

IEEE BIOMETRICS COUNCIL BYLAWS

Version 2.5 – September 15th, 2021

ARTICLE I – PURPOSE

Section 1. These Bylaws supplement the Council Constitution and provide guidance for governing the Council.

ARTICLE II – MEMBERSHIP

Section 1. *Member Societies* – The Member Societies of the Council shall be those admitted by the IEEE Technical Activities Board in accordance with the Council’s Constitution. A listing of Member Societies will be maintained by the TAB Secretary at IEEE Headquarters.

Section 2. *Resignation* – Any Member Society unwilling or unable to continue to share responsibilities as defined in the Council’s Constitution may resign from the Council. When a letter of resignation has been received by the Council’s President, the resigning Society shall be dropped from the Council roll at the end of the calendar year. Any former Member Society may later rejoin, without prejudice, on the same basis as any new applicant.

Section 3. *Liaisons* – Any IEEE Society that is not a member of the Council may send a non-voting liaison to attend for the purpose of establishing communication between the Council and the non-Member Society.

Section 4. *Member Societies Representatives* – It shall be the duty of each Member-at Large representing a Member Society to participate in matters before the AdCom and to keep their home Society informed about the Council business and activities.

Section 5. *Privileges* – Members of the Member Societies at any IEEE grade of membership and Affiliates of these Societies have the same privileges and rights, unless otherwise stated in the Council Constitution or these Bylaws.

Only members of the Member Societies at any IEEE grade of membership higher than Student member and in good standing can hold any office in the Council and be nominated as a Council representative.

Section 6. *Conflict of Interest* – All Council volunteers, especially AdCom members and Chairpersons of Council’s Committees, must make every effort to avoid the appearance and fact of any type of conflict of interest in any of their activities.

ARTICLE III – FINANCES

Section 1. *Responsibilities* – The Finance Committee defined hereinafter is responsible for defining and monitoring the budget and make recommendations on financial issues. The Vice President for Finances is responsible for preparing the budget for AdCom approval, in cooperation with the other Officers. The annual council budget must also be approved by the TAB

Section 2. *Binding* – The AdCom-approved budget is binding upon the Council until it is changed by the AdCom.

This AdCom-approved budget constitutes authorization to the Vice President for Finances to disburse the funds in amounts not to exceed any budget item, unless otherwise directed by the AdCom or the ExCom.

Section 3. *Financial authority* – No AdCom member or other representative shall have the authority to contract debts for, pledge the credit of, or in any way bind the IEEE for any amount unless authorized by these Bylaws or the AdCom.

The President, in agreement with the Vice President for Finances, shall have the authority to contract debts for, pledge the credit of, or in any way bind the IEEE for any amount not in excess of the funds allocated in the current AdCom-approved Council budget. The President may delegate his/her authority to other Officers for specific budget items.

Section 4. *Volunteers compensations* – No AdCom member, Committee Chairperson, or Council Representative shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the Council unless authorized by these Bylaws or the AdCom.

ARTICLE IV – TECHNICAL ACTIVITIES

Section 1. *Organization and monitoring* – The Technical Activities Committee defined hereinafter is responsible for organizing, promoting and monitoring the technical activities. Technical Committees defined hereinafter are established within the Technical Activities Committee to organize, promote and monitor the technical activities in their respective specific areas of interest, under the supervision and the coordination of the Technical Activities Committee.

Section 2. *Approval and control of technical activities* – The Technical Activities Committee is responsible for making recommendations on technical activities issues. Recommendation by the committee is mandatory for all issues under its purview.

Section 3. The AdCom approves the creation and the termination of Technical Committees, and their budgets.

ARTICLE V – TECHNICAL MEETINGS

Section 1. *Organization and monitoring* – The Technical Committees are responsible for organizing and promoting technical meetings in their specific areas of interest.

Section 2. *Approval and control of technical meetings* – The Conference Committee defined hereinafter is responsible for evaluating and recommending the approval of technical meetings, monitoring their organization, and making recommendations on technical meeting issues. Recommendation by the committee is mandatory for all issues under its purview.

Section 3. The AdCom approves the technical meetings, including the dates, the location, and the main organizers. If the meeting is sponsored or cosponsored the AdCom also approves the budget. If the meeting is co-sponsored or technically co-sponsored with other entities, the AdCom approves the memorandum of understanding which regulates the cooperation.

ARTICLE VI – PUBLICATIONS

Section 1. *Organization and monitoring* – The Technical Committees are responsible for promoting and organizing the dissemination of knowledge through archival journals (mainly IEEE journals and magazines) in their specific areas of interest.

The Publications Committee defined hereinafter is responsible for coordinating and monitoring the Council publications (mainly: IEEE journals and magazines sponsored, co-sponsored or technically co-sponsored by the Council; books), preparing the proposals for new publications.

The Editorial Board of each archival publication as defined hereinafter is responsible for organizing and managing the publication itself, under the supervision and the coordination of the Publications Committee.

Section 2. *Approval and control of publication activities* – The Publications Committee is responsible for making recommendations on publication activities issues. Recommendation by the committee is mandatory for all issues under its purview. The AdCom approves the budget of the archival publications sponsored or co-sponsored by the Council and the proposals for new publications.

