. The IEEE name may not be used in the conference title (Policies, Section 10.1.16), but, the IEEE brand/logo and/or IEEE organizational unit brand/logo may be used in conference publications and promotional materials (Policies, Section 10.1.17). The non-IEEE organization provides the IEEE organizational unit with the option of a no cost exhibit booth, exhibit table or other means of promoting IEEE membership and activities during the conference (Policies, Section 10.1.5).

### 10.1.3 Inter-organizational Unit Roles & Responsibilities

Organizational units can be categorized into two classes, geographic and non-geographic.

- Geographic organizational units, such as Regions, Sections and Chapters, are established to serve all of the technical interests of IEEE members residing within specific geographic areas. In order to do this, geographic organizational units may sponsor conferences of technical interest to the local members.
- Non-geographic organizational units are established to serve interests without regard to geographic boundaries.

These interests could be technical, educational, or professional in nature. Examples include Societies/Councils and Educational Activities.

Each organizational unit has a defined field of interest or geographical interest area. It is expected that each organizational unit run conferences within their defined field of interest or geographical interest area. When an organizational unit moves out of their defined geographical area or field of interest, co-sponsorship and cross endorsements are recommended and in some cases required (Policies, Section 10.1.4).

It is the policy of IEEE that organizational units shall cooperate in satisfying the conference needs of the IEEE membership. A sponsoring organizational unit may invite other organizational units to co-sponsor a conference. Organizational units may not force other organizational units to co-sponsor. Organizational units may request a sponsoring organizational unit to include them as a co-sponsor; the requesting organizational unit may not force co-sponsorship.

Any issues or disputes that develop that cannot be resolved by the involved organizational units working with the Technical Activities Board shall be referred to the IEEE Board of Directors or their designee for review and resolution.

#### **10.1.4 General Approvals, Endorsements, & Notifications**

There are three types of conference actions that must be sought. They are:

- Organizational unit approvals from all sponsoring IEEE organizational units
- IEEE Meetings, Conferences & Events (MCE) review and approvals
- IEEE Organizational unit cross endorsement

All approvals and endorsements should be obtained at least a year in advance of the proposed conference.

The IEEE Conferences Committee, Technical Activities Board, and ultimately the IEEE Board of Directors have responsibility for review, approval and conflict resolution of all IEEE conferences, including those co-sponsored with non-IEEE organizations.

#### **Organizational Unit Approval**

The Conference Organizing Committee is responsible for obtaining IEEE organizational unit sponsorship. Approval from all sponsoring IEEE organizational units is required. Prior to granting financial co-sponsorship or technical co-sponsorship to conferences involving non-IEEE entities, Subsections, Chapters, Geographic Councils, Affinity Groups and Student Organizations shall obtain approval by the Region or Section to which that organizational unit belongs. The sponsoring organizational unit(s) must approve the place, date, and subject matter to be covered for all conferences. Since organizational units are ultimately responsible for the financial accountability of their solely sponsored and co-sponsored conferences, the organizational unit must approve the conference budget prior to its submission to IEEE MCE for approval. Criteria for organizational unit approval shall include: sound financial planning, benefit to the membership, absence of conflict with other conferences, assurance of technical content quality, and protection of the IEEE brand.

#### **IEEE MCE Approval**

Memorandums of Understanding (MoU): All co-sponsored conferences shall submit a Memorandum of Understanding (MoU) to IEEE MCE for review, final approval, and execution. Following IEEE MCE review and changes, if applicable, authorized representatives of each of the sponsoring IEEE organizational units shall sign the MoU and return it to IEEE MCE for execution.

The MoU review process performed by IEEE MCE shall be handled expeditiously and shall normally be completed within 60 days of submission as defined by the IEEE MCE.

If the compliance recommendations of IEEE MCE are challenged by the OU, then appeals shall be forwarded to the IEEE Conferences Committee for final ruling.

Co-sponsored conferences shall not use the IEEE name or Master Brand in their websites, publications, or promotions before the MoU is executed.

IEEE MCE shall be notified of the place, date and subject matter to be covered for all IEEE conferences. If a conference falls in any of the following three categories, the IEEE Conferences Committee shall be informed if the activity(ies):

- is solely sponsored or co-sponsored by a geographic organizational unit, (e.g., Chapter, Section, Region) where there is the intention of drawing substantial attendance from outside the geographic area of a single Section, or
- contains commercial exhibits, or
- coincides with another organization's conference that requires a security clearance for admission.

All notifications should be made through IEEE MCE. The IEEE sponsoring organizational unit is responsible for the submission of all information requiring approvals.

IEEE MCE shall review notifications of technically co-sponsored conferences to identify issues of noncompliance with IEEE Policies, Section 10.1.3 - Inter-organizational Unit Roles and Responsibilities and shall refer any unresolved conflicts to the IEEE Conferences Committee.

The data from the IEEE Conference Application shall be entered into the IEEE database and used by IEEE MCE to answer requests for conference information and will be included in the IEEE Conference Search, Call for Papers Search, Collabratec and other promotional activities, as authorized by IEEE MCE.

**Budgets:** IEEE MCE shall approve all conference budgets exceeding \$25K in revenue/expenses. This approval is obtained by submitting a detailed budget to IEEE MCE at least one year in advance of the conference, but earlier submission is strongly recommended. Written confirmation of organizational unit's budget approval must be included with the detailed budget (Policies, Section 10.1.6).

#### **Cross Endorsements**

Cross endorsement is the endorsement from one organizational unit for another organizational unit's conference. Cross endorsement typically occurs between geographic and non-geographic organizational units. It is recommended cross

endorsement be sought from the Section, when a conference is being held in the geographic area of the Section if the conference is sponsored by another IEEE geographic or non-geographic organizational unit. It is recommended cross endorsement be sought from the non-geographic organizational unit (Society, EAB, IEEE-USA, and SA), when another geographic or non-geographic organizational unit is holding a conference in its field of interest. Cross endorsement is expected to be timely and should be requested during the planning stages of the conference.

#### **10.1.5 Memorandum of Understanding (MoU)**

A Memorandum of Understanding (MoU), sets forth the relationship and obligations of the involved parties. A MoU is required when two or more organizational units agree to provide co-sponsorship or technical co-sponsorship to a conference. These organizational units may be all IEEE organizational units or IEEE and non-IEEE organizations as indicated in Policies, Section 10.1.2. Authorization to approve a MoU shall reside with the appropriate approving organizational unit as indicated in General Approvals, Endorsements, & Notifications – Organizational Unit Approval (Policies, Section 10.1.4).

Applications for co-sponsorship or technical co-sponsorship shall be submitted using the application form available on the IEEE website. Each MoU shall be negotiated and finalized to include the terms and conditions set forth in the application form, including the following:

- Financial sponsorship and responsibilities of each organizational unit. These arrangements are needed for both liability and surplus distribution purposes (Policies, Section 10.1.9 and 10.1.27).
- Ownership of the Intellectual Property associated with a conference. This includes use of the conference name, slogan, copyright for publications, and/or logo ownership.
- A clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's electronic database of articles (Policies, Section 10.1.27).
- Provisions for dissolving the relationship.
- Compliance with IEEE and other non-IEEE organization policies.
- Assignment of conference management and other administrative responsibilities to the appropriate organizational units.
- General conference management accountabilities such as assignment of chairs, organizational unit chairs for Conference Organizing Committees, steering committee obligations, location of the conferences, associated exhibitions, etc.
- How the IEEE organizational unit will be directly and substantially involved in the technical program.
- The technical paper review process, including a clear identification of the level of paper review, if the conference proceedings will be included in the IEEE Conference Publications Program (CPP).
- Provisions ensuring the non-IEEE organization supplies the IEEE organizational unit with an option to promote IEEE membership and activities at no cost during the conference. If the conference has an associated exhibition, the IEEE shall be provided with

the option of having an exhibit booth. If the conference does not include an associated exhibition, the IEEE shall be provided with the option of having an exhibit table or other means of promoting the IEEE.

When a conference is sponsored jointly with another non-IEEE organization, the IEEE organizational unit shall assure that the IEEE financial responsibility is limited to the IEEE organizational unit's financial capabilities and does not extend to IEEE's corporate resources.

For conferences where IEEE organizational units are the sole sponsors, the Technical Activities Board shall resolve any disputes. In cases where TAB is unable to resolve the dispute or in the absence of a Memorandum of Understanding, the IEEE Board of Directors shall resolve any matters.

#### **10.1.6 Conference Budgets**

The detailed conference budget should provide all needed financial information, indicate clearly the extent of participation of each organizational unit, and be consistent with analysis of the attendance and financial results of any preceding conference on the same subject. Conference Chairs shall submit budgets to the sponsoring organizational unit as far in advance as is feasible, but at least in time for the sponsoring organizational unit to meet the requirements of Policies, Section 10.1.4. If a budget cannot be submitted at least one year prior to the proposed date of the conference, the IEEE Meetings, Conferences & Events (MCE) shall be notified of the circumstances. It is recommended that budgets be reviewed every six months and updated if needed to reflect any conference planning aspects that may have changed.

All requests for budget approval shall be accompanied by written approval of the IEEE sponsoring organizational units. In addition the request should state whether cross endorsement has been sought (Policies, Section 10.1.4).

All conference budgets submitted for approval should be set to generate a minimum surplus of 20% over projected expenses.

During the course of the conference planning, if substantial financial changes are made to the originally submitted budgets, a revised budget should be resubmitted for further approvals to the appropriate organizational unit and IEEE MCE. Failure to submit a budget or failure to identify any circumstances affecting the advisability of proceeding with a conference may result in action from the IEEE Conferences Committee, the Technical Activities Board and or the IEEE Board of Directors or their designee. The IEEE Board of Directors or their designee reserves its right to modify the terms of or in extraordinary cases to cancel approval of the conference.

Budgets for ancillary conferences, Short Courses or Expositions held either directly following or preceding a conference can be included within the main conference budget. However, income and expenses from these activities should be clearly identified.

The use of conference funds for the purpose of hosting visitors requiring intercontinental travel is a legitimate conference expense if approved by the Conference Organizing Committee. Such support, including travel expenses, should be included in the budget. When such a budget item is requested, the chair of the conference should establish a

committee specifically charged with the responsibility of acting as host to these visitors.

It is the general policy of the IEEE that no member of a Conference Board/Committee or his/her immediate family shall receive monetary payment for services. This does not include awards or other honoraria that may be granted under IEEE Awards provisions as defined in IEEE Policies, Section 4.0. Immediate family is defined as spouse, domestic partner, brother, sister, children, mother, father, and in-laws.

Audit fees shall be incorporated in the conference budgets and displayed as a separate line item.

#### **10.1.7 Conference Advances**

Conference advances may be requested from the sole sponsor and co-sponsoring IEEE organizational units. The sole sponsor and co-sponsoring organizational units may issue advances to their conferences anytime during its life cycle. Conferences are not allowed to transfer advances from one year's conference to the next. All conference advances are to be repaid one month after a conference is held. Any advances, which might be requested from the IEEE corporate resources for the purpose of conferences, if they are approved, will be made to the sponsoring organizational units and not directly to the conference.

#### **10.1.8 Conference Bank Account Signatures**

All IEEE Conference Bank Accounts provide for the signatures of at least two volunteers and the IEEE Senior Director-Financial Services or designee(s), except as shall be required under local government regulations. This will provide assurance to the conference and to IEEE of the availability of alternative signatures, if the need arises (Reference IEEE Finance Operations Manual).

Conference Organizing Committees are not allowed to keep bank accounts open from one year's event to the next. Conference Boards (or Steering Committees) may not open nor maintain bank accounts. Guidelines for closing accounts are in the IEEE Meetings, Conferences & Events (MCE) Operations Manual.

Bank Accounts must be closed six months after the Conference is held. Closing bank statement(s) must be submitted to IEEE MCE with the final financial report (Policies, Section 10.1.11). Surplus will be transferred as per Policies, Section 10.1.9.

A Conference Board/Steering Committee is defined as a continuing organizational unit established by the OU Sponsors to act on their behalf for the sole purpose of managing a specific continuing conference series from year to year to assure consistency and quality. A Conference Organizing Committee is defined as the body of volunteers assembled for the purpose of managing a specific occurrence of a given conference.

For co-sponsored conferences, where a non-IEEE sponsor (1) records the conference's financial transactions in its general ledger (2) receives and disburses funds in and from its main bank account, and (3) has a greater than 50% financial responsibility in the conference, the requirements for IEEE signatures on the bank account as well as closing the bank account six months after the conference are not applicable. A

Memorandum of Understanding for agents is required and can be obtained from IEEE MCE.

#### **10.1.9 Distribution of Surplus and Deficits**

The distribution of any surplus or the allocation of any deficit resulting from a conference will be apportioned to the sole sponsor or co-sponsoring organizational units of a conference. Surplus is to be distributed within 6 months of the conference. Conferences may not transfer funds from one year to the next year's conference.

For solely sponsored conferences, the IEEE organizational unit assumes the entire risk of deficit; i.e., if a deficit is incurred in the operation of a conference, that deficit is chargeable against the sponsoring IEEE organizational unit. Conversely, if a surplus results from the conference, the surplus will be credited to the sole sponsoring IEEE organizational unit (IEEE Finance Operations Manual).

For co-sponsored conferences, the Memorandum of Understanding (MoU) (Policies, Section 10.1.5) defines the extent of financial involvement of each organizational unit. Deficit and/or surplus will be applied according to this agreement.

#### **10.1.10 Auditing of Conference Finances**

Co-sponsored conferences, where IEEE has a 50% or less financial responsibility shall be encouraged to participate in the audit process.

Conferences where IEEE has greater than a 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual income or expense is USD 250,000 or more must be audited by a fully qualified, independent professional auditor. The audit shall be performed by a Certified Public Accountant, Chartered Accountant, or equivalent source approved by the IEEE Internal Audit Department. Alternatively, the Conference Chair may engage the IEEE Internal Audit Department to arrange for and/or perform the audit. The selection of such auditors shall avoid any conflict of interest with members of the Conference Organizing Committee.

Conferences where IEEE has greater than 50% financial responsibility, including conferences that are solely IEEE sponsored, and where the actual income or expense is less than USD 250,000 may be selected for audit by IEEE's Internal Audit Department. Internal Audit will schedule and arrange for the audits of these conferences. For those conferences not selected for audit in a given year, an audit should be conducted by a committee composed of individuals who have no direct or indirect responsibility for the financial transactions of the conference.

