

CONSTITUTION AND BYLAWS "MUST HAVES"

During this initial phase of implementation, the following 5 "Must Haves" have been identified as required policies for Society/Council Constitution and Bylaws. These policies need to be incorporated into S/C governance documents within 18 months (December 2007) in order to ensure S/Cs operate in compliance with IEEE policies. Suggested wording from IEEE Constitution and Bylaws and IEEE Policies Manual has been provided.

1. Quorum. A majority of the voting members of the [governing body] or any committee thereof shall constitute a quorum. (Ref: IEEE Bylaw I-300.5)
2. Action of the [governing body] and committees thereof. (Ref: IEEE Bylaw I-300.4)
 - a) 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 [governing body] or any committee thereof.
 - b) The [governing body] 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.
 - c) The [governing body] or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of **all** the voting members of the [governing body] or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the [governing body] 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.
 - d) Voting. Individuals holding more than one position on the [governing body] or any committee thereof, shall be limited to one vote on each matter being considered by the [governing body] or committee.
 - e) Proxy voting is not allowed.
3. Nominations and Appointments Committee (Ref: IEEE Bylaw I-308.1)
 - a. The Chair of the N&A Committee shall be either the past past chair or the immediate past chair of the [governing body] (to be specified by organizational unit). In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the N&A Committee available shall be the Chair of the N&A Committee. With extenuating circumstances, a different individual may be appointed to this position.)

- b. Chairs shall not be eligible to be elected to the [governing body] during their term of service.
- c. At least two-thirds of the voting members of the N&A Committee shall be elected or appointed by the [governing body].
- 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 of the year in which the nomination shall be made.

4. Petition signature requirements (*Ref: IEEE Bylaw I-308.16 and IEEE Policy 13.8.3*)

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the 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 in accordance with IEEE Bylaws 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.

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

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

- 5. Insert "IEEE" before "Executive Director" when referring to IEEE's chief operating officer in all respective governing documents (to differentiate between IEEE's chief operating officer and other positions within the IEEE that carry the same title).

--- 1, 2, 4 implemented in the Constitution; 3 implemented in the Bylaws; 5 N/A