ARTICLE VII – EDUCATIONAL ACTIVITIES

Section 1. *Organization and monitoring* – The Technical Committees are responsible for providing knowledge to be disseminated through the educational activities in their specific areas of interest.

The Educational Committee defined hereinafter is responsible for organizing, coordinating and monitoring the Council educational activities.

Section 2. *Approval and control of educational activities* – The Educational Committee is responsible for making recommendations on educational issues. Recommendation by the committee is mandatory for all issues under its purview.

The AdCom approves the budget of the educational activities.

ARTICLE VIII – MEMBERS ACTIVITIES

Section 1. *Organization and monitoring* – The Members Activities Committee defined hereinafter is responsible for proposing, organizing, coordinating and monitoring the Council activities directed to support and promote the members of the Member Societies. The Members Activities Committee is also responsible for promoting, supporting and monitoring the grants programs which support the members of the Member Societies. The Awards Committee defined hereinafter is responsible for publicizing the Council awards and for selecting and recommending awardees.

The Fellows Committee defined hereinafter is responsible for publicizing the IEEE Fellow program and for evaluating the Fellow nominations submitted through the Council.

Section 2. *Approval and control of members activities* – The Awards Committee is responsible of making recommendations on awards issues in accordance with policies and procedures outlined in the *Awards Committee Operations Manual*. The Fellows Committee is responsible of making recommendations on Fellows issues, in accordance with policies and procedures outlined in the *IEEE Fellows Operations Manual*. The Members Activities Committee is responsible of making recommendations on members activities issues, except those above. Recommendation by the respective Committee is mandatory for any of these issues under their purview.

The AdCom approves the budget of the members activities, the awardees, and the proposals for new awards. New awards or revisions to existing awards approved by the Council, shall be submitted for TABARC and TAB approval

ARTICLE IX – STANDARDS

Section 1. *Organization and monitoring* –

The Executive Committee is responsible for proposing and coordinating the Council activities for IEEE standards.

Section 2. *Approval and control of standards activities* – The Executive Committee is responsible for making recommendations on standards issues. Recommendation by the committee is mandatory for all issues under its purview.

Section 3. The AdCom approves the budget for the standards activities within the Council.

ARTICLE X – STRATEGIC PLANNING

Section 1. *Organization and monitoring* – The Executive Committee is responsible for proposing and coordinating the strategic planning and strategic directions for the development of the Council.

The Constitution and Bylaws Committee defined hereinafter is responsible for revising the Council governing documents, collecting the best practices, and ensuring consistency and fairness of the governing regulations and procedures.

The Nominations Committee defined hereinafter is responsible for managing the nominations and the appointment of the AdCom.

Section 2. *Approval and control of strategic planning* – The Strategic Planning Committee is responsible for making recommendations on strategic planning issues. The Constitution and Bylaws Committee is responsible for making recommendations on any issues concerning the Council governing documents. Recommendation by the respective Committee is mandatory for any of these issues under their purview.

The AdCom approves strategic plans and governing documents, and appoints the Officers.

ARTICLE XI – GOVERNANCE AND ADMINISTRATION

Section 1. *AdCom* – The AdCom is responsible for governing and administering the Council, in the best interests of the IEEE, the Member Societies, the members of these Societies, and the scientific and professional worldwide communities in the areas of the Council field of interest.

In particular, but not limited to, the AdCom is responsible for:

- (a) approving the strategic plans for Council activities and development,
- (b) approving the governing regulations, including amendments to the Council Constitution and these Bylaws,
- (c) approving agreements with other entities for joint activities,
- (d) appointing the Officers and supervising the organizational structure of the Council,
- (e) approving the annual budget and authorizing the expenditure of funds,
- (f) approving plans for developing technical activities, creation and termination of Technical Committees within the Technical Activities Committee to address specific areas of interest, and their budgets,
- (g) approving plans for developing and promoting technical meetings and the technical meetings themselves (including the dates, the location, the main organizers, and – if the meeting is sponsored or co-sponsored– the budget),
- (h) approving plans for publications and their budgets, appointing the Editors-in-Chief of the IEEE archival journals sponsored or co-sponsored by the Council,
- (i) approving plans for educational initiatives and their budgets,
- (j) approving plans for members activities, their budgets, and the awardees, (k) approving initiatives for standards and their budgets.

Section 2. *President* – The President is responsible for presiding the Council and the overall coordination of its activities. In particular, but not limited to, he/she shall:

- (a) coordinate and supervise all activities of the Council,
- (b) coordinate and supervise the liaison activities with the Member Societies,
- (c) coordinate and supervise the definition of the Council regulations,
- (d) coordinate and supervise strategic plans of the Council activities and development,
- (e) coordinate and supervise the agreements with other entities for joint activities,
- (f) coordinate and supervise the organizational structure of the Council,
- (g) appoint the Chairpersons of Council Committees if required by the Council Constitution and these Bylaws,
- (h) coordinate and supervise the annual budget and the authorization of fund expenditure,
- (i) coordinate and supervise the plans for technical activities, (j) coordinate and supervise the plans for technical meetings, (k) coordinate and supervise the plans for publications,
- (l) coordinate and supervise the plans for educational initiatives,
- (m) coordinate and supervise the plans for members activities,
- (n) coordinate and supervise the initiatives for standards,
- (o) coordinate and supervise the monitoring of the Council activities,
- (p) call and preside all meetings of the AdCom and the ExCom,
- (q) coordinate and supervise the reporting to AdCom and ExCom.