#### **10.1.11 Conference Closings**

All IEEE solely sponsored and co-sponsored conferences must within six months of the conference date (Policies, Section 10.1.4):

- close their bank accounts,
- distribute their surplus,
- repay advances,
- complete the detailed final financial reports,
- complete the audit, if required.



Many of these items are required by U.S. Internal Revenue Service regulations and the IEEE audit process. All documentation must be reviewed and approved by the sole sponsor or co-sponsoring organizational units and IEEE Meetings, Conferences & Events (MCE). IEEE MCE will officially close the conference, once all of the above information has been submitted.

#### **10.1.12 Conference Chairs**

The conference chair of a solely sponsored IEEE conference should be a member of IEEE. The conference chair of a co-sponsored conference where all organizational units are IEEE should also be a member of IEEE. Qualified individuals who are not members of IEEE may serve as sub-chairs or consultants to the Conference.

In conferences for which IEEE is a co-sponsor with a non-IEEE organization, Conference Chairs should be members of either IEEE or the co-sponsoring entity. Exceptions to this may be made only with the consent of all sponsoring entities. Based on the Memorandum of Understanding (MoU), the Chairs may rotate between sponsoring entities.

#### **10.1.13 Confidentiality**

IEEE policy requires that conferences maintain confidentiality in handling submitted papers. Therefore a Conference Organizing Committee should treat the contents of submitted papers/abstracts as privileged information and should not disclose this information to others not involved in the review process prior to the presentation or publication. The Conference Organizing Committee shall ensure that referees are aware of this policy. It is expected that anyone with access to a paper under review will not make inappropriate use of the special knowledge which that access provides.

#### **10.1.14 IEEE Member Participation**

All IEEE members, regardless of grade or any similar consideration, shall be admitted (upon payment of appropriate registration fees, if any) to any and all for conferences and any associated events of which IEEE is a sole sponsor or co-sponsor. Space limitations may require a policy of first come, first serve. IEEE will not act as a sole sponsor or co-sponsor for any assemblage in which participation is subject to security/export clearance or any other restriction of either governmental or industrial nature.

#### **10.1.15 Registration Fee Requirements**

IEEE solely sponsored and co-sponsored conferences, must have a member/non-member individual registration fee differential, whether paid in advance or at the door. The amount of the differential shall be at least 20% above the IEEE member fee, the exact amount being set by each Conference Organizing Committee. Conferences may establish a registration fee lower than the IEEE member fee for sponsoring organizational unit members.

Conferences where IEEE is the sole sponsor must have a reduced fee, waiver of fees, or fee differential for Student members and Life Members. Reduced fees, waiver of fees, or fee differential for unemployed IEEE members, retired members, and for special registrants (e.g., guests, speakers, and exhibitors) are permitted at the discretion of the

Conference Organizing Committee. The individual registration fee for Life Members must be no more than that for Students. At the discretion of the Conference Organizing Committee, the IEEE member registration rates may apply to members of non-IEEE co-sponsoring, cooperating organizations, or sister societies.

#### **10.1.16 Naming of IEEE Conferences**

The following policies shall apply to the use of the term "IEEE" in the names of conferences:

The term "IEEE" shall be used in the names of sole sponsored and co-sponsored conferences where IEEE is at least a 50% financial sponsor (in total for all IEEE co-sponsors).

The use of the term "IEEE" in the names of co-sponsored conferences in which IEEE is less than a 50% but at least a 25% financial sponsor (in total for all IEEE co-sponsors) is recommended but not required.

The term "IEEE" shall not be used in the names of co-sponsored conferences in which IEEE is less than a 25% financial sponsor (in total for all IEEE co-sponsors). This includes conferences in which IEEE is only a technical co-sponsor or is not a sponsor in any form.

Exceptions to the above can only be granted by approval of IEEE Meetings, Conferences & Events (MCE).

The following additional policies apply to the naming of all sole sponsored and co-sponsored conferences where all sponsoring entities belong to IEEE. They do not apply to conferences that are co-sponsored with a non-IEEE organizational unit or technical co-sponsorship conferences. The additional policies are:

Inasmuch as the IEEE is, by its Constitution, a transnational society, and inasmuch as conferences are held under IEEE sponsorship in many countries, the adjective "national" shall not be used in the name of an IEEE sponsored conference.

A conference may use the word "international" in its title if the conference reflects a significant degree of international character. This should require a reasonable expectation that the technical program will include a significant number of papers from authors representing at least three countries. It is also required that the conference Technical Program Committee have a similar demographics in its roster.

Uniform, internationally-accepted, review procedures shall be adopted, and the acceptance of papers shall be based only on their quality and suitability for the conference, and independent of the race, religion, sex and nationality of the author(s).

The name of a conference shall be used in all publicity programs, and related material pertaining to the conference.

If a conference is part of a series, the year must be included as the first item in the title, followed by IEEE, and finally followed by the specific conference name. Consistency in naming is essential for reference and publications.

#### **10.1.17 Use of the IEEE Logo**

Solely Sponsored conferences must have the IEEE logo on all

promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where all involved entities are IEEE, must use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Co-Sponsored conferences, where at least one organizational unit is non-IEEE, are encouraged to use the IEEE logo on all promotional material and publications along with the organizational unit logo(s).

Technical Co-Sponsorship conferences are allowed to use the IEEE logo on promotional material and publications, along with the entity logo(s) but shall not use the name "IEEE" in the title of the conference.

Guidelines for Use of the IEEE Logo and Logotype "IEEE" can be found in Policies, Section 6.3.2 and 12.1 and on the IEEE website, [www.ieee.org/about/toolkit/index.html](http://www.ieee.org/about/toolkit/index.html).

#### **10.1.18 Contracting**

Conferences will require contracts for various services. These services include but are not limited to hotel services, publication services, technology services, registration services and conference management services.

All contracts shall be reviewed by the sponsoring or co-sponsoring organizational units and IEEE Meetings, Conferences & Events (MCE) prior to final approval and execution. All contracts in excess of USD \$25,000 either in receipts or payments shall be executed by IEEE Procurement and Contract Administration as stipulated in the IEEE Finance Operations Manual.

All Conference Contracts with a value of less than USD \$25,000 shall be maintained in a readily accessible file at IEEE MCE. It is the responsibility of the conference chair to promptly send a copy of the contract, when executed, to IEEE MCE for retention.

It is the policy of the IEEE that no member of a Conference Board/Committee shall have a conflict of interest (Policies, Section 9.8) relative to the awarding of contracts for a conference. In signing a contract, competitive bidding procedures shall be used whenever practical. If competitive bidding is not used, the Conference Chair shall be prepared to provide justification upon request.

#### **10.1.19 Conference Insurance**

Conferences are responsible for obtaining needed insurance coverage for the conference and associated events. IEEE can provide such coverage as stipulated in the IEEE Finance Operations Manual.

#### **10.1.20 Conference Publications**

Conferences typically produce proceedings that are provided at the conference to attendees and/or are available for sale after the conference. Ownership of these publications is determined by copyright.

Publications resulting from conferences solely sponsored by IEEE shall follow the procedures in the PSPB Operations Manual. Conferences in which the lead sponsor is not an IEEE organizational unit(s) are urged to follow these policies and

procedures. Title, format and content shall conform to procedures which shall be specified in the PSPB Operations Manual.

Post conference distribution of these publications may be handled by the IEEE Conference Publications Program (CPP), which facilitates inclusion in the portfolio of IEEE electronic dissemination products. Participation in this program requires the completion of the IEEE Conference Publication Form, which should be submitted to IEEE Meetings, Conferences & Events (MCE). This form allows the proceedings to be considered for post-conference distribution through the CPP. IEEE sponsoring organizational units makes the initial decision on participation and terms, with the concurrence of the CPP.

#### **10.1.21 IEEE Services and Publicity**

IEEE solely sponsored/co-sponsored conferences are entitled to IEEE services at the not-for-profit rate, i.e., printing and mailing services at the not-for-profit rate. IEEE solely sponsored/co-sponsored conferences are encouraged to advertise in publications. Some limitations based on space may be enforced. Sponsoring organizational unit approval is required before the advertisement is submitted.

#### **10.1.22 Tax Liability Resulting from Sales and Order Handling in Conjunction with Conference Exhibits**

Conferences are responsible for ascertaining and complying with any tax liabilities associated with the sales and ordering of items at a conference.

The IEEE is a not-for-profit organization, incorporated in New York State, USA. IEEE holds conferences and meetings throughout the world and the legal and tax requirements can vary greatly for each site. In the United States, the IEEE is exempt from paying income taxes and is also exempt from paying sales taxes on purchases in some states. Some states require sales taxes to be collected on-site for conference sales of books and other items. Order taking can be done without consideration of sales taxes. Outside of the US, there are other transaction taxes that may be required to be collected by conferences for on-site sales, such as Value Added Tax (VAT) and the Goods & Services Tax (GST) in Canada. It may be required to collect transaction tax on registration fees. There are also exemptions from paying transaction tax and the rules are unique by country. In most countries, but not all, the IEEE is exempt from paying income taxes. Because the laws and requirements of each country, state and province vary and to be able to exercise fiduciary duty, it is of great importance that each conference contact the IEEE Corporate Compliance and Tax Administration Office [tax-staff@IEEE.org](mailto:tax-staff@IEEE.org) to find out the specific legal and tax requirements to operate at their site. This must be done very early in the planning stages of the conference, if planned properly, some tax savings may result.

**10.1.23 Financial Support from Industry**

Financial support by industry of IEEE meetings and events shall be encouraged and shall be structured to the extent possible such that the financial support is received tax-free by IEEE.

**10.1.24 Job Recruiting at Conferences**

Job recruiting at IEEE conferences is inappropriate and is actively discouraged. However, posting of notices of job opportunities by employers and of notices of jobs sought by IEEE members may be permitted at IEEE conferences and associated events, if approved by the sponsoring IEEE organizational units.

**10.1.25 Participation Limitations for IEEE-Sponsored Events****A. Audio, Video Recording and Photography.**

Audio, video recording and photography are normally considered permissible at open sessions of IEEE conferences. However, at technical conferences, restrictions may be applied by the sponsoring organizational unit on the use of such equipment, e.g., where they may impede free discussion, where they compromise commercial value, or where they are disruptive.

Such restrictions should be clearly identified, in advance, to sponsoring organizational units and attendees.

**B. Participation In Security Meetings.**

In the event that another organization sponsors an assemblage requiring government security or export clearance, at times and places related to an IEEE sponsored or co-sponsored conference, there may be, for the convenience of the attending IEEE members, cooperation between the IEEE Conference Organizing Committee and the other organization as follows:

- The IEEE conference announcement and technical programs may contain information relating to the assemblage requiring security or export clearance. Such publicity must indicate that this is a separate activity; identify the sponsor of the assemblage; and state that the information is provided for the convenience of IEEE members. Such publicity must indicate that the sponsor of the assemblage requires attendees to register at the IEEE conference.
- The attendance criteria or security requirements for admission to the assemblage shall be the responsibility of the sponsor of that activity. All correspondence and registration arrangements for such an assemblage must be directed to the organization responsible for the security of that activity.
- Transportation arrangements for an assemblage requiring security or export clearance must be the responsibility of the sponsor of that activity.
- IEEE must not be involved with the cost or liability of providing secure conference rooms, security guards, or other operating costs associated with

assemblages requiring government security or export clearance.

- IEEE must not be involved with the publishing, the cost of publishing, or maintenance of security or export controlled publications. Unclassified or uncontrolled abstracts of papers presented at assemblages requiring government security or export control may be published in the IEEE conference program or record. It is the responsibility of the principal author to obtain the required clearances. IEEE will support authors in efforts to maintain cleared status of their publications.

**C. Invitational Conferences.**

The IEEE recognizes the scientific and educational value of small non-geographic research conferences or workshops of limited attendance, at which an interchange of information takes place among workers at the forefront of a specialized area. Such conferences are consonant with IEEE objectives and constitute a proper IEEE activity, provided:

- The conference is announced well in advance through appropriate IEEE channels of communication to those IEEE members who, by reason of their Society or Committee membership, might be potential contributors. Such announcement may indicate that active participation is expected of all attendees and that invitation requires submission of evidence of activity in the field and willingness to contribute.
- Invitations are issued to all who, in the judgment of the conference organizers, are willing and able to make worthwhile contributions. Those not invited must be admitted if they indicate by a specific date that they wish to attend, subject to any space constraints that are unilaterally applied.
- The conference establishes and announces in advance, to the conference attendees, any special ground rules, such as those with respect to reporting and publishing any of the discussions at the conference. Any such special ground rules must be included in the invitation to the conference.

**10.1.26 Summary of Requirements for Solely Sponsored/Co-Sponsored Conferences**

During the course of the conference preparation, implementation and closing, IEEE members will be involved in preparing the conference budget, monitoring the financial affairs, managing hotel logistics, managing the technical conference program, preparing the final financial report, arranging for a professional audit, etc. Below is a quick reference summary of the items relating to the management of a conference:

- Seek organizational unit and other approvals.
- Seek needed cross endorsements.
- Define a Memorandum of Understanding (MoU) amongst participating organizational units, for co-sponsored conferences (Policies, Section 10.1.5).



- Seek needed budget approvals (Policies, Section 10.1.6).
- The IEEE Conference Application and other supporting conference information must be submitted to IEEE Meetings, Conferences & Events (MCE) for use in the IEEE database, which facilitates the online distribution of conference information and for archival purposes.
- Use the IEEE Logo as defined in Policies, Section 10.1.17.
- Assure proper conference naming, as indicated in Policies, Section 10.1.16.
- Submit the IEEE Conference Publication Form to IEEE MCE (Policies, Section 10.1.20).
- Submit IEEE Conference Insurance form with or prior to submitting the budget to IEEE MCE (IEEE Finance Operations Manual).
- Open conference bank accounts under the stipulations in Policies, Section 10.1.8.
- Request Loans from sponsoring organizational units, assuring their repayment within 30 days of the conference date (Policies, Section 10.1.7).
- Manage technical/professional aspects of the conference such as planning the scope of the program, organize panel discussions, invite special speakers, review and select contributed papers, assure hotel logistics, etc.
- Arrange for any needed services.
- Arrange for publicity and advertisements.
- Complete Surplus distribution when closing the conference bank account (Policies, Section 10.1.8 and 10.1.9).
- Submit Final financial reports within six months of the conference to sponsoring organizational unit and to IEEE MCE (Policies, Section 10.1.11).

