

# Constitution of the IEEE Information Theory Society

Amended September 25, 1999

## Article I. Name and Object

**Section 1.** This organization shall be known as the IEEE Information Theory Society (IT-12).

**Section 2.** Its objective shall be scientific, literary, and educational in character. The Society shall strive for the advancement of the theory and practice of electrical engineering and of the allied arts and sciences, and the maintenance of a high professional standing among its members, all in consonance with the Constitution and Bylaws of the IEEE and with special attention to such aims within the interest of the Society as are herein after defined.

**Section 3.** The Society shall promote close cooperation and exchange of technical information among its members and to this end shall publish a journal, hold meetings for the presentation of papers and their discussion, and shall study and provide for the needs of its members and affiliates.

## Article II. Field of Interest

**Section 1.** The field of interest of the Society is the processing, transmission, storage, and use of information, and the foundations of the communication process. It specifically encompasses theoretical and certain applied aspects of coding, communications and communications networks, complexity and cryptography, detection and estimation, learning, Shannon theory, and stochastic processes.

**Section 2.** The field of interest of the Society may be enlarged, reduced, or shifted moderately, as the needs of the occasion indicate, with the provision that

such revisions shall be processed as an amendment to this Constitution.

### **Article III. Membership**

**Section 1.** IEEE members in any grade will become members of the Society upon application and payment of fee as prescribed in the Bylaws.

**Section 2.** The Society may have Affiliate and Honorary Members as prescribed in the Bylaws.

**Section 3.** There may be special categories of membership with appropriate fees as specified in the IEEE Bylaws.

### **Article IV. Financial Support**

**Section 1.** The Society may collect from its members fees as prescribed in the Bylaws.

**Section 2.** The Society may make registration charges at its Society meetings, symposia, conferences and conventions. The registration fee for non-members of the IEEE shall be substantially higher than for IEEE members or Society Affiliates.

**Section 3.** The Society may raise revenues by other means such as advertising, exhibits, and requests for contributions, provided prior approval is given by the IEEE General Manager for those means not explicitly permitted by current IEEE rules and regulations.

### **Article V. Governance**

**Section 1.** The Society shall be managed by an Administrative Committee (AdCom) which shall be known as the Board of Governors consisting of 18 elected members of the Society, plus additional statutory members as specified

in the Bylaws.

**Section 2.** The terms of office of the elected members of the Board of Governors shall be 3 years, one-third of the members being elected each year. The Board of Governors shall annually elect one of its members as President, another as 1st Vice-President, and another as 2nd Vice-President, and their terms shall be for one year. A Secretary and Treasurer shall be appointed by the President annually for a one-year term with the approval of the Board of Governors. The Secretary and Treasurer need not be elected members of the Board of Governors. They will become voting members of the Board of Governors if they had not been so previously.

**Section 3.** The newly elected President and Vice-Presidents and members of the Board of Governors shall assume office on the first day of January.

**Section 4.** The President, under direction of the Board of Governors, shall have general supervision of the affairs of the Society. He/she shall preside at the meetings of the Board of Governors and at the Annual Meeting of the Society and have such other powers and perform such other duties as may be provided in the Society Bylaws or as may be delegated to him/her by vote of the Board of Governors. In the absence or incapacity of the President, his/her duties shall be performed by the 1st Vice-President or if he/she is not available, by the 2nd Vice-President.

**Section 5.** The President or his/her appointee shall be responsible for sending out notices according to plans delineated by the Board of Governors or laid out by the Society Bylaws, he/she shall prepare the agenda for all meetings of the Board of Governors and general meetings of the Society, and he/she shall perform such other activities as may be required by the Board of Governors, the Technical Activities Board, or the IEEE Bylaws.

**Section 6.** The President, as soon as expedient after election, shall appoint standing committees provided by the Bylaws. Other committees must be authorized by vote of the Board of Governors and shall be appointed by the President. Members appointed shall serve until their successors are appointed or the committee is dissolved.

**Section 7.** Organizational entities subordinate to the Board of Governors may be formed as described in the Bylaws.

**Section 8.** The President of the Society is a member of the IEEE Technical Activities Board and when notified of a meeting of said Board, he/she shall insure representation of the Society at such a meeting by himself/herself or by an alternate. If an alternate cannot be found, the President may present the views of the Society by letter or proxy.

**Section 9.** The Board of Governors may utilize the services of IEEE headquarters as bursar for all or part of the Society funds. If any part of the Society funds is received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to the provisions of the Society Bylaws and to any special limitations imposed by the Board of Governors.

**Section 10.** Neither the Society nor any officers or representatives thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE, except within prior approved budgets.