Section 3. *Past President* – The Past President shall chair the Nominations Committee and shall be responsible for coordinating its activities.

The Past President assists the President whenever required by the President.

Section 4. *President-Elect* – The President-Elect assists the President whenever required by the President.

Section 5. *Vice President for Conferences* – The Vice President for Conferences is responsible for coordinating the conference activities. He/She shall coordinate these activities .in accordance with the guidelines outlined in the Operations Manual for Conferences

Section 6. *Vice President for Education* – The Vice President for Education is responsible for coordinating the educational activities. He/She shall coordinate these activities .in accordance with the guidelines outlined in the Operations Manual for Education. ~~It~~

Section 7. *Vice President for Finances* – The Vice President for Finances is responsible for overseeing all financial matters. He/She shall coordinate these activities .in accordance with the guidelines outlined in the Operations Manual for Finances.

Section 8. *Vice President for Publications* – The Vice President for Publications is responsible for coordinating the publication activities. He/She shall coordinate these activities .in accordance with the guidelines outlined in the Operations Manual for Publications.

Section 9. *Vice President for Technical Activities* – The Vice President for Technical Activities is responsible for coordinating the technical activities. He/She shall coordinate these activities in accordance with the guidelines outlined in the Operations Manual for the Technical Activities.

Section 10. *President's temporary incapacity* – If immediate action of the President is required and he/she is unable to perform the required duties, the line of succession for such immediate action is Past President, President-Elect, Vice President for Finances, and then other Vice Presidents based on seniority on the ExCom.

Section 11. *ExCom* – The ExCom is established to implement the AdCom deliberations and policies and to coordinate the activities of the Officers.

In particular, but not limited to, the ExCom shall:

- (a) organize the Council operating structure,
- (b) coordinate the annual planning of the Council activities,
- (c) organize, coordinate, supervise and monitor the Council activities,
- (d) track finances,
- (e) develop the reporting to AdCom.

Section 12. *Standing Committees* – The following Standing Committees are established:

- (a) Awards Committee,
- (b) Constitution and Bylaws Committee,
- (c) Fellows Committee,
- (d) Members Activities Committee,
- (e) Nominations Committee,
- (f) Strategic Planning Committee,

In addition, there are five other standing committees established which directly work with the respective Vice Presidents. The details on these standing committees, Conference Committee, Education Committee, Finance Committee, Publications Committee, and Technical Activities Committee are provided in respective *Operations Manual*. The members of these five standing committees are appointed by the President after having consulted the ExCom and with the agreement of the Chairpersons of these committees. If no agreement is reached on any of these appointments, such appointment will be performed by ExCom.

Section 13. *Awards Committee* – The Awards Committee is responsible for the management of the Council awards. In particular, but not limited to, the Awards Committee shall:

- (a) propose and recommend approval of the Council regulations on awards,
- (b) define and recommend approval of annual planning for the Council awards,
- (c) prepare and recommend approval of the budget for the awards sponsored by the Council,
- (d) review and recommend proposals for creating and terminating Council awards,
- (e) solicit nominations for Council awards,

- (f) screen candidates for Council awards,
- (g) recommend Council awards recipients,
- (h) monitor activities concerning the Council awards,
- (i) report on the Council awards as requested by the President, the Vice President for Finances, or the AdCom,
- (j) collect statistical information on the Council awards, The Awards Committee reports to the President.

Section 15. *Constitution and Bylaws Committee* – The Constitution and Bylaws Committee is responsible for maintaining the Council governing documents. In particular, but not limited to, the Constitution and Bylaws Committee shall:

- (a) maintain up-to-date copies of the Constitution and these Bylaws,
- (b) review and recommend approval of Council regulations,
- (c) ascertain that Council regulations are compliant with the IEEE regulation or recommendation,
- (d) review and recommend approval of agreements with other entities for joint activities,
- (e) collect Council best practices,
- (f) report on regulations as requested by the President, the Vice Presidents, or the AdCom,
- (g) collect statistical information on the Council regulations,
- (h) make recommendations on matters concerning the regulations.

The Constitution and Bylaws Committee reports to the President.

Section 17. *Fellows Committee* – The Fellows Committee is responsible for managing the IEEE Fellow program in the Council. In particular, but not limited to, the Fellows Committee shall:

- (a) solicit member nominations for elevation to the Fellow grade,
- (b) review Fellow nominees on the behalf of the Council for the IEEE Fellows Committee,
- (c) monitor activities concerning the Fellows program,
- (d) report on the Fellows program as requested by the President, the Vice President for Finances, or the AdCom,
- (e) collect statistical information on the Fellows program,
- (f) make recommendations on matters concerning the Fellows program.

The Fellows Committee reports to the President.