Arrange for the implementation of a Professional audit, submitting results to IEEE MCE (Policies, Section 10.1.10).

#### **10.1.27 Summary of Requirements for Technical Co-Sponsored Conferences**

Since involvement in technical co-sponsored sponsorship conferences is more limited than that of sponsored and co-sponsored conferences, the involved IEEE organizational unit may wish to negotiate a variety of issues with the sponsoring organization, including registration fees for IEEE Members, and other issues that benefit the Conference and the future interaction with the sponsoring organization. Below is a checklist of items for a technical co-sponsorship conferences:

- Define a Memorandum of Understanding (MoU) amongst participating organizational units (Policies, Section 10.1.5). The MoU shall include a clause specifying whether the conference proceedings will be included in IEEE Conference Publications Program (CPP), which includes posting of the proceedings in IEEE's database of articles. Inclusion in the CPP adds value to the conference. Therefore, the IEEE Organizational Unit providing technical co-sponsorship with the event may assess a fee to the conference organizations, or negotiate an agreement that will bring financial benefit to IEEE in some other form, for inclusion of the conference proceedings in the IEEE CPP.
- The IEEE Conference Application and other supporting conference information must be submitted to IEEE Meetings, Conferences & Events (MCE) for use in the IEEE database, which facilitates the online distribution of conference information, and for archival purposes.
- If the conference proceedings are to be included in the Conference Publication Program, the IEEE Conference Publication Form shall be submitted to IEEE MCE (Policies, Section 10.1.20).
- Technical co-sponsorship conferences cannot use the IEEE name in the title (Policies, Section 10.1.16).
- Use the IEEE Logo as defined in Policies, Section 10.1.17.

*This page  
intentionally  
left blank*

## **SECTION 11 – IEEE FINANCIAL MATTERS**

### **Introduction**

The following IEEE policies have been established to ensure volunteers and staff have a clear understanding of and shall carry out their responsibilities regarding the functions and administration of the financial aspects of the IEEE. Specific procedures, when they exist for implementation of these policies, shall be set forth in the IEEE Finance Operations Manual and the IEEE Investment Operations Manual. These manuals, initially approved by the IEEE Board of Directors, shall be developed and maintained by the IEEE Finance Committee with input of various Committees of the Board. With respect to these manuals, all changes implemented by the IEEE Finance Committee will be shared with the IEEE Board members prior to implementation. Operational policies and procedures of the respective IEEE Organizational Units shall not conflict with these policies.

With respect to these policies, wherever a staff function is identified, such activities shall be performed by staff designated and authorized by the IEEE Executive Director. Additionally, for purposes of these policies IEEE Organizational Units include, but are not limited to, IEEE Societies, IEEE Geographic Units, and Conferences.

### **11.1 Financial Stability**

The financial stability of the IEEE is based upon, but not limited to, a sound system of internal control and a commitment to prudence in order to ensure short-term and long-term viability.

- A. **Internal Control.** It is the IEEE policy to maintain sound internal control. As part of their oversight responsibilities, specific staff and the external auditors evaluate the system of internal controls of the IEEE and recommend changes to IEEE Management and or the Audit Committee who in turn recommend changes to the IEEE Board of Directors, as appropriate.
- B. **Reasonable and Prudent Operations.** It is IEEE policy to operate reasonably and prudently. The standard by which all aspects of operations of a not-for-profit organization are tested is reasonableness and prudence.
- C. **Financial Outlook.** To be committed to its goals, the management of the IEEE, both volunteer and staff, shall take an approach that looks beyond specific calendar dates and always considers where the IEEE is going and where it has been with a distinct emphasis on the future. The strategic planning process, budget process, and actual financial performance shall provide the framework for making decisions important to the vitality of the IEEE.
- D. **Risk Management.** IEEE recognizes that the proper management of risk is a core leadership function that must be practiced throughout IEEE. Enterprise risk management (ERM) is defined as a process that enables the enterprise to visualize, assess, and manage significant risks that may adversely impact the attainment of key organizational objectives. Therefore, an ERM methodology shall be specified for IEEE risk

management, and it is the responsibility of IEEE staff and volunteer leaders to identify, assess, and manage risks using the ERM process. The Audit Committee shall oversee IEEE's risk management.

### **11.2 Annual and Interim Reporting Requirements**

- A. **Audited Financial Statements.** Audited IEEE Financial Statements will be made available to IEEE members annually.
- B. **Annual Budget.** Using a process established by the IEEE Finance Committee, an annual budget shall be prepared for the ensuing year, subject to the approval of the Board of Directors.
- C. **Forecasts.** IEEE Major Boards, Societies and Technical Councils, and the staff organizations shall submit forecasts on a scheduled basis as requested by the IEEE Finance Committee. These forecasts shall be used to identify opportunities and risks to achieving the budgeted targets.
- D. **Investment Reporting.** Reports on investments in the IEEE Investment Fund shall be provided to the appropriate IEEE Organizational Units in a format and on a schedule approved by the IEEE Finance Committee.
- E. **IEEE Organizational Unit Reporting.** All IEEE organizational units that have cognizance of IEEE assets of any kind shall report annually the kind, amount, and location of such assets held at the close of the IEEE's fiscal year and the legal name under which the assets are carried. IEEE organizational units sharing a financial interest with an outside organization shall identify the basis of sharing and the monetary value of IEEE's partial interest at the end of the fiscal year.

#### **1. Use of Funds; Required Audits.**

- (a) All IEEE Organizational Units shall have the right to obligate their budgeted funds for all purposes necessary to promote their approved objectives. No IEEE Organizational Unit, nor any representative thereof, shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE with respect to any matter or activity not approved by the IEEE Board of Directors or its designee.

If any IEEE organizational unit shares a financial interest with an outside organization, the organizational unit shall maintain an up-to-date record with IEEE Headquarters identifying the outside organization(s) and the basis of sharing.

Procedures related to procurement and contract negotiation, approval, and execution shall be contained in the IEEE Finance Operations Manual.

- (b) All assets are the sole property of IEEE. IEEE funds may be used only for IEEE educational and scientific purposes. Examples of unacceptable uses are found in the IEEE Finance Operations Manual.
- (c) All IEEE sponsored activities conducted by any IEEE Organizational Unit, which individually or collectively generates revenue or expense in excess of an amount specified in the IEEE Finance Operations Manual, shall be audited by a fully qualified, independent, professional auditor. The audit shall be performed by a Certified Public Accountant, Chartered Accountant, or equivalent source approved by the IEEE Internal Audit Department. Alternatively, the activity chair may engage the IEEE Internal Audit Department to arrange for and/or perform the audit. Activities involving less than the amount specified may be audited.

Joint conferences sponsored and conducted by IEEE and non-IEEE entities, as defined in the IEEE Policies, Section 10, are required to be audited if the IEEE is the primary (lead) sponsor. The primary lead sponsor shall be determined in the Memorandum of Understanding (MoU) for the conference.

- 2. Acceptance of Contributions. IEEE Organizational Units may accept contributions on behalf of IEEE, and such contributions shall be the sole property of IEEE. Contributions in excess of an amount specified in the IEEE Finance Operations Manual must be reported to the appropriate IEEE staff to facilitate the preparation of appropriate tax reporting documentation and acknowledgements.
- 3. Contributions from IEEE.
  - (a) Direct or indirect contributions of IEEE funds by any IEEE Organizational Units to any organization or individual may only be made with prior permission of the IEEE Board of Directors.
  - (b) Approval of contributions under an amount which shall be specified in the IEEE Finance Operations Manual may be delegated by the IEEE Board of Directors to the appropriate Vice President or Major Board President. Also see IEEE Policies, Section 11.8 – IEEE Contributions to Disaster Relief Policy.

### **11.3 Asset/Liability Management**

Adherence to the policies in this section regarding Asset/Liability Management shall apply equally throughout the entire world, except where local laws and regulations prohibit compliance. Compliance outside the United States shall be to the maximum extent possible.

- A. Asset Management. Uses of IEEE funds shall comply with the following policies.

- 1. Investments. IEEE funds may be invested only in the IEEE Investment Fund.

The primary objective of IEEE's investment policy shall be the protection of IEEE's (inflation adjusted) assets. In a manner consistent with the primary objective, the secondary objective shall be to maximize the total return on the IEEE Investment Fund's assets.

Investment portfolios for which IEEE is responsible shall be separated into an Operational Cash Fund, a Long-Term Investment Fund and a Defined Benefit Plan. The Operational Cash Fund shall provide for the cash needs of the IEEE, as determined each year based on projected cash flows plus a contingency. The Operational Cash Fund shall be invested only in secure short-term instruments focused on preservation and availability of the cash. The Long-Term Investment Fund shall be well diversified and invested in a conservative fashion to satisfy the primary objective of protection of assets while providing growth over the long term through total return. The Defined Benefit Plan, while not an IEEE Investment asset of the IEEE, does impact the net income of the IEEE due to changes in market value and the impact upon the benefit liability.

Investment Business Continuity Plan. If at the close of the business week in New York, New York, there is a 15% or greater investment loss in the value of the Long Term Investment Fund from the highest level reached in the previous thirty six month-end period, adjusted for net investments or net withdrawals over such period, then the Finance Committee and the Investment Committee, along with the IEEE President, Treasurer, appropriate staff, and other key participants designated by the President shall hold an emergency meeting to review whether the decline in the value of such assets has major negative implications for the IEEE's near term (one to three years) business operations. Discussion topics shall include, but not be limited to, (1) whether the level of the Operational Cash Fund is sufficient for any changed business or investment conditions affecting the IEEE, (2) whether the IEEE's short-term investments, including the assets in the Operational Cash Fund, are liquid and reasonably accessible, and (3) whether IEEE's investment assets should continue to be invested in a manner consistent with the most recently approved investment decisions.

If a decline in the value of IEEE's investment assets because of deterioration in the investment and financial markets exceeds the 25% range from the highest amount reached in the previous thirty six month-end period, then the IEEE President, IEEE Treasurer, and Chair of the Investment Committee shall call a meeting of the Investment Business Continuity Plan Advisory Committee (IBCPAC). The IBCPAC shall meet only when the financial situation as described has occurred. Members of the IBCPAC shall include the IEEE President, who shall be Chair, IEEE

President-Elect, IEEE Past President, IEEE Treasurer, and all IEEE Directors then currently serving as members of the Investment Committee and the IEEE Past Treasurer.

Any recommendations by the IBCPAC shall be reported to the IEEE Board of Directors within 24 hours of the meeting. When warranted a special meeting of the IEEE Board of Directors may be called in accordance with IEEE Bylaw I-301.5.

The IEEE Treasurer and the Chair of the Investment Committee may invite members of the Finance Committee and the Investment Committee to participate at these IBCP meetings. Further meetings of the IBCPAC during any one-year period shall not be required unless the investment assets further decline in value by an increment of 10% since the last IBCP-triggered meeting, but a meeting may be called at any time at the discretion of the IEEE President, or IEEE Treasurer.

2. Banking. To the maximum extent possible IEEE Geographic Units and IEEE Conferences are encouraged to participate in the IEEE Concentration Banking Program which shall be defined in the IEEE Finance Operations Manual. All other IEEE organizational units shall conduct their banking through central IEEE treasury processes.
  3. Bank Account Signatures. All IEEE Geographic Units and Conference bank accounts must have the IEEE Senior Director, Financial Services as a signator thereon. Procedures for handling bank account signatures shall be maintained in the IEEE Finance Operations Manual.
  4. Capital Expenditures Policy. Procedures for the lease, purchase and disposition of capital assets, including furniture, real property and other property shall be set forth in the IEEE Finance Operations Manual. No IEEE Geographic Unit, conference or other organizational unit of the IEEE shall lease or purchase real property without the advance approval of the IEEE Board of Directors, which may be given either on the basis of a specific proposal or by inclusion in the approved annual budget.
- B. Accounting Method. Accounting methods shall be specified in the IEEE Finance Operations Manual.

#### **11.4 Reserves**

IEEE Reserves are defined as the total unrestricted accumulated surpluses of all IEEE Organizational Units. The IEEE Board of Directors has fiduciary responsibility for, and the right to direct and control, all IEEE Reserves.

- A. Custodial Responsibility of IEEE Reserves. Each IEEE Organizational Unit that generates revenue, or is authorized by the IEEE Board of Directors to receive assessments or a portion of IEEE dues, may have custodial responsibility for a portion of IEEE Reserves,

to the extent determined from time to time by the Board of Directors.

- B. Investment Returns from IEEE Reserves. Investment returns from Reserves may be allocated by the IEEE Board of Directors to the IEEE Organizational Units with custodial responsibility for reserves.
- C. Recommended Levels for IEEE Reserves. It is the policy of IEEE to maintain the highest credit rating possible, and accordingly shall maintain reserve levels to achieve this objective.
- D. Spending Rules. IEEE Organizational Units may establish budgets that expend portions of the Reserves under their custodial responsibility, subject to the appropriate approvals as specified in the IEEE Finance Operations Manual.

#### **11.5 Insurance Coverage**

It is IEEE policy to maintain property and liability insurance coverage to protect the IEEE, its organizational units, employees, volunteers, and subsidiary entities against risks arising from IEEE business operations.

#### **11.6 Business Expense Reporting**

Travel Policy and Funds. It is IEEE policy to provide for, or reimburse, reasonable authorized travel expenses incurred in connection with the conduct of IEEE business. All persons traveling on IEEE business for whom IEEE pays or reimburses transportation expenses shall travel economically by booking economy class flights well in advance and shopping for low-cost business class train fares and low-cost rental car rates. Guidelines and procedures for reimbursement, required receipts and related limitations, beyond those described in this policy, shall be specified in the IEEE Finance Operations Manual.

IEEE does not reimburse for the travel expenses of spouses or travel companions as an entitlement. Airfare, hotel, and incidental costs of spouses or travel companions are never covered but it is recognized that there are occasions where the demand on volunteer time in particular, requires travel with a spouse or companion which may result in some meal costs being expensed. Since the purpose of the business trip is already deemed necessary and the only incremental cost is the spouse/companion meals, expensing the meals is acceptable as long as the cost is reasonable and the practice is not perceived as an entitlement. Spouse/companion costs for purely social gatherings must be reimbursed on the staff or volunteer person's expense report as a reduction of reimbursed expenses.