#### **Article VI. Nomination and Election of the Board of Governors**

**Section 1.** Election of the members of the Board of Governors shall be by a method detailed in the Bylaws, which method shall include a suitable provision for additional nominations by other Society members or a secret ballot by the

Society members attending a meeting of the Society for which a 3 week notice of the coming election shall have been given. Names of elected officers shall be reported to the IEEE Secretary of the Technical Activities Board.

**Section 2.** Within-term vacancies of the Board of Governors shall be filled by appointments for the unexpired terms that are made by the remainder of the Board.

## **Article VII. Meetings**

**Section 1.** The Society may hold meetings, conferences, symposia, or conventions either alone or in cooperation with sectional, regional, or national convention committees of the IEEE, or other technical organizations subject to IEEE rules and regulations.

**Section 2.** Meetings, conferences, symposia or conventions of the Society shall be open on an equal basis to all members of the IEEE. The Society may not sponsor or co-sponsor a meeting which is subject to security clearance.

**Section 3.** The Board of Governors shall hold at least two meetings each year, one of which shall be designated as the "Annual Meeting of the Society". Other meetings of the Board of Governors shall be held at such times as are found necessary and/or convenient. Meetings of the Board of Governors may be called by the President of the Society at his/her own discretion, and must be called upon request by two other members of the Board.

~~**Section 4.** One-third of the members of the Board of Governors shall constitute a quorum.~~

**Section 4.** [Ref: IEEE "MUST HAVES" 1.] Quorum. A majority of the voting members of the Board of Governors shall constitute a quorum. Similarly, for any committee thereof, a majority of the voting members shall constitute a

quorum.

~~**Section 5.** A majority of the votes cast by those members of the Board of Governors attending a meeting shall be necessary for the conduct of its business, except as otherwise provided in this Constitution and Bylaws.~~

**Section 5. [Ref: IEEE “MUST HAVES” 2.a) ]** A vote by a majority of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall constitute an act of the Board of Governors, or any committee thereof, except as otherwise provided in this Constitution and the Bylaws.

~~**Section 6.** Business of the Board of Governors may be handled by correspondence, telephone, computer mail, or other media where in the opinion of the President matters requiring action can be adequately handled in that manner. A majority of the members of the Board is necessary for approval of actions handled in this manner.~~

**Section 6. [Ref: IEEE “MUST HAVES” 2.b) ]** The Board of Governors or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.

**Section 7. [Ref: IEEE “MUST HAVES” 2.c) ]** The Board of Governors or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the voting members of the Board of Governors or any committee thereof shall be required to approve the action. The vote shall remain open for two weeks. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Board of Governors or any committee thereof. “Electronic transmission” means

any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

**Section 8. [Ref: IEEE “MUST HAVES” 2.d] ]** Voting. Individuals holding more than one position on the Board of Governors or any committee thereof, shall be limited to one vote on each matter being considered by the Board of Governors or committee.

**Section 9. [Ref: IEEE “MUST HAVES” 2.e] ]** Proxy voting is not allowed in decisions of the Board of Governors or any committee thereof.

#### **Article VIII. Publication**

**Section 1.** Publications undertaken by the Society shall be subject to IEEE policies and to further guidance or controls prescribed by the Board of Governors or its duly appointed committees. The Society shall be responsible for the financial aspects of its publication program.

**Section 2.** The Board of Governors shall direct the appointment of such editors as may be required to implement the publications program.

#### **Article IX. Amendments**

**Section 1.** Amendments to this Constitution may be initiated either by petition submitted to the President by 100 members of the Society, or by a two-thirds majority vote of the Board of Governors. Each proposed amendment will be transmitted for endorsement to the IEEE Technical Activities Board (TAB) and then via TAB to the Executive Committee of the IEEE for approval. If approved by the Executive Committee, the proposed amendment shall be published in the Society Newsletter, or otherwise publicized by direct mailing to the membership with notice that it goes into effect unless at least 1% of the voting

members of the Society object, in writing, within 60 days, to the designated IEEE office. If such objections are received, a copy of the proposed amendment shall be mailed, with a ballot, to all voting members of the Society at least 60 days before the date appointed for return of the ballots, and the ballots shall carry a statement of the time limit for their return to the IEEE office. Approval of the amendment by at least two-thirds of the ballots legally cast shall be necessary for its enactment.

**Section 2.** Suitable Bylaws to this Constitution may be adopted by 2/3 vote of the Board of Governors in meeting assembled, provided that notice of the proposed change has been sent to each member of the Board of Governors at least 3 weeks prior to such a meeting, or a Bylaw may be changed by unanimous vote of the members of the Board of Governors either in meeting assembled or by communication from the President to each member and vote received through such communication. No Bylaw shall take effect until a copy has been mailed to the Technical Activities Board Secretary of the IEEE.

**Section 3.** All amendments to the Constitution or Bylaws shall become effective 30 days after all necessary approvals and notifications unless a later date has been specified at the time the vote is taken.