Section 19. *Members Activities Committee* – The Members Activities Committee is responsible for overseeing the overseeing the members activities and services as described in the Council Constitution. In particular, but not limited to, the Members Activities Committee shall:

- (a) propose and recommend approval of the Council regulations on members activities,
- (b) define and recommend approval of the annual planning for the members activities,
- (c) prepare and recommend approval of the budget for the members activities,
- (d) stimulate proposals for members activities,
- (e) review proposals for members activities,

- (f) approve Council technical co-sponsorship to members activities, including the Council representative in their organization,
- (g) recommend approval of sponsored and co-sponsored members activities (including organizers and budget),
- (h) monitor members activities, in particular for the sponsored and co-sponsored activities,
- (i) report on members activities as requested by the President, the Vice President for Finances, or the AdCom,
- (j) collect statistical information on the members activities,
- (k) make recommendations on matters concerning the members activities.

The Members Activities Committee reports to the President.

Section 20. *Nominations Committee* – The Nominations Committee is responsible for managing the nominations and the appointment of the AdCom. In particular, but not limited to, the Nominations Committee shall:

- (a) solicit nominations,
- (b) review and select candidates, except those nominated by petition,
- (c) report on the nomination process as requested by the President or the AdCom,
- (d) make recommendations on matters concerning the nominations.

The Nominations Committee reports to the President.

Section 23. *Strategic Planning Committee* – The Strategic Planning Committee is responsible for identifying strategic directions for the development of the Council. In particular, but not limited to, the Strategic Planning Committee shall:

- (a) stimulate and review proposals for long range planning of the Council activities,
- (b) stimulate cooperation with other Organizational Units of the IEEE or other organizations,
- (c) collect and analyze statistical information on the Council activities and their trends,
- (d) analyze the needs of the Council Member Societies and worldwide communities interested in the Council field of interest,
- (e) define and recommend approval of long range planning for the Council,
- (f) make recommendations on the future direction and opportunities for Council activities.

The Strategic Planning Committee reports to the President.

Section 27. *Sub-Committees of the Standing Committees* – Any Standing Committee (except the Nominations Committee) may establish Sub-Committees on specific activities within the Committee itself, with the approval of the Officer to which the Committee reports.

Section 28. *Ad-Hoc Committees* – Ad-hoc Committees may be established by the President to study or advice specific issues.

Section 29. *Representatives* – The Council may establish Representatives in other Organizational Units of the IEEE or other technical organizations, according to the regulations which govern the cooperation with such entities.

The Representatives have the authority which is defined in these regulations and report to the Officer defined by the President.

Section 30. *Schedule for AdCom Elections and Appointments*

One AdCom Member-at-Large per Member Society is appointed each year, plus any vacated positions.

Appointments for President-Elect, Vice President for Education, and Vice President for Publications shall take place in even-numbered years.

Appointments for Vice President for Conferences, Vice President for Finances, and Vice President for Technical Activities shall take place in odd-numbered years.

Appointments for vacated Officer positions, except the Past President, shall take place as soon as possible after the vacation is announced.

Section 31. *Position Incompatibility* – AdCom members may not hold more than one position on the AdCom.

Section 32. *Meetings of the Council AdCom and Committees*

(a) *Locations* – The AdCom or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time. .

(b) *Meeting Call* – The meeting is called by Committee Chairperson whenever needed or when requested either by one fourth of the voting members of the Committee or by two of its voting members, whichever is higher, on notice to all other members.

(c) *Notification* – The Committee Chairperson, or his/her delegate, shall notify the Committee members of the time, place and agenda of the meeting sufficiently in advance of the meeting.

A Committee meeting may be held without notice if waivers of notice signed by all of the voting members are filed, with notation thereof entered in the minutes of the meeting.

(d) *Guests* – For specific items of the agenda the Committee Chairperson may invite experts of the topics concerning those items as guests to attend the portions of the Committee meeting related to those items, except during the executive sessions. The Chairperson shall notify the Committee members of the list of possible guests in advance of the meeting. At any time the Committee may refuse the presence of any of these guests. Guests shall not have the right to propose motions, vote, or preside the meeting.

(e) *Quorum* – A majority of the voting members of the Committee shall constitute a quorum.

(f) *Presiding* – AdCom meetings are presided by the President, if he/she is attending. In the event that the President is absent, the AdCom meetings are presided by –in order of precedence among the AdCom members attending the meeting– a delegate of the President, or the Past President, President-Elect, Vice President for Finances, or the senior Officer of the Council who served longer in the AdCom, or the most senior AdCom member.

The meetings of any other Committee are presided by the respective Committee Chairperson or his/her delegate.

(g) *Roll Call* – A roll call shall be made at the beginning of the meeting, the names of those present shall be recorded and existence of a quorum shall be announced.

(h) *Minutes* – True and faithful minutes of the meeting shall be taken. Minutes will be transmitted to the Committee members and filed by the Council President or his/her delegate.

Minutes of the AdCom meetings shall also be transmitted to the Chairpersons of Standing and Technical Committees, to the Chapter Chairpersons, and to the IEEE Technical Activities Board.

Minutes of the ExCom meetings shall be transmitted to the AdCom members.

(i) *Actions Notification* – The Committee Chairperson shall notify all motions, directives or orders of the Committee to the person, persons, members or affiliates affected.

(j) *Cancellations* – Meetings may be cancelled or changed in time and location only by consent of a majority of the Committee members. Notice of such cancellation or changed date or location shall be given all Committee members.

(k) *Voting* – Proxy voting is not allowed. Individuals holding more than one position on a Committee shall be limited to one vote on each matter being considered by the Committee.