- A. IEEE President's Travel Reimbursement Policy. Due to the extensive travel required by the IEEE President, it is IEEE policy to also (i) reimburse the IEEE President for reasonable, budgeted travel expenses for his/her spouse or other travel companion when accompanying the IEEE President on IEEE business, and (ii) pay to the IEEE President a cash gross-up payment to cover any United States, or other country, federal, state or local income taxes applicable to the aggregate value of (x) the spouse or other travel

companion travel expense reimbursement, plus (y) the cash gross-up payment.

- B. Airfare. All persons traveling on IEEE business who are seeking reimbursement for airfare or for which airfare is provided for them by IEEE, shall book only the most economical airfare, i.e., non-refundable, economy-class, coach-fare tickets; provided, however, the reimbursement or purchase by IEEE of business class fares shall be permitted only (i) when the flying time is over eight consecutive hours for a single segment or over eight hours flying time where a layover is required, (ii) when it is budgeted by the organizational unit, and (iii) with permission of the Major Boards Vice President or President or in the case of Staff, the IEEE Executive Director.

Individuals are encouraged to purchase upgradeable coach class fares and use miles or coupons to upgrade to business class.

Permission to travel business class for medical reasons may be granted by the IEEE President.

Note that an "organizational unit" (OU) is defined in Bylaw I-107: "An organizational unit is a subset of the entire IEEE membership that has been formed to carry out particular educational, geographic, professional, technical, or other appropriate activities of interest and service to those who are members of that organizational unit as permitted by law."

Requests for permission to make donations shall be made in accordance with IEEE Policies, Section 11.2, and the procedures shall be specified in the IEEE Finance Operations Manual. See also Section FOM.2.E.4 Contributions From IEEE.

#### **11.7 Fundraising: Receiving Grants and Contributions**

IEEE may solicit and accept voluntary contributions and grants in support of its purposes and objectives. It is the policy of IEEE to comply with all applicable charitable solicitation and donation laws, U.S. and elsewhere (at each governmental level).

The approval and coordination and specific procedures pertaining to the solicitation and acceptance of charitable contributions, and the submission of grant proposals and receipt of grants shall be specified in the IEEE Finance Operations Manual.

#### **11.8 IEEE Contributions to Disaster Relief Policy**

IEEE and its Organizational Units (including conferences) may provide contributions to third party nonprofit organizations to provide relief for various natural disasters. The IEEE is a Section 501(c)(3) tax-exempt nonprofit organization, and therefore all contributions from IEEE, including those in support of disaster relief efforts, shall be made only in furtherance of IEEE's educational and scientific purposes. For purposes of this policy, the term "disaster relief" shall mean any contribution or donation from IEEE that is provided in an effort to alleviate hardships that are the result of a natural disaster.

Contributions or donations from IEEE for disaster relief may be in the form of (i) funds, equipment, or services that further and promote scientific or technological knowledge and education (e.g., computers) or (ii) grants that are tied directly to such purposes (e.g., scholarships, support of a library, classroom equipment, and/or supporting infrastructure.).



**SECTION 12 – LEGAL AND TAX MATTERS****12.1 Trademark**

- A. The emblem of IEEE will be protected by legal registration. The guidelines for the use of the emblem and "IEEE" are set forth under Section 6 of the IEEE Policies, and the emblem and "IEEE" shall be used only in connection with official business of the IEEE. The IEEE emblem is a trademark owned by the IEEE for the purpose of indicating membership in the IEEE. As owner of the mark, IEEE Headquarters makes available to members membership pins which bear the mark. IEEE Headquarters also makes available to Sections, Societies, and other IEEE organizational units, letterheads, pennants, and other similar material bearing the emblem. Any form of use of the emblem by members, either as individuals or as IEEE organizational units, which is not supplied by the IEEE Headquarters must be submitted for approval and any form of use which has not received such approval shall be considered as unauthorized use of the emblem. The United States Patent Office has issued Registration No. 775,859 to IEEE for the emblem in connection with publications. When used by members either as individuals or as IEEE organizational units, the emblem must be displayed with an R in a circle as shown above. This is required to give legal notice that the emblem has been registered by IEEE.
- B. The IEEE emblem may be incorporated in the design of awards, or for similar purposes, provided that the total emblem is used without any modification. If the emblem is modified in any manner, including the addition of names or dates within the field of the emblem, the basic IEEE registration will have been violated. The IEEE's legal counsel urges that we maintain the integrity of the IEEE emblem.
- C. Purchase of Emblem. Emblems to be worn by members are to be purchasable only from IEEE Headquarters.



apply for exemption from Federal income tax. If any Section is requested by the Internal Revenue Service to do so, IEEE Headquarters should be notified immediately.

**B. Federal Returns.**

- 1) Annual Information Returns - Form 990. Form 990 is the annual information return which is filed by organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. IEEE Headquarters annually files such a return on behalf of all its U.S. Sections, and it is not necessary for any Section to file an income tax return. If any Section is requested to file an income tax return, on Form 990 or any other form, that Section should advise the Internal Revenue Service office making the request that IEEE Headquarters will file the necessary return on behalf of the Section. If any further questions are raised by the Internal Revenue Service, the Section should immediately notify IEEE Headquarters.
- 2) Employer Returns. If any Section makes any payment to an employee it will generally be required to withhold and pay over both Federal Income and Federal Social Security taxes. Consequently, any Section that makes payments to employees will be required to obtain and file some or all of the forms mentioned below. Also, in most cases it will be necessary to withhold and pay over certain state taxes (e.g., income, disability or unemployment tax). The rules with respect to such withholding will generally differ from the rules applicable to the withholding of Federal Income taxes. The advice of local counsel or the local office of IEEE's Accountants should be sought regarding the correct procedure for the withholding and paying over of local taxes.
  - (a) Form 941. Any Section which is required to withhold Federal Income or Social Security taxes from an employee is required to file a return as to the amounts withheld. This return is made on Form 941. If Social Security taxes are withheld it will also be necessary to fill out and file a separate Schedule A (Form 941) because it contains the necessary information on wages subject to Social Security taxes. Form 941 must be filed and the taxes collected must be deposited on or before the last day of the month following the close of each calendar quarter that is, on April 30, July 31, October 31, and January 31.
  - (b) Form 501. Each deposit of withholding or Social Security taxes must be accompanied by a properly filled-in Form 501. Sections which have withholding taxes and Social Security taxes of under \$200 per calendar quarter are not required to make deposits. Instead they will pay over the taxes with their quarterly Form 941. Sections with monthly

**12.2 Uniform Employer Identification Number Assigned by IRS (Applicable Only in U.S.)**

Each Region and Section should have its own Employer Identification Number. Any Region or Section that does not have such a number or does not know its number should notify IEEE Headquarters. Societies should use IEEE Employer Identification Number 13-1656633. A Society will be required to use the IEEE Employer Identification Number if it is required to file any forms such as those discussed in Policy Statement 12.3 or when it opens a bank account. A Region or Section will be required to use its own Employer Identification Number in similar circumstances.

**12.3 Internal Tax Procedures (Applicable Only in U.S.)**

- A. Exemption from Federal Income Tax. IEEE is exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954. No Section or other subdivision of IEEE should

liability of over \$200 but less than \$2,000 must deposit the taxes by the 15th of the following month in the case of the first or second month of the quarter or before the last day of the following month in the case of the last month of the quarter. Sections with \$2,000 or more in liability on the 7th, 15th, 22nd or last day of the month must make deposits within three banking days of such dates. Deposits are made with the Federal Reserve Bank which serves the Section's district or with a commercial bank authorized to accept such deposits for transmittal to a Federal Reserve Bank. The names of the appropriate depositories may be obtained at any local bank or Federal Reserve Bank.

- (c) Forms W-2 and W-3. If any Section or Society is required to withhold Federal Income tax or Social Security taxes it should furnish the correct number of copies of the withholding statement, Form W-2, as required by the individual state, to each employee from whom income taxes have been withheld or would have been withheld if he/she had claimed no more than one withholding exemption. In connection therewith the Section or Society should use the employer identification number specified in Statement 12.2. Copy A of Form W-2 together with Form W-3 must be filed on or before February 28th at the Internal Revenue Service Center for the appropriate Internal Revenue Service Region.
  - (d) Form W-4. The Section should request each new employee to furnish a withholding exemption certificate, Form W-4, on or before the commencement of his or her employment. If an employee fails to furnish such a certificate, the Section must withhold, tax as if he or she had claimed no withholding exemptions.
  - (e) Other Information Returns. Each Section must file information returns for the calendar year for payments made by it during such year which total \$600 or more to any individual or particular firm or organization. If such payments are not subject to withholding of Federal Income tax and are not reported on a withholding statement (Form W-2), the Section must file Form 1099, together with Form 1096 with respect to each such payment. Forms 1099 and 1096 must be filed on or before February 28th of the year following the close of the calendar year during which payment was made. A copy of the Form 1099 must be given to the person to whom the payment was paid no later than January 30 following the close of the calendar year.
- C. State Income Tax Returns. Sections are not necessarily exempt from state taxes and may be required to file various state income tax returns. Through the aid of local counsel or the local office of

IEEE's Accountants, each Section should ascertain whether it is complying with the applicable state laws.

- D. Annual Accounting. IEEE's taxable year is the calendar year. In order for IEEE Headquarters to be able to file reports on behalf of all its subdivisions and to maintain a uniform means of internal accounting, it is necessary that each Society or Section render a financial statement to IEEE Headquarters at the end of each calendar year.

#### **12.4 IEEE Foundation, Incorporated**

The IEEE Foundation, Incorporated, is a separately incorporated organization associated with IEEE, established exclusively to support the scientific and educational purposes of IEEE. The U.S. Internal Revenue Service has determined that the Foundation is exempt from United States Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, and that the Foundation is not a private foundation for Federal tax purposes. Accordingly, donations, bequests and grants intended to further the scientific and educational programs of IEEE should be made to IEEE Foundation, Incorporated. Bequests to the Foundation will be deductible for U.S. Federal estate tax purposes. Lifetime gifts will be deductible for U.S. Federal gift tax purposes, and will also generally be deductible for U.S. Federal income tax purposes, subject to certain exceptions and limitations. The Foundation has prepared a pamphlet which summarizes the U.S. Federal tax rules applicable to donations to the Foundation, a copy of which may be obtained from the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A. Each donor should consult with his individual tax adviser to determine if his contribution will be deductible. Officers and committee members of IEEE organizational units, on becoming aware of a pending donation, bequest, or grant directly to IEEE, should immediately notify the donor of the contents of this Policy Statement and should notify the IEEE Foundation, Incorporated, at 3 Park Avenue, New York, NY 10016-5997, U.S.A., of the pending payment, its donor, and its intended purpose. Further information on the Foundation may be obtained at the address given.

All funds held by the IEEE Foundation must be expended solely to support the scientific, educational purposes of IEEE, and may not be used in support of its professional activities.

#### **12.5 Use of Legal Counsel by IEEE Units**

Corporate counsel engaged by IEEE management shall be used by the IEEE and all of its subsidiary units in all matters related to IEEE policies and interests. Approval by the IEEE Executive Director is required on requests for legal advice from IEEE subsidiary units before they are submitted to IEEE corporate counsel. With the approval of the IEEE Executive Director, another counsel may be deemed appropriate after consultation with IEEE corporate counsel.

#### **12.6 Contracts with Exclusive Rights**

No organizational units of IEEE shall enter into any contract or agreement (i) that obligates IEEE or any of its organizational units to refrain from entering into similar

contracts or agreements for goods or services similar to those to be provided by the other party to the subject agreement, or (ii) otherwise grants to such other party exclusivity as to the provision of the goods or services to be provided under the subject agreement, without first notifying the IEEE Board of Directors. Such notification shall be made in advance of finalization of the agreement and in sufficient time for the Board of Directors to consider the action.

#### **12.7 Media Contact**

Inquiries from the media to members of the Board of Directors, Major Boards, or major Committees on Institute-level issues involving current legal proceedings or having the potential for legal action, or concerning issues that are potentially detrimental to the IEEE's reputation and positive image, are to be referred to the Corporate Communications. If specifically asked to comment, such members may do so as long as they clearly state this is only their personal opinion and it is not necessarily the official position of the IEEE. Corporate Communications will be responsible for documenting each inquiry referred to it pertaining to legal or sensitive matters and will coordinate the response by the President or, if deemed appropriate by the IEEE Executive Director, by legal counsel.

#### **12.8 IEEE Records Management Policy Statement**

IEEE creates, delivers and exchanges information in many ways and, therefore, we must demonstrate accountability by handling and managing records properly. For the purpose of this Policy, records include all documentary materials, regardless of media type, physical form or characteristics, made or received in connection with the transaction of our business.

It is the policy of IEEE to maintain complete, accurate and high-quality records where those records are important to the continuing work of the organization and to comply with legal and regulatory requirements. Materials relevant to pending or threatened litigation, subpoenas and governmental investigations are to be retained and not destroyed until the action or inquiry is concluded. In addition, records required for audits shall be retained as necessary during the audit. No materials relevant to such actions or inquiry shall be destroyed, including through ordinary document retention procedures and automated electronic deletion programs. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. The IEEE Legal and Compliance Department shall have primary responsibility for the identification and preservation of responsive materials, but all employees and volunteers have an independent obligation to assure that this Policy is observed. Documents that are not necessary for business, legal, and regulatory requirements shall be discarded on a regular basis. Retained documents shall be effectively organized to facilitate their continued use in the business of the organization.

Specific procedures related to records retention shall be contained in the Records Management Program approved by the IEEE Executive Director. Compliance with the requirements of this policy shall be reviewed by the IEEE Legal and Compliance Department.

#### **12.9 IEEE Privacy Policy Statement**

It is the policy of the IEEE to respect the privacy of personal information that may be collected by the IEEE, including information gathered from the use of <http://www.ieee.org> and other IEEE websites (collectively, the "websites") and interactions with IEEE offline. Specific information related to the collection and treatment of personal information by the IEEE shall be contained in the "IEEE Privacy Policy", which shall include, but not be limited to (1) defining the types of information collected, (2) describing how that information may be collected, used, and shared, and (3) describing how individuals may set preferences concerning the collection, use and sharing of that information. The IEEE Privacy Policy shall be approved by the IEEE Executive Director after consultation with the IEEE President and the Chairs of the Major Boards and shall be made accessible on the IEEE website at [www.ieee.org/privacy](http://www.ieee.org/privacy).