(l) *Majority* – The vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the committee.

(m) *Rule of Order* – In all matters not covered by the Constitution and these Bylaws, the latest revision of the Robert's Rules of Order shall be used to conduct business at the meetings of the Committees.

(n) *Reimbursement of Expenses* – The Council shall reimburse the actual and necessary expenses for the purpose of attending the AdCom or the ExCom meetings by their respective members and guests. Reimbursed persons attending the AdCom and the ExCom meetings are expected to parsimoniously limit their expenses.

Authorization for reimbursements of expenses incurred for attending a meeting of any other Committee shall be obtained from the President, with the concurrency of the Vice President for Finances, before the meeting is called. No expense shall be reimbursed to Committee members and guests without such authorization obtained in advance.

Section 33. *Actions of the Council AdCom, ExCom and Committees without a meeting*

(a) *Activities* – The AdCom, ExCom or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of **all** the voting members of the AdCom, or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the [governing body] or any committee thereof.

(b) *Voting* – Proxy voting is not allowed. Individuals holding more than one position on a Committee shall be limited to one vote on each matter being considered by the Committee.

The vote shall be cast or promptly confirmed in writing or by electronic transmission. Electronic transmission means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may

be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

The votes allowed shall be: “in favor”, “against”, “abstain”, and “postpone to a meeting”. Committee members who did not cast a vote by the possible deadline shall be considered to have voted “abstain”.

- (c) *Deadline* – A deadline may be defined to cast the votes.
- (d) *Majority* – An affirmative vote of a majority of all the voting members of the committee shall be required to approve the action. If a higher majority is required for specific action by the Council Constitution or these Bylaws, this higher majority must be computed on all the voting members of the committee.
- (e) *Summary* – At the end of the voting, the Committee Chairperson shall send a summary of the results to the Committee members and filed by the Council President or his/her delegate. The summary will report the motion, the vote cast by each Committee member, the non-cast votes, and the final outcome.
The vote summary shall be reported by the Committee Chairperson during a subsequent meeting.
- (f) *Ballots* – The writings and/or the electronic transmissions of the above Pt. b shall be filed till the summary of the vote has been distributed to the Committee members. Then they can be destroyed since the summary constitutes the official record of the votes.

ARTICLE XII – VACANCIES

Section 1. *Vacancy reasons*

- (a) The vacancy among the members of any Committee can be declared for reasons which do not depend on the member namely: death, long-term incapacitation, resignation, or termination of IEEE or Member Societies memberships when required for eligibility.
- (b) The vacancy among the members of any Committee can be declared for reasons which depend on the member namely: inactivity, incapacity, actions not in the Council interest, conflict of interests, or indignity.
- (c) An AdCom member who misses two consecutive meetings of the AdCom in the absence of extenuating circumstances is considered inactive and his/her position vacant. The extenuating circumstances shall be determined by the remaining members of the AdCom.

Section 2. *Vacation notice* – In the case a vacation is proposed for a reason defined in Art. XII Sect. 1 Pts. B or C, notice of such proposed action shall be given to the delinquent person at least fifteen days before any decision is taken.

Section 3. *Vacation of AdCom Members-at-Large*

- (a) A position of AdCom Member-at-Large shall be declared vacant:
 - (i) either with an affirmative vote of at least two-thirds of the AdCom members who are present at the meeting,
 - (ii) or with a procedure initiated by petition by the voting members of the Member Society which the Member-at-Large represents. The petition signed by at least

10% of the voting members moving for the removal of an AdCom Member-at-Large shall be submitted to the IEEE. A ballot on such motion shall be submitted by the President to the voting members of the Council. The AdCom Member-at-Large shall be removed if the majority of the ballots cast are to remove.

- (b) A vacated AdCom Member-at-Large position shall be filled for the remaining portion of its term. When a within-term Member-at-Large vacancy occurs, the Council's President shall request the respective Member Society to appoint a representative to complete the unexpired term.

Section 4. *Vacation of AdCom's appointees*

- (a) Any position appointed by the AdCom shall be declared vacant with an affirmative vote of at least two-third of the AdCom members who are present at the meeting.
- (b) A vacated President, President-Elect, or Vice President position shall be filled for the remaining portion of its term by AdCom appointment, deliberated as soon as possible.

Section 5. *Vacation of President's appointees* – Any position appointed by the President shall be declared vacant by the President himself.

Section 6. *Vacation of Committee Chairpersons' appointees* – Any position appointed by a Chairperson of a Committee shall be declared vacant by such a Chairperson.

ARTICLE XIII – NOMINATIONS AND APPOINTMENTS

Section 1. *AdCom Members-at-Large*

- (a) *Eligibility* – All members of the Member Societies at any IEEE grade of membership higher than Student member and in good standing at the time of the appointment are eligible to be appointed as AdCom Members-at-Large to represent the Societies of which they are members, except in the cases listed hereinafter.

Not more than two consecutive full terms as AdCom Member-at-Large are permitted: eligibility is restored after a lapse of one year.

The Chairperson of the Nominations Committee is not eligible to be appointed to the AdCom during his/her term.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

A member of the Nominations Committee is not eligible except and unless the nominator is not a member of the Nominations Committee. The nominee must resign from the Nominations Committee prior to its first meeting of the year in which the appointment shall be made.

- (b) *Appointment* – Each Member Society shall appoint the AdCom Council's Membersat-large who represent this Society among the eligible persons.

The President of the Member Society shall inform the Council President of the appointments.

The Council President shall transmit the names of the appointed AdCom Membersat-Large to the IEEE.

- (c) *Holding office* – The newly appointed AdCom Members-at-Large shall assume office on January 1 of the year for which they have been appointed or as soon thereafter as feasible.
At the end of their term, they shall continue in office until the new AdCom Members-at-Large appointed by the corresponding Member Society have been duly appointed and have taken office.
- (d) *Term of office* – The term of office of the AdCom Members-at-Large is two years. During the first year of the Council, the term of office of one of the AdCom Members-at-Large appointed by a Member Society is one year; the Member Society shall identify who is the Member-at-Large having this reduced term.

Section 2. *Officers*

- Eligibility for Vice Presidents -

All members of the Member Societies, who are IEEE Members or higher grades in good standing at the time of the appointment, are eligible to be nominated as Vice President, except in the cases listed hereinafter.

Each Vice President, with the exception of the Vice President for Finances, may serve a maximum of two consecutive full terms in such a vice presidency; eligibility is restored after a lapse of one year.

The Chairperson of the Nominations Committee is not eligible to be nominated as a Vice President during his/her term.

A member of the Nominations Committee is not eligible to be nominated as a Vice President, unless the nomination is not made by a member of the Nominations Committee and the member resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

Eligibility for President-Elect –

All members of the Member Societies, who are IEEE Members or higher grades in good standing at the time of the appointment, are eligible to be nominated as President-Elect, except in the cases listed hereinafter.

The President is not eligible two years from the end of his/her presidency.

The Chairperson of the Nominations Committee is not eligible to be nominated as President-Elect during his/her term.

A member of the Nominations Committee is not eligible to be nominated as President-Elect, unless the nomination is not made by a member of the Nominations Committee and the member resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

- (a) *Eligibility for President* – If the President position was vacated according to Art. XII Sect. 1 Pts. B or C, all current Officers are eligible to be nominated as President.
- (b) *Nominations* – The Nominations Committee shall solicit nominations to Officers from the membership of the Member Societies, AdCom, other Standing Committees, Technical Committees, and Editorial Boards. These nominations shall be submitted to the Chairperson of the Nominations Committee.

The Nominations Committee may nominate candidates to Officers.

The Nominations Committee shall select candidates from the above nominations to Officer positions to be considered by the AdCom.

The Nominations Committee shall inform the members of the Member Societies that nominations can be made by petition signed by two third of the Member Societies voting members and submitted to the Council President. The Council President shall add the nominees via petition to those selected by the Nominations Committee for AdCom consideration in accordance with the IEEE Petition Guidelines.

Additional nominations from the floor at the AdCom meeting in which the appointments will be voted may also be made, if each nomination is seconded. Nominees shall be consulted prior to the nomination to verify their willingness to serve as Officers.

The following additional nominations will automatically occur in the same AdCom meeting during the appointment procedure described below: if a candidate for an Officer position is not appointed in that position, he/she is automatically nominated for the Officer position of the immediately subsequent appointment in the same AdCom meeting. Candidates who are automatically nominated shall be consulted prior to the appointment to verify their willingness to serve in that position.

- (c) *Appointment for Vice Presidents and President-Elect* – Appointments of Officers shall be announced in the agenda of the AdCom meeting in which they will take place.

The order of the ballots for the Officers who shall be appointed in the same AdCom meeting is: President, President-Elect, Vice President for Finances, Vice President for Publications, Vice President for Conferences, Vice President for Technical Activities, and Vice President for Education.

For each office, the candidate with the majority of votes shall be declared the winner. In the case of a single candidate for an office, if he/she does not receive the majority of votes, the ballot is repeated; if no majority is reached by the third ballot in the same AdCom meeting, nominations will be reopened and a new AdCom meeting shall be called to make the appointment.

In the case of multiple candidates for an office, if no candidate receives the majority of votes, the candidate with the lowest vote count will be dropped from further consideration and the ballot repeated. If more candidates have the same lowest count, a special ballot shall be performed only among them to identify the candidates that will be dropped from consideration: such candidates are those with the same lowest count in this special ballot.

The President shall transmit the names of the appointed Officers to the IEEE.

If an appointed Officer fails to accept office or disapproval is received from IEEE, the nominations will be reopen and a new AdCom meeting shall be called to make the appointment.

The President shall arrange for the transfer of responsibility between Officers.

- (d) *Appointment for President* – At the end of his/her term, the President-Elect becomes automatically the President.

If the President position was vacated according to Art. XII Sect. 1 Pts. B or C, the AdCom appoints the new President by following the procedure for appointing the President-Elect.

- (e) *Appointment for Past President* – At the end of his/her term, the President becomes automatically the Past President.

- (f) *Holding office* – Office shall be assumed:

- by the President-Elect and the Vice Presidents (except the Vice President for Finances) on January 1 of the year immediately following their respective appointments
- by the Vice President for Finances on January 1 of the second year immediately following his/her appointment

or as soon thereafter as practicable.

If an Officer has been appointed to fill in a term due to vacancy, he/she shall take office as soon as practicable.