#### **12.10 Antitrust and Fair Competition Policy**

IEEE requires that all IEEE activities comply with applicable competition and antitrust laws. These laws are designed to protect the competitive process from monopolization (or, in many countries, abuse of dominance) and from agreements that unreasonably restrain trade. For example, an agreement between competitors that simply fixes the price at which they sell their competing products or allocates customers or territories between them is illegal. For a more detailed description of the competition and antitrust laws applicable to IEEE, see the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html>. For additional information relating to standards development, see <http://standards.ieee.org/develop/policies/antitrust.pdf>.

#### **12.11 Economic Sanctions and Embargoes Policy**

IEEE is subject to the jurisdiction of the economic sanctions and trade embargo regulations administered and enforced by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC"). These regulations impact various IEEE activities including membership, conferences, awards, publishing and travel. Consequently, IEEE may not be able to provide certain services to certain designated countries or entities or individuals from those countries or entities. A more detailed description of OFAC and the economic sanctions and embargoes applicable to IEEE can be found on the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html>. If a compliance question arises no action should be taken until consultation with the Legal and Compliance Department has occurred.

#### **12.12 Anti-Boycott Policy**

IEEE is subject to the U.S. anti-boycott laws which prohibit it from participating in international boycotts that are contrary to U.S. national policy. Such laws require IEEE to report any requests from third parties to engage in prohibited conduct. A more detailed description of the anti-boycott laws applicable to IEEE can be found on the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html>.

**12.13 Anti-Bribery and Corruption Policy**

IEEE prohibits making any improper payment, promising payments or providing anything of value to foreign officials or their family members for the purpose of obtaining or retaining business or influencing official action. Foreign officials include persons employed by or representing a foreign government, officials of a foreign political party, officials of public international organizations, candidates for foreign office and employees of state-owned enterprises. In addition to offering or giving payments, gifts or entertainment to a government official or to a family member of a government official, making an offer to a third party or charitable organization suggested by the recipient or offering employment opportunities to a government official or a family member of an official may also violate anti-bribery laws.

Payments made indirectly through an attorney, consultant, contractor or other third party are subject to exactly the same restrictions and any IEEE representatives need to know who is acting on behalf of IEEE and what they have been engaged to do. For a more detailed discussion of the obligations of IEEE and its representatives in this area, see the Legal and Compliance Department website at <http://www.ieee.org/about/corporate/compliance/legal/index.html>.

## **SECTION 13 – NOMINATIONS AND ELECTIONS**

### **13.1 Objectives**

The objectives of the IEEE's nomination and election procedures are to choose the best qualified persons for the various offices throughout the IEEE, on the one hand, and to involve as many members in the selection process as possible, on the other. It is necessary that all candidates nominated for office be highly qualified, and it is therefore essential that all IEEE nominating committees show great diligence and exercise judgment in making nominations. To the maximum extent appropriate, the membership of IEEE committees, candidate slates, and appointments shall reflect the global nature of IEEE membership.

It is essential that special attention be paid to this aspect of the IEEE's business, and that the nominating process be visible to and understood by the members. It is therefore the IEEE policy that all training sessions, workshops and orientation material shall stress the importance of an informed, diligent and visible nominating procedure at all levels.

Where practicable, electors should be offered a choice of candidates. In all cases there must be a procedure for additional nominations from the membership at large, as provided in the IEEE Constitution and Bylaws.

### **13.2 Nomination of Candidates for Elective Office and Committees of IEEE**

- A. **Elective Office.** The Bylaws provide that the Chair of the IEEE Nominations and Appointments Committee shall contact the various IEEE organizational units each year inviting the submission of suitable candidates to be considered by the IEEE Nominations and Appointments Committee for the various elective offices of the IEEE. The Call for Nominations shall specify the deadline date for submission and shall indicate the name and address to which the nominations shall be mailed.
- B. **Committees of IEEE.** All organizational units of the IEEE are encouraged to submit the names of candidates eligible to serve IEEE on the Committees of IEEE, which are vital to the conduct of IEEE operations. At the appropriate time, the Call for Nominations for such appointments will be issued, and all organizational units of the IEEE are urged to cooperate in these important efforts by submitting the names of qualified candidates to the IEEE Nominations and Appointments Committee.
- C. To provide the widest opportunity for qualified members to serve Committees of IEEE, a rotation procedure has been established. Members of Committees of IEEE and any subcommittees of the Committees of IEEE shall generally be appointed for no longer than three consecutive years, with approximately one-third of the members to be appointed each year. If the appointment of the members in a given year, as provided in this Statement, does not provide a full committee complement, then a sufficient number of members, who have served three years, may be invited to serve an additional one-year term, to make up the full committee complement. An outgoing Chair may be appointed to membership for one year following his/her term of office

as Chair, irrespective of the duration of his/her prior service. A Chair shall not be appointed to serve more than two consecutive terms as Chair. Exceptions to these limitations shall be considered by the Board of Directors on the basis of the nominator's recommendation, provided that it is accompanied by a detailed statement of pertinent circumstances.

- D. The nominees' and appointees' Region and previous service in the position for which they are being nominated shall be identified at the time that they are proposed. The President and Chairs of the major boards shall report at the final Board of Directors meeting each year on the geographic make-up of their committees, candidates slates, and appointments.

### **13.3 Elections and Electioneering**

- A. **IEEE Policy.** Electioneering activities to provide information to the members on candidates and issues are encouraged.
  1. Candidates are individuals who have been approved to have their names appear on an official slate by an IEEE organizational unit. Petitioners (namely Individuals who are in the process of collecting signatures on a petition to become candidates) are not considered candidates until the pertinent organizational unit has determined that their petition has met the conditions that would make the petitioner an official candidate. IEEE organizational units are not obligated to offer candidates retroactive provisions for electioneering opportunities that were not available to them before they were officially declared candidates.
  2. It is the policy of IEEE to inform all members of the views of all candidates in the elections of IEEE, including candidates nominated by petition. It is the policy of IEEE to facilitate open discussion, including opposing views, of issues and initiatives to appear on the ballot (Constitutional amendment and referendum); this applies to those proposals originated by the IEEE Board of Directors as well as those of other members of IEEE.
  3. Discussion of the qualifications of candidates for office are permitted, as delineated further in section C.5. Opinions on initiatives may be presented which relate electioneering issues to the interests of the members.
  4. Formal review of qualifications of individuals who are proposed as candidates in IEEE elections shall normally be done by the organizational unit responsible for their selection. IEEE reserves the right to conduct additional reviews to address legal and ethical questions. Should such questions be raised, the matter shall be referred to the IEEE Election Oversight Committee. In some cases the IEEE Election Oversight Committee may develop a recommendation to disqualify a candidate based on this referral, as follows:



- (a) Additional Review – Candidates on the IEEE Annual Election Slate. The IEEE Election Oversight Committee shall make recommendations to the IEEE President in a timely manner to disqualify a candidate, along with procedures for substituting another candidate for the disqualified candidate if such substitution is deemed necessary and/or appropriate. The President shall report any actions taken to the Board of Directors.
- (b) Additional Review – Other Candidates. The IEEE Election Oversight Committee shall make recommendations to the Chair of the pertinent IEEE organizational unit to disqualify a candidate, along with procedures for substituting another candidate for the disqualified candidate if such substitution is deemed necessary and/or appropriate. The Chair shall report any actions taken to the governance body of the relevant major organizational unit. The Election Oversight Committee shall establish a timeline and procedures that are suitable for the specific election in question, including procedures for appeal by the candidate. If a candidate appeals the disqualification decisions, the decision of the body designated by the Election Oversight Committee to hear the appeal shall be final.
- B. Electioneering Guidelines for IEEE Organizational Units.
1. IEEE seeks to provide candidates in IEEE elections with opportunities to address their electorate in IEEE meetings and publications, provided that (1) such electioneering activities are consistent with the purpose, format and conduct of the pertinent IEEE meeting/publication; and (2) the same opportunities to address the electorate in a meeting or through a publication are offered to all official candidates, within reason, and to the extent practicable. Subject to rules or policies adopted by the Board of Directors, the governing body of each IEEE organizational unit shall be responsible for establishing guidelines to implement the electioneering policy of IEEE in the best interests of the members of that organizational unit. Operating units of each organizational unit are accountable to this governing body to conduct electioneering activities in accordance with the guidelines. The Region/Division Director or other member of the IEEE Board of Directors responsible for each organizational unit is ultimately accountable to the IEEE Board of Directors to resolve questions concerning conformance of the guidelines with the IEEE electioneering policies.
  2. In accordance with IEEE Bylaws, members of the Election Oversight, IEEE Nominations and Appointments, and Tellers Committees with involvement in election related matters shall not engage in electioneering.
- C. Means of Informing Members of IEEE Organizational Units.
1. Members may be informed of the candidates' views and of issues pertaining to initiatives through messages sent by the candidate to potential voters (e.g., by postal mail and electronic mail), publications and related means (such as websites and portals) created and maintained by the candidate and/or the candidate's supporters, Board/Society/Council/Region/Section or Chapter meetings, conferences and publications. Equal opportunity shall be provided to all candidates for the same elective position. The editor, conference chair or other individual responsible for the activity shall determine the information to be presented or published, within the guidelines established by the governing body of that organizational unit, provided all candidates are treated equally.
  2. The sending and management of candidate messages and candidate publications are governed by the IEEE Policy on Mailing Lists and Rosters (Section 14) and may be regulated further by guiding documents recommended by the IEEE Election Oversight Committee and approved by the IEEE Board of Directors. In all communication with potential voters, candidates and their supporters should:
    - a) Include provisions for opting out from future communications;
    - b) Include reminders about the need of recipients to adhere to IEEE policies, especially IEEE Policy on Mailing Lists and Rosters (Section 14);
    - c) Avoid practices that would be interpreted by a reasonably prudent person as obtrusive or falling under the category of "spam."
  3. Conference/meeting organizers may arrange for candidates to make presentations to the attendees within designated sessions and forums. The same opportunity to participate and present must be given to all candidates, as follows:
    - a) all candidates must be invited at least sixty (60) days in advance of the event and be given fourteen (14) days to respond to the invitation;
    - b) if the event provides funding to some candidates to appear in an election-related forum then all candidates must be provided with equivalent funding. "Equivalent funding" means that if the event funds candidates' travel, all candidates must receive funds that allow them to arrive at the event in time for the presentation, using the usual and customary mode of transportation from their official home address, as recorded by IEEE, to the venue of the event. Candidates whose official home address is more than 50 miles away from the venue of the event must receive funding for the necessary usual and customary lodging associated with the timing of their presentation;
    - c) if some candidates cannot appear in person but can appear through remote communication means, then all candidates, to the extent practicable, should appear through the same remote communication means;



- d) if some candidates do not respond in time to the event's invitation or decline/fail to participate, then the planned session/forum can proceed without those candidates, provided that the names and affiliations of all candidates for the same position are provided to forum/session attendees;
  - e) if a candidate is unable to participate in a debate or presentation they can submit a video presentation that conforms in length and format to the constraints of the forum/session as determined by the event organizers.
4. Editors of IEEE publications who plan to publish election related materials are encouraged to seek written material from candidates, pose questions of interest to their readership, and request position statements from candidates. The same opportunity must be given to all candidates to participate as follows:
- a) all candidates must be given at least fourteen (14) days to respond to the request for written material;
  - b) candidates must be given at least forty-five (45) days to prepare the requested written material, inclusive of the fourteen (14) days allotted for response in C.4.a;
  - c) the same instructions in terms of objectives, issues and length are given to all candidates and enforced uniformly;
  - d) if some candidates fail to respond or to meet the deadline, the planned election-related item can be published using material submitted by the other candidates who responded in time, provided that names and affiliations of all candidates for the same position are provided as part of the published item.
5. Editorials, support/opposition articles and endorsements. Due to the great difficulty of ensuring equal opportunity for all candidates in responding to or confronting editorials, support articles, articles that criticize certain candidates, and endorsements, the publication of such material in official IEEE publications is prohibited. Candidates may include such material on their personal websites and in brochures or other written documents.
6. Routine non-electioneering activities of candidates in conferences and publications. Some candidates may hold volunteer positions that provide them with access and travel to IEEE meetings and conferences, and/or give them an opportunity to address wide audiences. Some candidates are authors and presenters of papers and technical talks. Some candidates organize, preside-at and moderate meetings due to their volunteer responsibilities. As long as in the course of such routine activities candidates refrain from using the associated IEEE forum for electioneering, there are no prohibitions or restrictions on such activities. It is permissible to advertise the fact that a presenter in an IEEE forum/session is a candidate for an elected IEEE position, provided that the names and affiliations of all other candidates for the position are mentioned at the same time/instance.
7. Non-routine non-electioneering activities of candidates in conferences/meetings and publications. During the course of an IEEE election, a candidate may be given visibility in roles that are not directly related to the election, but may be perceived as offering this candidate with significant exposure that may influence potential voters. The variety and diversity of such potential roles precludes the prescription of specific guidelines for each one. However, in the spirit of providing equal opportunity for all candidates, it is recommended that the event organizers and editors refrain from engaging candidates in such roles to the extent practicable while they are running for IEEE office. IEEE volunteers in positions of authority over an event or publication should use their judgment and authority to allow/disallow the assignment of such roles to candidates in order to support the principle of providing equal opportunity to all candidates. The IEEE Election Oversight Committee may be used as a source of advice and conflict resolution to address such situations.
8. Distribution of election-related printed material in gatherings and events. Conference and event organizers often receive requests from candidates in IEEE elections to permit distribution of printed materials such as brochures and flyers. Organizers are encouraged to allow such distribution, provided that in their judgment it does not interfere with the purpose or orderly conduct of the conference. To the extent practicable, organizers are obligated to provide all candidates for the same position, who have approached them in a time frame that allows accommodation, with the same opportunity to distribute their materials. Organizers are not obligated to contact candidates for the same position who have not made such requests. The Election Oversight Committee will serve as a resource for conference organizers and candidates to address questions regarding implementation issues.
- D. IEEE SPECTRUM and THE INSTITUTE. The Publication Services and Products Board is responsible to define guidelines to the editors of IEEE SPECTRUM and THE INSTITUTE to ensure conformance with these IEEE electioneering policies. The Vice President - Publication Services and Products is accountable to the IEEE Board of Directors for implementation and supervision of the policy. The IEEE Election Oversight Committee may be used as a source of advice with respect to such guidelines.
- E. Paid Political Advertising. Paid political advertisements in any IEEE publications, whether related to an IEEE or any other office, are not allowed.
- F. Violations of IEEE electioneering policies by candidates and other members. Alleged violations of IEEE electioneering policies shall be referred to the IEEE Election Oversight Committee. The Committee may correspond with candidates and others, gather information, and provide guidance and advice. The Committee is responsible for timely investigation of allegations of violations and for providing the head of the related major organizational unit with recommendations for action if a violation is verified, and if, in the judgment

of the Committee, the extent of the violation requires additional action. In this case, the Committee may recommend that candidates be advised of a violation, censured officially by the major organizational unit, or have their candidacy terminated by the major organizational unit as follows:

- 1) The Election Oversight Committee may recommend to the IEEE President that Annual Election candidates be censured officially, be advised of a violation, or have their candidacy terminated, in line with the process outlined in IEEE Bylaw I-307.16.
- 2) The Election Oversight Committee, may recommend to the respective major organization unit that other election candidates be censured officially, that candidates be advised of a violation, or have their candidacy terminated. If the Election Oversight Committee recommends termination of candidacy, its recommendation shall include additional guidance concerning the necessary approvals of termination decisions, and opportunity of appeal by the candidate.