An appointed Officer whose term begins before the end of the term of a possible other Council office shall resign from such a previous position before taking the new office.

The Officers, except the President-Elect, shall continue in office after the end of their respective term until the new corresponding Officer has been duly appointed and has taken office.

- (g) *Term of office* – The term of office of the President, the Past President and the Vice Presidents is two years. The term of office of the President-Elect is one year. Not more than two consecutive full terms as the same Officer position are permitted; eligibility is restored after a lapse of one year.

Section 3. *Chairpersons of the Awards Committee, Constitution and Bylaws Committee, Fellows Committee, Members Activities Committee, Standards Committee, Strategic Planning Committee, Technical Committees, Sub-Committees of the Standing Committees, and Ad-Hoc Committees*

- (a) *Eligibility for Chairpersons of the Awards Committee, Constitution and Bylaws Committee, Members Activities Committee, Standards Committee, Strategic Planning Committee, Technical Committees, Sub-Committees of the Standing Committees, or Ad-Hoc Committees* – All members of the Member Societies at any IEEE grade of membership higher than Student member and in good standing are eligible to be nominated as Chairpersons of these Committees, except in the cases listed hereinafter. No more than four consecutive full terms as Chairperson of the same Committee are permitted; eligibility is restored after a lapse of one year.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

- (b) *Eligibility for Chairpersons of the Fellows Committee* – All members of the Member Societies at IEEE Fellow grade of membership and in good standing are eligible to be

nominated as Chairperson of the Fellows Committee, except in the cases listed hereinafter.

No more than four consecutive full terms as Chairperson of the Fellows Committee are permitted: eligibility is restored after a lapse of one year.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

- (c) *Appointment for the Chairpersons of Awards Committee, the Constitution and Bylaws Committee, the Fellows Committee, the Members Activities Committee, and the Strategic Planning Committee* – The President appoints the Chairpersons of these Committees with the agreement of the ExCom.
- (d) *Appointment for the Chairpersons of the Standards Committee and the Technical Committees* – The President appoints the Chairpersons of these Committees after having consulted the ExCom and with the agreement of the Vice President for Technical Activities. If no agreement is reached on any of these appointments, such appointment will be performed by ExCom.
- (e) *Appointment for the Chairpersons of the Sub-Committees of Standing Committees* – The President appoints the Chairpersons of these Committees after having consulted the ExCom and with the agreement of the Committee Chairperson. If no agreement is reached on any of these appointments, such appointment will be performed by ExCom.
- (f) *Appointment for the Chairperson of the Ad-Hoc Committees* – The President appoints the Chairpersons of these Committees.
Appointments will be performed after having consulted the ExCom.
- (g) *Holding office* – The Chairpersons of the Awards Committee, the Constitution and Bylaws Committee, the Fellows Committee, the Members Activities Committee, the Standards Committee, the Strategic Planning Committee, the Technical Committees, the Sub-Committees of Standing Committees, and the Ad-Hoc Committees shall assume office on January 1 of the year for which they have been appointed or as soon thereafter as practicable.
At the end of their term, they shall continue in office until the new Chairpersons have been duly appointed and have taken office.
- (h) *Term of office* – The term of office of the Chairperson of the Awards Committee, the Constitution and Bylaws Committee, the Fellows Committee, the Members Activities Committee, the Standards Committee, the Strategic Planning Committee, the Technical Committees, and the Sub-Committees of Standing Committees is one year. The term of office of the Chairperson of an Ad-Hoc Committee expires either when the committee is dissolved or at the end of the calendar year for which he/she has been appointed, whichever comes first.

Section 4. *Editors-in-Chief*

- (a) *Eligibility* – All members of the Member Societies at any IEEE grade of membership higher than Student member, who served for at least one year during the five years prior to the year of the appointment in the Editorial Board of any IEEE journal or magazine and are currently members in good standing both of the IEEE and any of the

Member Societies, are eligible to be nominated Editor-in-Chief of a journal or magazine sponsored by the Council, except in the cases listed hereinafter.

Not more than two consecutive full terms as Editor-in-Chief of the same journal or magazine are permitted: eligibility is restored after a lapse of one year.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

- (b) *Nominations* – The President nominates the Editor-in-Chief for each IEEE journal or magazine sponsored by the Council after having consulted the ExCom and with the agreement of the Vice President for Publications. If no agreement is reached, such nomination will be performed by ExCom.
- (c) *Appointment* – The AdCom appoints the Editors-in-Chief of IEEE journals or magazines sponsored by the Council.
Appointments of Editors-in-Chief shall be announced in the agenda of the AdCom meeting in which they will take place.
The President shall transmit the names of the appointed Editors-in-Chief to the IEEE. If an appointed Editor-in-Chief fails to accept office or disapproval is received from IEEE, the nominations will be reopened and a new AdCom meeting shall be called to make the appointment.
The Vice President for Publications shall arrange for the transfer of responsibility between Editors-in-Chief.
- (d) *Holding office* – The Editor-in-Chief of any of the IEEE journal or magazine sponsored by the Council shall assume office on January 1 of the year immediately following his/his appointment or as soon thereafter as practicable.
An Editor-in-Chief shall continue in office at the end of his/her term until the new Editor-in-Chief has been duly appointed and has taken office.
- (e) *Term of office* – The term of office of the Editor-in-Chief is three years.
- (f) *IEEE journals and magazines co-sponsored or technically co-sponsored by the Council* – Nomination, appointment, assuming office, and continuing in office of the Editors-in-Chief of IEEE journals or magazines co-sponsored or technically cosponsored by the Council will be performed according to the memorandum of understanding approved and signed by all co-sponsoring entities.

Section 5. *Nominations Committee*

- (a) *Chairperson* – The Chairperson of the Nominations Committee is the Past President. In the event of incapacity or conflict of interest of the Past President, the most recent Past Chairperson of the Nominations Committee available and allowed by the Constitution and these Bylaws shall be the Chairperson of the Nominations Committee. Under extenuating circumstances, the AdCom shall appoint a different individual, allowed by the Constitution and these Bylaws, as Chairperson of the Nomination Committee.
- (b) *Composition* – The Nominations Committee consists of the Chairperson and three additional members appointed by the AdCom. At least two of the four members shall

not be AdCom members. No Officer, except the Past President, may serve on the Nominations Committee.

The Chairperson and the three additional members of the Nominations Committee must be IEEE Graduate Student Member or higher grades and members of any Member Society, in good standing at the time of the appointment. A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, is not eligible as Chairperson or member of the Nominations Committee for three years following the year in which he/she was removed from office.

- (c) *Eligibility to AdCom positions* – The Chairperson of the Nominations Committee shall not be eligible to be appointed as Member-at-Large of the AdCom during his/her term of service.

The Chairperson or a member of the Nominations Committee may be nominated for an Officer position only on the following conditions: (i) the nomination is not made by the Chairperson or a member of the Nominations Committee and (ii) the prospective candidate resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

- (d) *Holding office* – The Chairperson and the members of the Nominations Committee shall assume office on January 1 of the year for which they have been appointed or as soon thereafter as practicable.

At the end of their term, they shall continue in office until the new Chairperson and the new members have been duly appointed and have taken office.

- (e) *Term of office* – The term of office of the Chairperson (if different from the Past President) and the members of the Nominations Committee is one year.

Section 6. *Members of Standing Committees (except Nominations Committee), Technical Committees, Editorial Boards, Sub-Committees of the Standing Committees, and Ad-Hoc Committees*

- (a) *Appointment* – The President appoints the members of any of these Committees with the agreement of the respective Chairperson. If no agreement is reached on any of these appointments, such appointment will be performed by ExCom.

- (b) *Holding office* – The members of these Committees shall assume office on January 1 of the year for which they have been appointed or as soon thereafter as practicable. At the end of their term, they shall continue in office until the new members have been duly appointed and have taken office.

- (c) *Term of office* – The term of office of the members of the Standing Committees (except the Nominations Committee), the Technical Committees, Editorial Boards, and the Sub-Committees of the Standing Committees is one year.

The term of office of the members of an Ad-Hoc Committee expires either when the committee is dissolved or at the end of the calendar year for which they have been appointed, whichever comes first.

Section 7. *Council Representatives in IEEE and TAB Committees*

- (a) *Eligibility* – All members of the Member Societies at any IEEE grade of membership higher than Student member and in good standing are eligible to be nominated as

Council Representatives in IEEE and TAB Committees, except in the cases listed hereinafter.

Not more than four consecutive full terms as the same Representative are permitted: eligibility is restored after a lapse of one year.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

Eligibility may be further restricted by the regulating documents of the Committee to which the Representative is appointed.

- (b) *Appointment* – The President appoints the Council Representatives in IEEE and TAB Committees after having consulted the ExCom.

The President shall transmit the names of the appointed Council Representatives to the IEEE.

The President shall arrange for the transfer of responsibility between Representatives.

- (c) *Holding office* – The Representative in any IEEE and TAB Committee shall assume office according to the regulations of that Committee.

- (d) *Term of office* – The term of office of Representatives expires at the end of the calendar year for which they have been appointed.

Section 8. *TAB Alternate of the President*

- (a) *Eligibility* – All Council Officers and previous Council Officers in good standing are eligible to be nominated as TAB Alternate of the President, except in the cases listed hereinafter.

Not more than four consecutive full terms as TAB Alternate of the President are permitted: eligibility is restored after a lapse of one year.

A candidate, whose former position in the Council was vacated according to Art. XII Sect. 1 Pts. B or C, shall not be eligible for three years following the year in which he/she was removed from office.

- (b) *Appointment* – The President appoints his/her TAB Alternate.

Appointment will be performed after having consulted the ExCom.

- (c) *Holding office* – The TAB Alternate of the President shall assume office as soon as practicable in the year for which the appointment has been made.

- (d) *Term of office* – The term of office of TAB Alternate expires at the end of the calendar year for which he/she has been appointed.

ARTICLE XIV – REFERENDUM

Section 1. A referendum may be initiated by the AdCom or by a petition to the President by at least two percent of the members of the Member Societies. More than one question may be included on any ballot.

ARTICLE XV – RESOLUTION OF CONFLICTS

Section 2. To solve a conflict in the Council the President shall appoint an ad-hoc committee. If the President is conflicted, the appointment shall be made according to the line of succession defined in Art. IX, Sect. 11.

All members of the ad-hoc committee shall be non-conflicted.