#### **13.4 Use of Funds for Electioneering**

- A. IEEE funds may not be used for IEEE electioneering, except those expenses normally incurred in publicity and arrangements of meetings and those expenses normally incurred in publication of a newsletter or similar periodical. The same policy is applicable to candidates for office and to proponents and opponents of initiative issues. Candidates for office, or proponents or opponents of initiatives may be invited to appear at meetings to discuss their position, and may be reimbursed for actual travel expenses by the organizational unit organizing the meeting.
- B. The use of IEEE funds for electioneering purposes in any governmental election is prohibited.

#### **13.5 Announcement and Publication of Results of IEEE Elections and Referenda**

The IEEE President or an individual designated by the President shall make a public announcement of the results of the IEEE elections and referenda, which shall be published, with counts, in the first available issue of IEEE SPECTRUM or THE INSTITUTE.

#### **13.6 Equal Opportunity for IEEE Service**

The IEEE is committed to equality of opportunity for all, and to a belief that its technical and professional interests are best served when a broad spectrum of backgrounds and talent is brought to bear upon its activities. It also recognizes the existence of change in the composition of the future electrical engineering population due to the increasing numbers of women and ethnic minorities entering the field. The IEEE accordingly makes every effort to include on its Boards and Committees, and on the Committees that select such individuals, women and minority members of the IEEE and resource persons where applicable.

#### **13.7 Nominations and Elections – Ballot Material**

##### **1. Statements/Rebuttals.**

- A. Candidate Statements. Initial statements will be accepted by Corporate Activities from each candidate for elective office who submits a typed manuscript electronically on or before the first working day following 15 April, provided that the manuscript contains no more than the specified number of words.
- B. Statements for Referendums. One statement will be accepted by Corporate Activities from the principal initiator of each referendum proposal that will appear on the current IEEE general election ballot, provided that the statement is typed, double-spaced, received on or before the specified date, and contains no more than the specified number of words. The statement must be accompanied by the exact text of the proposed amendment. Proposed amendments shall be published unless the President determines that it would be impractical to do so.

Comment by a responsible opponent to each proposed amendment that will appear on the ballot will be accepted by Corporate Activities, provided it meets the length requirements and is received by the specified date.

In the case of an amendment proposed by the IEEE Board of Directors, potential opponents are encouraged to agree on a principal spokesman who will forward a joint opposition statement to Corporate Activities. The individual chosen as principal spokesman will receive a copy of the Board of Directors' initial statement favoring the amendment and coordinate a joint rebuttal statement.

In the event that agreement cannot be reached among the opponents in choosing a principal spokesman, the IEEE will publish more than one opposition statement and rebuttal providing each represents a substantially difference point of view, meets length requirements, and is received by the specified date. In cases of disagreement between the Corporate Activities staff and an opponent whose statement or rebuttal has been rejected because its content was deemed not to add something substantive to the debate, the President will decide whether or not to publish the submission.

In the case of a member-initiated amendment, the above rules apply with the addition that the Board may declare itself to be an opponent of the proposed amendment. It would then submit to Corporate Activities an opposition statement and subsequent rebuttal which would be published if each meets length requirements and is received by the specified date.

- C. Rebuttals. Initiators and opponents of amendment proposals may forego rebuttal.

- D. Content and Format. Statements received will be date stamped and reviewed by the staff. Statements may not include illustrations or tabular matter. If the staff believes there are erroneous or legally actionable statements in a candidate's statement, or determines that the word limit has been exceeded, it will notify the candidate immediately, so that the candidate can submit modifications within a period of 48 hours. If no modifications are received, the statement will be referred to the President for adjudication. The President will decide whether or not to place the statement on the ballot, and in what form it shall be published in this case and in disagreements between the staff and the originator of a statement.

On acceptance of the candidates' statements, they will be distributed without possibility of further changes. With the exception of typographical errors, which the staff will correct, candidates' statements will be published verbatim, even when statements may contain errors in syntax.

- E. Word Count. All statements from candidates, and from initiators and opponents of amendment proposals shall be written in standard English and must not exceed the maximum word length requirement. To determine number of words:
- precede IEEE by an article and count both as one word;
  - count an acronym as one word;
  - count a discrete alphanumeric as one word—for example, 21st in 21st Century counts as one word;
  - titles and other properly hyphenated words shall be counted as one word.

The IEEE Executive Director or his/her designee is authorized to make final decisions on related questions.

Statements exceeding the maximum length shall be returned to authors for editing. Typed, edited copies shall be provided electronically to those who submitted them for their comments. If the decision is to publish a statement in a form not satisfactory to the candidate or initiator, the candidate or initiator shall have the option of asking that no statement be published.

Statements by petition candidates and by referendum proposal initiators accepted by Corporate Activities will be placed on the ballot, together with other election statements, provided that the corresponding petitions have been validated. Statements received by staff after the statement deadline dates cannot be guaranteed placement on the ballot.

Statement Lengths	Initial Statement	Rebuttal
Candidates for:		
IEEE President-Elect	250	
IEEE-SA President-Elect	200	
IEEE-USA President-Elect	200	
Vice President-Elect, Technical Activities	200	
Region Delegate/Director	175	
Division Delegate/Director	175	
Region Delegate-Elect/Director-Elect	175	
Division Delegate-Elect/Director-Elect	175	
Vice Chair	175	
Major Board Member(s)-at-Large	150	
Referendum Initiator's Statements	200	100
Referendum Opponent's Statements	200	100

2. Photographs; Biographies; IEEE Election Website.

Candidates shall submit to Corporate Activities, by the date specified, the following information:

- A candidate photograph in connection with IEEE election activities shall have been made within two years of the mailing deadline of the election materials in which the photograph will appear, as attested to by the candidate. Photograph requirements shall be specified by the IEEE Tellers Committee.
- A personal biography not to exceed 150 words, that rounds out the profile of the candidate's experience outside IEEE activities.
- A factual summary of IEEE accomplishments and past service to the IEEE not to exceed 300 words.

Copy will be edited by Corporate Activities staff and the candidate will have the opportunity to review the final copy before it is printed. Approval of the final copy of the candidate materials, in compliance with the bylaws and policies, must be received by the election staff by 12:00 noon Eastern time on the Friday preceding 15 June of the year of the election. Approved materials not received by the deadline will be omitted from the election materials provided to the membership.

The IEEE shall maintain a public annual election website. The website shall be launched no later than fifteen (15) working days after materials are received from, the first (nominated or petition) candidate for an office which appears on the IEEE annual ballot, and all criteria have been met as required. (See also, IEEE Policy 13.7.1.E.) The website shall include information on both nominated and petition candidates, including potential petition candidates who are in the process of circulating petitions. The existence of the website shall be announced in several electronic mail and THE INSTITUTE announcements. The website shall allow eligible voting members to sign petitions either electronically or by printing petitions for mailing to IEEE headquarters.

### 3. Petitions and Signature Requirements.

#### A. General Petition Information.

In accordance with IEEE Bylaw I-307.9, individual voting members may propose, by petition, names to be added to the ballot for the offices that appear on the IEEE annual election ballot.

Individual voting members who wish to circulate a petition shall submit a petition draft to the Board of Directors no earlier than 1 May of the year preceding the election and no later than 15 April of the year of the election. The petition draft (whose text shall follow the text proposed in Section 13.7.3.B.) must be accompanied by a statement by the proposed candidate that he or she is willing to serve if elected.

IEEE Staff shall advise those intending to seek nomination by petition of the relevant electioneering guidelines approved by the IEEE Board of Directors. All individuals who are circulating a petition or who are successful petitioners shall follow the electioneering guidelines. Petitioners are bound by the principles and relevant provisions of IEEE's electioneering policies but do not enjoy the privileges of candidates (such as equal opportunity to present in IEEE conferences/meetings and publications) until they become official candidates.

Alleged violations of IEEE electioneering policies will be referred to the IEEE Election Oversight Committee. The Committee may correspond with petitioners and others, gather information and provide guidance and advice. The Committee is responsible for timely investigation of allegations of violations and for providing recommendations for action to the chair of the responsible major organizational unit. If a violation is verified, and if, in the judgment of the Committee, the extent of the violation requires additional action, the Committee may recommend that the subject petitioner have his/her petition revoked.

1. Following a recommendation of the Election Oversight Committee, the President may terminate a petition in the IEEE Annual Election, in line with the process outlined in IEEE Bylaw I-307.16.
2. The head of the responsible major organizational unit may terminate a petition upon recommendation by the Election Oversight Committee that includes guidance concerning any necessary additional approvals of termination decisions, and opportunity for appeal by the petitioner.

IEEE staff shall advise the petitioner of any required changes in the petition's text. If there are disagreements between staff and the petitioner about revision requirements the President will adjudicate the disagreement. Once the petition's text is finalized, but not earlier than 15 May of the year preceding the election, the petitioner may circulate the petition and collect signatures.

The complete petition shall be submitted in a letter to the Board of Directors, to be received at IEEE Headquarters no later than twelve o'clock noon on the Friday preceding 15 May of the year of the election.

Corporate Activities staff shall provide to any petitioner, upon request, documentation on the process regarding the collection of petition signatures. The documentation shall include relevant IEEE Bylaws, Policies, and sample petition signature forms. Information on those who sign a petition shall remain confidential.

Verification that a petition has fulfilled the conditions of Bylaw I-307.9 and Policy 13.7 and that the petition candidate meets the qualifications of the office for which he or she is being nominated shall be confirmed by the Tellers Committee. Certification of the petition candidate by the Tellers Committee shall be made known to the Board of Directors promptly.

Once a petitioner has become an official candidate s/he shall enjoy the same opportunity to address the electorate through IEEE publications and conferences/meetings as do all other candidates per Policy 13.3. IEEE organizational units are not obligated to offer candidates retroactive provisions for electioneering opportunities that were not available to them before they are officially declared candidates.

#### B. Petition Text for Candidates and Referendum Petitions.

A nominating petition shall, at the time it is signed by the petitioner, set forth the office, the term of the office (expressed in date form), and the name of the proposed candidate.

Following are examples of appropriate statements for petition candidates and petitions for Constitutional Amendments, respectively:

##### Endorsement for Candidate Petition:

I (We), the undersigned, petition to add (Name of Petition Candidate) to the (Year) IEEE annual election ballot for the position of (Position) for the term (Years). I (We) certify that to the best of my (our) knowledge, I (we) am (are) eligible to vote for this position in the next IEEE annual election.

Note: This petition is not being signed nor circulated any earlier than as specified in IEEE Policy 13.7 and will only be accepted if received by IEEE Headquarters by the date and time specified by the same policy. All members who sign this petition must be voting members in good standing at the time their signatures are received by IEEE Headquarters.

##### Endorsement for Referendum Petition:

I (We), the undersigned, petition to add to the (Year) IEEE annual election ballot the following amendment to the IEEE Constitution: (Statement of Amendment).

In addition, petitioners may include an explanation of the intention of their petition. The explanation shall be written in standard English and must not exceed 200 words, counted in accordance with IEEE Policies.

C. Signature Requirements.

Signatures can be submitted electronically through the official IEEE annual election website, or by signing and mailing a paper petition. The name of each member signing the 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 annual election website or original signatures on paper petitions shall be accepted.

The number of signatures required on a petition shall depend on the number of eligible voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Information on the exact number of signatures required for a specific petition may normally be obtained from IEEE Headquarters by 15 March of the year of the election. As signatures are obtained, they shall be submitted to the Corporate Activities Department, in advance of the deadline date for petitions, in order for staff to begin the verification process. A signature shall be considered valid if the signer is eligible to vote for the office sought by the proposed candidate at the time the signature is submitted to IEEE Headquarters. Otherwise, the signature shall be considered invalid.

For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters.

For all positions 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.

3. Place the names of qualified nominees received in accordance with IEEE Bylaw I-307.3 into nomination. Due to the perceived conflict of interest, Board members who have qualified shall leave the room and not participate in the vote.
4. Board members leaving the room because their names have been placed in nomination (steps #2 and #3), shall not return to the room until after the completion of voting (step #8), except as required to make their presentations (step #6).
5. Determine the number of candidates (one or more) to be recommended to the membership and placed on the ballot for President-Elect.
6. In random order, individuals on the slate shall address the Board of Directors for five (5) minutes followed by five (5) minutes of questions and answers. If a nominee is unable to attend the Board of Directors meeting, either in person or via electronic/telephonic means, he/she may designate a member of the Board of Directors to read a prepared statement on his/her behalf but no questions and answers shall follow for that candidate.
7. After all individuals have made presentations, the Board shall deliberate on the qualifications of those individuals on the slate.
8. Votes shall be taken by secret ballot to achieve a rank order of the candidates to fill the number of slots on the ballot determined in step #5 above.
  - a. A majority of those present and eligible to vote is required for a candidate to be placed on the ballot.
  - b. Approval plurality voting (vote for all whom you approve of) shall be used for any vote with three or more candidates. Selection plurality voting (vote for one only) shall be used for any vote with less than three candidates.
  - c. Individual(s) receiving the most votes, up to the number determined in step #5, shall be placed on the ballot.
  - d. If the slate to be presented to the membership cannot be determined due to a tie, a vote shall be taken to break the tie.
  - e. If the number of candidates receiving a majority is not sufficient to populate the slate as determined in step #5, the Board of Directors shall revisit step #5. Should it be agreed that the number of slots as originally determined stands, the remaining candidates shall be voted on until the slate is complete.

### **13.8 Procedure for Selection of IEEE President-Elect**

IEEE President-Elect candidates are selected by the IEEE Board of Directors using the following procedure:

1. The entire process shall be conducted in Executive Session.
2. Place the Nominations and Appointments Committee (N&A) slate into nomination. Due to the perceived conflict of interest, Board members on the N&A slate shall leave the room.



**SECTION 14 – IEEE MAILING LISTS AND ROSTERS****14.1 Use and Control of IEEE Mailing Lists**

IEEE membership mailing lists, whether obtained through IEEE Headquarters or through any IEEE organizational unit, may be used only in connection with normal IEEE sponsored activities and may be used only for such purposes as are permitted under the New York Not-For-Profit Corporation Law. They may not be used for electioneering in connection with any office within the IEEE, or for political purposes, or for commercial promotion, except as explicitly authorized hereunder in Section 14.1.I and 14.1.J. Any requests to Headquarters for a mailing list shall state the purpose for which the listing is to be used. A request for an exception to the above rule or for billing at member/in-house rates (except as provided in Sections 14.1.I and 14.1.J) must be submitted to the IEEE Executive Director.

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions), technical basis (e.g., Societies), or combinations of these two.
- B. The IEEE Executive Director shall be responsible for controlling the use of IEEE membership lists. The IEEE Executive Director may, by written memorandum, authorize one or more members of the IEEE Headquarters staff to act in his behalf, unless specifically excepted in the following paragraphs by the statement: "The IEEE Executive Director may not delegate this authority." Hereunder, when authorization is vested in the IEEE Executive Director, it is understood to include his deputies as specified above. Blanket approvals may be authorized for classes of repetitive requests.
- C. Lists prepared on cards or in strip list form may be requested by any elected or appointed officer of the IEEE or its subordinate units defined as Section, Chapter, Branch, Council, Region, Society, Committee of TAB, TAB, Publication Services and Products Board, Awards Board, or Committees of IEEE, provided:
  - 1) The list will be used only for specific administrative purposes of the IEEE or its subordinate units (including recruitment of members, Chapter organization, etc.);
  - 2) The IEEE Executive Director approves.
- D. Geographical lists, in label form, including geographical technical lists, may be requested by any elected or appointed officer having cognizance of the geographical area covered by the requested lists or by the IEEE Executive Director. The IEEE Executive Director shall verify the validity of the request before processing it.
 

Example: A Section Secretary may order any list or combination of lists involving only members of the Section. These lists may not subsequently be transferred to any outside organization (unless all provisions of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).
- E. Technical lists in label form may be either the specific lists of Society members or the more general lists based on the IEEE survey of interest:
  - 1) Each Society list may be used freely by that Society, for its own purposes, as the President or his designated alternate may request, except that a Society may not procure a list and subsequently transfer it to an outside organization for non-IEEE use (unless all the provisions of the applicable policy on outside usage have been complied with fully, and only upon written approval of the IEEE Executive Director).
  - 2) A Society list, or any part thereof, may be released to another entity only with the approval of the IEEE Executive Director.
  - 3) The portion of the IEEE Technical Interest Profile (T.I.P.) list that is directly related to the technical field of a Society may be utilized by the Society in accordance with Section E(1) above.
  - 4) Use of the IEEE T.I.P. list, other than as provided in Sections D and E(3), shall be administered by the IEEE Executive Director.
- F. The internal IEEE use of lists assembled on a basis other than geographical and/or technical shall be under the sole administrative control of the IEEE Executive Director. Example: A list assembled on the basis of grade of membership, or on the basis of service on particular committees, whether to be used for administrative or mailing purposes, shall require the approval of the IEEE Executive Director for its preparation and distribution.
- G. Any member may have his or her name removed from mailing lists provided in accordance with this Statement, upon notification addressed to the IEEE Executive Director.
- H. Nothing in this policy shall be construed as limiting the use of IEEE membership lists by the IEEE Headquarters staff in the fulfillment of approved staff housekeeping responsibilities for IEEE.
- I. Upon request and at the discretion of the IEEE President (or his/her designees) candidates whose names appear on a slate which is part of the IEEE Annual Election may be granted the permission to distribute a message to the pertinent electorate using an IEEE mailing list via electronic mail or other mass distribution means. Candidates may make multiple requests. Permission may be granted considering the following:
  - 1) In the President's opinion the authorization of the message would further the objectives of the election and on balance be beneficial to the interests of IEEE.
  - 2) All candidates for the same position are to be granted the same opportunity to use the same communication vehicle.



- 3) Candidates will not have direct access to the mailing lists of the electorate. Distribution of candidate message(s) is to be handled by IEEE Staff or by an external contractor selected by IEEE Staff.
  - 4) Any candidate who wishes to avail himself/herself of this opportunity must pay all the related costs when applicable, as calculated by IEEE Staff and approved by the IEEE Executive Director.
  - 5) If some candidates wish to avail themselves of such mass mailing opportunity and some do not, then it is permissible to serve only those candidates who wish to participate.
  - 6) The provisions in this section for candidates in the IEEE Annual Election are extended to opponents/proponents of constitutional amendments.
- J. IEEE membership lists and/or labels shall be used only for those political purposes which will implement the objectives of the IEEE, as defined in the IEEE Constitution and Bylaws. For example, they may be used (a) to urge IEEE members to promote passage of local, state or national legislation, determined to be in the interest of the IEEE, its members and the public by IEEE-USA in the case of Regions 1-6, or the appropriate Regional Committee in all other Regions, or (b) to survey members of the IEEE concerning local, state or national issues under consideration by a legislature. They may not be used in connection with (1) legislation which, in the judgment of IEEE-USA for Regions 1-6 or the Regional Committee in the other Regions, is not germane to or within the sphere of interest of IEEE, or (2) fund-raising activities on behalf of candidates for office in local, state and national elections.

IEEE membership lists and/or labels may be used by IEEE or any unit to distribute materials prepared by it which are consistent with the foregoing guidelines and which have been approved as to form and content by the IEEE Executive Director. They may be sold in connection with the distribution of materials prepared by others which are consistent with the foregoing guidelines and which have been approved as to form and content by the IEEE Executive Director, provided that (a) if a survey is conducted other than under the auspices of IEEE, agreement has been obtained for IEEE to receive copies of the results of such survey with permission to publish same, and (b) labels and/or membership lists are made available for sale to others on a nondiscriminatory basis (for example, if they are made available for sale to one candidate for an elective office for survey purposes, they must be made available for sale to all requesting candidates for that office for survey purposes).

#### **14.2 IEEE Membership Lists Requested by Outside Organizations**

- A. IEEE membership lists may be assembled on a geographical basis (e.g., Sections or Regions),

technical basis (e.g., Societies), or combinations of these two.

- B. The entire IEEE membership list in any form may be released to an outside entity only with the specific approval of the IEEE Executive Director. The IEEE Executive Director shall report any such release to the IEEE Board of Directors.
- C. Requests for labels by tax-exempt institutions and organizations, as defined in Sections 501 of the 1954 IRS Code, may be honored, provided:
  - 1) The requesting entity shall have pledged that the list will be used only for mailing purposes (defined as per their request) and that procedures satisfactory to the IEEE Executive Director will safeguard the sanctity of the list. When feasible, mailings shall be handled through the facilities at IEEE Headquarters.
  - 2) Responsible IEEE officers or staff shall review each case and recommend approval to the IEEE Executive Director.
  - 3) The rate charged to outside organizations shall be established by the IEEE Executive Director.
- D. Requests by institutions and organizations other than those specified in Section C above shall be referred to the IEEE Executive Director.
- E. If IEEE is a co-sponsor of an activity with outside nonprofit organizations, lists in support of that activity may be obtained by the IEEE co-sponsoring organizational unit in accordance with Policy Statement 14.1. The rate shall be that charged outside nonprofit organizations unless the IEEE co-sponsor negotiates a lower rate, which in no case may be less than the internal rate applicable in 14.1 above. If any organizational unit cooperates in an activity sponsored by an outside nonprofit organization, paragraph 14.2.C shall apply and the statement of cooperation shall be deemed to have fulfilled the requirements of subparagraph 14.2.C.2.

#### **14.3 Use of IEEE Mailing Lists for Educational Purposes**

IEEE mailing lists can be made available to educational institutions for purposes consistent with the aims of IEEE. Lists will be released only with the approval of appropriate authorities, as follows: in the case of a Society mailing list, upon the recommendation of the Society President or the IEEE Executive Director; a Section mailing list, upon recommendation of the Section Chair or the IEEE Executive Director; a Region mailing list, upon the recommendation of the Regional Director or the IEEE Executive Director. Rates are established by the IEEE Executive Director.

#### **14.4 Non-Members on Section Mailing Lists**

On the recommendation of the Section Chair, the Chair of the Section Membership Development Committee (in those Sections in which one exists), or the Section officer assigned the responsibility for membership promotion, the name of a non-IEEE member may be added to the mailing list to

receive notices of Section activities. The name shall be added initially for a period of six months, with provision for one extension of an additional six months period of time. If the individual has not applied for membership by the end of this one year period, his/her name shall be removed from the mailing list with the provision that it not be added as a non-member for the next three years. In addition to those non-IEEE members who receive Section notices in accordance with the foregoing paragraph, on the recommendation of the Section Chair and the approval of the Regional Director, there may also be included individuals whose positions in the community make it desirable for them to be kept informed of IEEE activities. The Section Chair should report annually to the Regional Director concerning names on the Section mailing list which are in this category, and in the process of adding new names, as well as in the annual reporting, a brief statement should be provided justifying the inclusion of each name.

#### **14.5 Commercial Use of IEEE Mailing Lists**

The IEEE advertising sales program may include the rental of lists for commercial purposes under terms and at rates established by the IEEE Executive Director. Approvals for Society lists and/or geographical lists shall be handled in accordance with Statement 14.1.

#### **14.6 Section Rosters with Company Affiliations**

A Section is authorized to print a roster of its membership including the members' company affiliations and to accept advertising in the roster. The publication shall not be undertaken without the approval of the Section membership through a suitable voting process and the approval of the membership shall be reaffirmed annually. The decisions concerning the format of the roster and pricing considerations shall be the responsibility of the Section Executive Committee. Such Section rosters should not be issued more than once a year.

#### **14.7 Telemarketing**

1. Telemarketing efforts by IEEE vendors to IEEE members require the approval of the IEEE Executive Director. Any such request shall be for the purpose of promoting IEEE-produced or contracted products and services only and shall clearly specify the benefit to IEEE of the telemarketing campaign.
2. Telemarketing efforts shall be authorized on a case-by-case basis. Each approval shall take into consideration the impact on a member of more than a minimum number of telemarketing contacts and must provide some explicit means of eliminating from any campaign those members who have requested not to be contacted.
3. Authorization for telemarketing by IEEE vendors shall be provided to such vendor in writing.

*This page  
intentionally  
left blank*

**SECTION 15 – EXTERNAL COMMUNICATIONS ON PUBLIC POLICY****15.1 Objectives**

IEEE recognizes the importance and imperative of contributing to the development of public policy and has established the nature, scope, and limitations of such engagement in IEEE Bylaw I-311. This Section of IEEE Policies defines appropriate IEEE External Communications on public policy, describes their nature and use, and specifies the processes for their approval, communication and maintenance. Additional information pertinent to the operations of the IEEE Global Public Policy Committee and IEEE Organizational Units engaging in public policy activities is contained in their Operations Manuals.

**15.2 Scope**

IEEE's external communications on public policy shall fall within the scope of the mission, purposes and fields of interest stated in the IEEE Constitution, Bylaws and associated governing documents referenced below. External communications on public policy by IEEE organizational units must additionally fall within the scope of their assigned mission, geographic boundaries and/or subject-matter expertise.

- IEEE Constitution      ART I, SEC 2  
(Purposes of IEEE)
- IEEE Bylaw I-311      IEEE PUBLIC POLICY-RELATED ACTIVITIES  
This IEEE Bylaw provides the authorization for IEEE to engage in public policy activities.
- IEEE Bylaw I-305.8      THE IEEE GLOBAL PUBLIC POLICY COMMITTEE  
This IEEE Bylaw specifies the Mission, Duties and Membership of the IEEE Global Public Policy Committee.
- IEEE Bylaw I-107      ORGANIZATIONAL UNITS DEFINED; HIERARCHY, STRUCTURE AND MEMBERSHIP TYPES  
This Bylaw provides the definition of "IEEE Organizational Units" used in this Section of IEEE Policies.
- IEEE Bylaw I-104.11      The IEEE-designated Fields
- Operations Manuals  
Copies of IEEE's governing documents are available at <http://www.ieee.org/about/corporate/governance/index.html>

**15.3 Technology Policy Whitepapers By IEEE and its Organizational Units**

- A. DEFINED: A **Technology Policy Whitepaper** is a policy document that provides technically sound and balanced information relevant to a public policy issue(s) but does not make policy recommendations.

The purpose of a Technology Policy Whitepaper is to inform policy-makers and the public about technological implications and options relevant to particular public policy issues. It may identify risks/benefits and pros/cons associated with the relevant public policy options, but shall not include specific policy recommendations, endorsement of specific legislation or regulatory proposals, or advocacy of a particular position or outcome. A technical information statement or technology assessment prepared for a policy-making body or process is a form of Technology Policy Whitepaper.

- B. Technology Policy Whitepapers may be developed and issued by IEEE or by IEEE Organizational Units.

1. **IEEE Technology Policy Whitepapers** must be approved by the IEEE Board of Directors. The IEEE Board may delegate responsibility for developing and/or approving IEEE Technology Policy Whitepapers on particular topics to the IEEE Global Public Policy Committee.

2. **Organizational Unit Technology Policy Whitepapers** shall fall within the scope of the Organizational Unit's assigned mission and subject matter expertise. Each Organizational Unit may determine its own process for development and approval of Whitepapers, which shall be specified in its Operations Manual and which shall include the requirement that they must be approved by the formally constituted governing body of the Organizational Unit.

Prior to being issued, all Organizational Unit Technology Policy Whitepapers shall be reviewed by the IEEE Global Public Policy Committee using criteria outlined in Section 15.6 of IEEE Policies and any issues arising from that review must be resolved.

**15.4 Public Policy Position Statements by IEEE and its Organizational Units**

- A. IEEE Public Policy Position Statements

1. DEFINED: An **IEEE Public Policy Position Statement** is a definitive statement of IEEE's corporate position on a matter of public policy, adopted by the IEEE Board of Directors.
2. IEEE Public Policy Position Statements may not be contradicted by Public Policy Position Statements or Policy Communications by IEEE Organizational Units.
3. IEEE Public Policy Position Statements shall be prepared with appropriate consideration of the diverse perspectives of IEEE members with expertise

in the field of the Statement. IEEE Public Policy Position Statements may address a topic in detail, but will more commonly address a policy issue broadly, thus providing the opportunity for Organizational Units to provide greater detail or local perspective on the issues addressed.

4. IEEE Public Policy Position Statements may be proposed by any member of the IEEE Board of Directors, by the IEEE Global Public Policy Committee, or by any IEEE Major Organizational Unit.
  5. There shall be a class of IEEE Public Policy Position Statements, known as **IEEE Core Public Policy Position Statements**, which are deemed by the IEEE Board of Directors to be of such fundamental importance that they are adopted as IEEE Policies and remain in effect until modified or deleted.
- B. IEEE Organizational Unit Public Policy Position Statements**
- Consistent with IEEE Governing Documents cited above, an IEEE Organizational Unit is a formally constituted body within IEEE that has an approved Charter and/or scope and has a formal place within the hierarchical structure of IEEE. It is understood that the word "Organizational Unit" as used in these guidelines will be replaced by the actual name of the organizational unit in the actual position document developed.
1. **DEFINED: An IEEE Organizational Unit Public Policy Position Statement** is a statement of the position of an IEEE Organizational Unit on a matter of public policy that falls within its recognized geographic, technical or business scope.
  2. Where an IEEE Public Policy Position Statement exists on a particular subject, any related Organizational Unit Policy Position Statement is subordinate to, and must be consistent with, the relevant IEEE Policy Position Statement, but may extend or expand upon the latter in application to the geographic or technical domain of the Organizational Unit.
  3. Prior to being issued, all Organizational Unit Public Policy Position Statements shall be reviewed by the IEEE Global Public Policy Committee using criteria outlined in Section 15.6 of IEEE Policies, and any issues arising from that review must be resolved.
  4. Each Organizational Unit may determine its own process for development and approval of Organizational Unit Public Policy Position Statements, which shall be specified in its Operations Manual, subject to the minimum requirement that all Organizational Unit Position Statements must be approved by the formally constituted governing body of the Organizational Unit. Major Organizational Units may place additional requirements on the processes of their subordinate Organizational Units.
  5. The name of the Organization Unit responsible for the Public Policy Position Statement shall be included in the Statement, along with the date of its approval by the governing body. Each organizational unit position statement shall also contain the

following disclaimer at the close of the formal statement and before any background or attached materials: *"This statement was developed by the [insert name of IEEE organizational unit] and represents the considered judgment of a group of IEEE members with expertise in the subject field. The positions taken by [insert name of IEEE organizational unit] do not necessarily reflect the views of IEEE or its other Organizational Units."*

#### **15.5 Policy Communications by IEEE and its Organizational Units**

- A. **DEFINED: A Public Policy Communication** is a public statement, typically in the form of a letter, testimony, speech or public remarks, media release, or response to a request for public comment that discusses or describes the position or recommendation of IEEE or an IEEE Organizational Unit on a matter of public policy.
- B. Public Policy Communications may be prepared and disseminated by the IEEE Board of Directors and IEEE Organizational Units subject to the conditions specified herein.
- C. All Public Policy Communications shall be based on approved IEEE or IEEE Organizational Unit Public Policy Position Statements, shall be consistent with relevant IEEE Technology Policy Whitepapers where they exist, and shall be explicit in whether they reflect the position of IEEE or an IEEE Organizational Unit. In exceptional circumstances the requirement that a Public Policy Communication be based on a previously approved Position Statement(s) may be waived by the IEEE President and/or the Chair of the Global Public Policy Committee, or by the chief officer of the Organizational Unit's formally constituted governing body for organizational unit policy communications, upon good justification and prior review of the proposed communication.
- D. IEEE Public Policy Communications shall be approved by the IEEE President, or the Chair of the Global Public Policy Committee. Public Policy Communications by IEEE Organizational Units shall be approved by the chief officer of the Organizational Unit's formally constituted governing body.
- E. IEEE and/or an IEEE Organizational Unit may join with other (non-IEEE) organizations in communicating a shared position on public policy, as long as the shared position is consistent with all relevant Public Policy Position Statements of IEEE and the Organizational Unit.
- F. Amicus Curiae Briefs and other Policy Communications of a legal nature are specialized communications that must adhere to the specific content, process and review requirements outlined in IEEE Policies, Section 7.9.

#### **15.6 Criteria For Review by the IEEE Global Public Policy Committee**

When reviewing proposed Organization Unit Technology Policy Whitepapers and Position Statements, as described in this Section of IEEE Policies, the Global Public Policy Committee will consider the following criteria:

- Whether the document conflicts with any current IEEE Whitepaper, Position Statement or policy adopted by the IEEE Board of Directors.
- Whether the document raises matters of significant corporate concern or that impinge on corporate business interests that warrant review by the IEEE Board.
- Whether the document addresses matters of a legal nature that warrant review by IEEE corporate counsel.
- Whether the subject and proposed distribution of the document falls within the geographic and subject-matter jurisdiction of the originating Organizational Unit.
- Whether the document raises matters of joint concern to other IEEE Organizational Units with an interest in the subject matter that would warrant referral to those units for review and coordination.
- Whether the document presents its findings, recommendations, or conclusions, and the basis thereof, in a clear and professional manner.
- Whether the originating Organizational Unit has followed its own internal procedures and processes for development, review and approval of the document.
- Whether the document follows applicable IEEE formatting and identity policies and guidelines, including correct use of IEEE and entity logos.

#### **15.7 Consideration of Minority Views**

IEEE's public policy processes shall provide appropriate consideration of the diverse perspectives of IEEE members affected by the proposed policy and/or with expertise in the subject field. IEEE's objectives are best pursued when positions reflecting the broadest possible consensus can be articulated. In the absence of broad consensus on a particular position, it should normally be the practice of IEEE and its Organizational Units to refrain from issuing position statements and/or policy communications unless the contrary views of a significant minority of members are acknowledged in the statement or communication. In such instances, IEEE and its Organizational Units should consider developing Technology Policy White Papers as an alternative.

#### **15.8 Public Availability**

Final versions of all IEEE and IEEE Organizational Unit Position Statements, Whitepapers, and Policy Communications shall be submitted as soon as possible after final approval and release to the IEEE Global Public Policy Committee for posting on a freely accessible repository on the IEEE Web Site.

#### **15.9 Annual Review and Expiration**

IEEE and IEEE Organizational Unit Position Statements and Technology Policy Whitepapers should be reviewed annually by their originating entities for continued relevance and accuracy, and updated or withdrawn as appropriate.

Except as provided below, all Position Statements and Whitepapers expire on December 31 following the third anniversary of their approval or most recently approved update.

- IEEE Core Public Policy Positions are not subject to automatic expiration.
- When deemed advisable, a specific expiration date or condition may be adopted by the approving entity and affixed to the Position Statement or Whitepaper.

Copies of withdrawn policy documents will be archived and maintained as historical records.

#### **15.10 Policy Communications by Individual IEEE Members**

IEEE members shall not purport to speak on behalf of IEEE or its Organizational Units on matters concerning public policy unless authorized by the relevant IEEE authorities.

IEEE members are encouraged, as private citizens, to engage in policy-related activities, including communications with government officials on their own behalf, and may make use of approved IEEE and IEEE Organizational Unit Whitepapers, Position Statements and Policy Communications, as long as they make it clear that they are not personally representing IEEE. While engaged in such activities, members may indicate their IEEE membership and volunteer status.

#### **15.11 OU Public Policy Processes and Operations**

Consistent with applicable IEEE Bylaws and Policies, IEEE Organizational Units may establish internal requirements and processes regulating their public policy communications and the related activities of their subordinate Organizational Units.



*This page  
intentionally  
left blank*

**SECTION 16 – APPLICATIONS FOR MEMBERSHIP, BILLING AND RENEWALS****16.1 New Applicants Schedule**

An applicant for IEEE membership shall pay annual dues, and any assessments, with the application submitted. Sponsors of membership applications are encouraged to make such payments when practical to avoid a delay in effective membership as defined in Bylaw I-106.4. Should an application fail, the sum remitted with the application shall be refunded in full.

For new memberships and subscriptions, all applicable dues, assessments and fees shall apply as follows:

If payment is received in the period 16 August to 31 December, inclusive, membership shall continue until 31 December of the following year.

If payment is received in the period 1 January to the last day of February, inclusive, membership shall continue until 31 December of the current year.

If payment is received in the period 1 March to 15 August, inclusive, the dues and assessment, if any, payable shall be one-half of the annual dues and assessment, if any, and membership shall continue until 31 December of the current year.

**16.2 Membership Categories; Reduced and Waived Dues/Fees**

In accordance with IEEE Bylaw I-102, the requirements to qualify for special categories of membership as well as for any related reduction or waiver of dues, assessment and fees are provided below.

1. Reduced Dues, Assessments and Fees for Minimum Income, Retired and Unemployed Members. Members qualifying for the Minimum Income, Retired, and Unemployed categories of membership may apply for a 50% reduction in IEEE dues, assessments, Society dues, Society periodicals fees, Women in Engineering dues, and, for a two-year period beginning in March 2012 through March 2014, Standards Association individual membership dues. The reduced payments may not be made in installments. Members qualifying under these categories shall not receive any further reduction of dues and fees under any other special program.

- A. Minimum Income -- The category "Minimum Income" shall be applied to a member or to an applicant for membership above the grade of Student, who submits satisfactory evidence annually to IEEE Headquarters that the member's annual income for the prior year did not exceed the minimum income level. The minimum income level shall be 100 times the amount of the basic IEEE dues. For purposes of this Policy, "annual income" shall mean a member's gross, unadjusted income including the value of all benefits and services from any source, as distinguished from taxable income.

- B. Retired -- The category "Retired" shall be applied to a member or to an applicant for membership above the grade of Student or Graduate Student Member age 62 or older who is not gainfully employed and does not qualify for Life Member status.

- C. Unemployed -- The category "Unemployed" shall be applied to a member or to an applicant for membership above the grade of Student or Graduate Student Member who (1) has become involuntarily unemployed and is seeking employment, or (2) has become voluntarily unemployed for reasons of raising children. A statement of continued unemployment shall be provided with each annual dues payment. In the case of voluntary unemployment, the provisions of this Policy shall not exceed four years.

2. Electronic Membership. Electronic Membership shall be offered to those members of Associate Member, Member, Senior Member or Fellow grade who reside in countries with Gross National Income per capita (GNI/Capita) equivalent to USD 15,000 or less, based on the most recent three-year average GNI/Capita as provided by the World Bank. The GNI/Capita base equivalent of USD 15,000 shall be adjusted tri-annually beginning with the 2019 calendar year to reflect the change in the three-year average of GNI as provided by the World Bank. All fractional amounts shall be rounded to the nearest whole dollar.

Members who qualify and select Electronic Membership shall be provided digital copies of or electronic access to all the offerings and products provided to full dues paying members, with the exception of the IEEE annual election materials which shall be provided in paper.

The IEEE dues for members who qualify and select Electronic Membership shall be seventy-six dollars (USD 76.00). The dues shall be reduced to twenty seven dollars (USD 27.00) if their country is listed on the World Bank list of Low-income economies. Using these amounts as a base, Electronic Membership dues shall be adjusted annually to reflect the change in the three-year average of the minimum for each year of the following consumer price indices of the Advanced Economies, the World, the U.S., and the Emerging and Developing Economies as published by the International Monetary Fund from such average in the preceding year. All fractional amounts shall be rounded to the nearest whole dollar. The IEEE dues for members who qualify and select Electronic Membership shall not be subject to any further reduction or waiver.

3. Permanently Disabled Member - Dues Waived. The category "Permanently Disabled" shall be applied to a member who has a medically determinable physical or mental impairment which (i) renders the individual incapable of performing any substantial gainful employment, (ii) can be expected to be of indefinite duration or result in death, and (iii) is evidenced by a certification to this effect by a doctor of medicine approved by the IEEE Executive Director. The IEEE

Executive Director shall determine the date on which the permanent disability shall have occurred if such determination is necessary. The IEEE dues and assessments, if any, shall be waived for those members who become permanently disabled.

4. Exceptional Circumstances - Dues Waived. Under exceptional circumstances as provided for in the Constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver the member has maintained continuous membership. The waiver shall apply to Society dues, and the continuity of membership during the waiver period shall apply to Society memberships held at the beginning of that period.

### **16.3 Advance Payment Dues**

Any full-dues paying member above Graduate Student Member grade may elect to pay IEEE dues, assessments, and Society dues in advance at the annual rate in effect at the time of payment. The years for which dues and fees have been paid in advance shall be immediately credited to the record of the member in determining his/her eligibility to the designation of Life Member as provided in Bylaw I-102.2. No refund will be made of dues or fees paid in advance.

### **16.4 Membership Billing, Termination, and Reinstatement**

1. Membership Dues Period - Billing Cycle. In accordance with IEEE Bylaw I-108.4, the membership year shall be 1 January through 31 December. A bill covering dues, applicable assessments, and fees shall be mailed to every member not later than the beginning of the membership year. Such bills shall be mailed to the member's last known address on record at the IEEE.
2. Reinstatement of Membership. To reinstate membership, an individual whose membership has been terminated due to the failure to meet the monetary obligations required for membership shall apply for reinstatement and meet the obligations of membership as defined in the IEEE Bylaws. Membership may be reinstated with no loss of continuity of membership upon payment of all dues and applicable assessments covering the period in which membership had been terminated. Membership may be reinstated without continuity of membership upon payment of dues and applicable assessments for the then current membership year. Upon reinstatement of membership, a member shall be entitled to all the rights, privileges, and services and publications associated with his/her grade from and after the date of reinstatement.
3. Periodicals Resumption. Upon reinstatement of membership a member shall be restored to the publication mailing list and receive all issues of IEEE publications to which he/she is entitled from and after the date of reinstatement. Publications that he/she would normally have received had his/her membership status been continuous shall be considered forfeited. However, upon written request these will be supplied if available.