

IEEE Communications Society Bylaws - Article 3 - Officers and Operations

3.1 All officers who are members of the Board of Governors (BoG), Councils, Boards, and Standing and Ad Hoc Committees or are Technical Committee Chairs and Society Representatives must be Members of the Society. The President-Elect and Vice Presidents must be Senior Members or Fellows of IEEE.

3.2 Elected Officers

3.2.1 President-Elect, Vice President - Technical Activities, Vice President - Publications, Vice President - Conferences, Vice President - Member Relations, Vice President - Standards Activities, IEEE Division III Director-Elect, and Members-at-Large of the BoG are elected by direct vote of the voting Members of the Society (see Article 2.2).

- President-Elect will be elected in even-numbered years, and Vice Presidents in odd-numbered years.
- One-third of the total (12) Members-at-Large will be elected annually; Society Members will vote for a set percentage of Members-at-Large each year.
- When an elected officer is elected to another Society position, except President-Elect, during his or her term, he/she will resign from the former position, upon taking office.
- If the President-Elect holds more than one voting position in the BoG or OpCom, he/she will have no more than one vote.
- When an elected officer is elected to the position of President-Elect during his/her term, he/she may continue holding the earlier position through the conclusion of its term or upon entering the position of President, whichever comes first.

3.2.2 Terms of Office

- President-Elect will serve in that capacity the year after his/her election (odd-numbered) and begin a two-year term as President the following year (even-numbered), and then continue for a one-year term as Past President.
- Vice Presidents begin two-year terms in the even-numbered years following their election.
- The term of office for a Member-at-Large is three years.

3.2.3 Eligibility for Re-election

- The President may not be re-elected President for a second term.
- Vice Presidents may be re-elected to the same office for a second consecutive two-year term, but are further ineligible for that office until the lapse of one year.
- A member will be ineligible for a Vice President-level position after being elected for a total of four vice-presidential terms, consecutive or otherwise.
- Members-at-Large may be re-elected as Members-at-Large for a second consecutive three-year term, but are further ineligible for that office until the lapse of one year.

3.2.4 Absence or Incapacity of:

- President - Duties will be performed by the President-Elect (odd-numbered years)/Past President (even-numbered years) and then by the Vice President - Technical Activities, Vice President - Publications, Vice President - Conferences, Vice President - Member Relations, and Vice President - Standards Activities, in that order.
- President-Elect - The term will be fulfilled by the Past President, who will continue in that capacity until a special election is held and a new President-Elect is chosen.
- Vice President or Member-at-Large - Individuals will be identified from the candidate group, in the sequence of the number of votes received, and appointed to serve the remainder of the elected term. If none of these individuals can serve, the vacancy will be filled by action of the BoG upon proposal by the President; a person filling a position in this manner will serve until the position can be filled in the next election.

3.3 Appointed Officers

3.3.1 Treasurer

- Will be appointed by and report to the President.
- Serves for the term of the President.
- Is responsible for assuring sound financial practices, establishing prudent budgetary policies, overseeing preparation and presentation of the Society's budget and working with IEEE on financial matters.

3.3.2 Chief Information Officer (CIO)

- Will be appointed by and report to the President.
- Serves for the term of the President.
- Oversees cost-effective planning, acquisition, maintenance and use of the Society's information systems and networking, databases and telecommunications services.

3.3.3 Directors, Parliamentarian, Standing Committee Chairs, and Ad Hoc Committee Chairs

- Will be appointed by the President (upon the recommendation of a Vice President when appropriate).
- Regional Directors are chosen by the President from lists containing at least two candidates from each region submitted by the respective Regional Board before December 15 of odd-

numbered years. If the respective Board does not submit its list by this deadline the President will make the appointment in consultation with the incoming VP – Member Relations.

- Serves for the term of the President.

3.3.4 Appointments of the Treasurer, Chief Information Officer, Directors, Parliamentarian, and Standing Committee Chairs are made with the approval of the BoG.

3.4 President, President-Elect, and Past President - Responsibilities

3.4.1 In the odd-numbered years, the President-Elect will assist the President in discharging the responsibilities of that office. In the even-numbered years, the Past President will fulfill this role.

3.4.2 The President-Elect begins selecting appointed officers before becoming President. The President is the highest ranking volunteer officer of the Society. He/she is responsible for leading the implementation of strategic actions and directions set by the ComSoc BoG. The President or his/her delegate represents the Society in negotiations with Sister Societies and other similar organizations.

3.4.3 The President will oversee and coordinate handling of ethics and conduct issues involving members, including author misconduct, at the Society level. He will be assisted by the Executive Director and by volunteers with experience in such matters, as needed.

3.5 Vice Presidents - Responsibilities

3.5.1 Vice Presidents are accountable to the President for their areas of responsibility.

3.5.2 Vice President - Technical Activities is responsible for all technical activities and educational services within the Society. Reporting to this Vice President are

- Director – Education
- Chairs – Technical Committees
- Chair – Awards Committee
- Chair – Distinguished Lecturers Selection Committee
- Chair – Fellow Evaluation Committee
- Chair – Emerging Technologies Committee
- Chair – Technical Committees' Recertification Committee
- Chair – GLOBECOM/ICC Technical Content Committee

3.5.3 Vice President – Publications is responsible for all activities of the Society related to print and electronic products, such as journals, magazines, and on-line offerings. Reporting to this Vice President are:

- Director – Journals
- Director – Magazines
- Director – On-Line Content

3.5.4 Vice President – Conferences is responsible for all aspects of technical conferences, workshops, and professional meetings, including conference publications. Reporting to this Vice President are:

- Director – Conference Development
- Director – Conference Operations
- Director – Conference Publications
- Chair – GLOBECOM/ICC Management & Strategy Committee
- Chair – GLOBECOM/ICC Technical Content Committee

3.5.5 Vice President – Member Relations is responsible for all Society activities and programs related to members, chapters, membership development, marketing, and relations with other IEEE and professional societies worldwide, fostering a strong international Society presence, in coordination with the IEEE Division Director. Reporting to this Vice President are:

- Director – Membership Programs Development
- Director – Marketing & Industry Relations
- Director – Sister & Related Societies
- Director – Asia/Pacific Region
- Director – Europe, Middle-East & Africa Region
- Director – Latin America Region
- Director – North America Region

3.5.6 Vice President ? Standards Activities is responsible for overseeing all Society activities and programs related to: (i) fostering technical activities related to relevant current standards that are under development by different standards development organizations worldwide; (ii) identifying opportunities and fostering ComSoc's engagement in new and/or existing standards development projects; (iii) increasing the visibility of ComSoc standards initiatives within IEEE, the wider international standards community, and the broad international community of communications technologists; (iv) using ComSoc standards activities to forge closer ties with ComSoc's other departments and activities within its Field of Interest (FOI); (v) maintaining a close and informed relationship with the IEEE-SA and; (vi) management within ComSoc, according to IEEE governing documents, ComSoc-sponsored IEEE Standards Association (IEEE-SA) projects. Reporting to this Vice President are:

- Director ? Standards Development
- Director ? Standardization Programs Development

The Vice President ? Standards Activities shall be an ex-officio non-voting member of both the Standards Development Board and the Standardization Programs Development Board.

3.6 Board of Governors (BoG)

3.6.1 Officers on the Board of Governors:

Elected (Voting) Officers:

- President
- President-Elect (odd years), immediate Past President (even years)
- Vice Presidents
- Members-at-Large
- Director – IEEE Division III
- Director-Elect ? IEEE Division III (odd years)

Appointed (Non-voting) Officers:

- Directors
- Chief Information Officer
- Parliamentarian
- Treasurer
- Executive Director

3.6.2 The BoG must hold at least two formal meetings annually. Special BoG meetings may be held at the request of the President or any four members of the BoG. A majority of the voting members of the BoG constitutes a quorum. When a quorum is present, a majority vote is necessary to transact business. Proxy voting is not allowed.

- The presiding officer of the BoG shall have no vote on the BoG except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.
- The vote of a majority of the votes cast of the members present and entitled to vote at the time of the vote, provided a quorum is present, shall be the act of the Society.

3.6.3 Annually, the President, Vice Presidents, and Executive Director will submit the coming year's Operating Plans. Progress on these plans will be reviewed throughout the year.

3.6.4 The BoG may meet and act upon the vote of its members in person, by any means of telecommunications, or by combination thereof. The normal voting requirements shall apply when action is taken whereby all persons participating in the meeting can hear each other and view or access presentations at the same time.

3.6.5 For meetings with in-person and remote participants, remote participants who either cannot hear other participants or who are not heard by other meeting participants do not meet the requirements for meeting attendance and, therefore, are not included in quorum calculations or allowed to vote.

3.6.6 Business may be conducted by means other than formally held meetings when the matter can be adequately handled via letter, electronic ballot, electronic mail interchange, etc., referencing Society policies and procedures. A majority vote of the BoG is required for actions so taken.

3.7 Operating Committee (OpCom)

3.7.1 Between formal and special BoG meetings, business will be managed by a subset of the

BoG called the OpCom, consisting of the following:

- President
- President-Elect (odd years), immediate Past President (even years)
- Vice Presidents
- Members-at-Large (three - one from each annually elected group and appointed by the President)
- IEEE Director/IEEE Director-Elect Division III
- Directors
- Chief Information Officer
- Treasurer
- Parliamentarian
- Executive Director

3.7.2 Members of the OpCom who are voting members of the Board of Governors are the only voting members of OpCom.

3.7.3 OpCom will meet twice annually, in person or by other means. Additional meetings may be held at the request of the President or any four members of OpCom. A majority of the voting members of OpCom constitutes a quorum. When a quorum is present, a majority vote is necessary to transact business. Proxy voting is not allowed. Actions of OpCom must be ratified by the full BoG in its next meeting. Routine business items shall be included in the consent agenda of that meeting.

3.7.4 All OpCom members are expected to participate in OpCom meetings with the following exceptions:

- Directors
- Chief Information Officer

These members may participate as determined by the President for each meeting.

3.8 Operations

3.8.1 Minutes of each BoG and OpCom meeting will be distributed to the BoG within 30 days of the meeting. For executive sessions, only motions passed will be included in the BoG and OpCom minutes. Brief executive session minutes will be kept on file in the office of the ComSoc Executive Director.

3.8.2 Members of the BoG and OpCom must receive notice of their formal meetings no less than 21 days prior to the scheduled date.

3.8.3 If a quorum is not present at a duly called BoG or OpCom meeting, actions may be formulated but are not effective until ratified by letter, electronic mail, or conference call. A majority vote of that specific body is required for ratification. Approved decisions will be recorded in the minutes of that meeting.

3.8.4 Business action that is formulated outside of a duly called meeting may be conducted by letter, electronic mail, or conference call, referencing Society policies and procedures. A majority vote of the BoG is required. Approved decisions will be confirmed promptly or in writing or by electronic transmission and recorded in the minutes of the next meeting.

3.8.5 Business at Society meetings shall be conducted according to Robert's Rules of Order (latest revision) unless other rules and procedures are specified in the Not-for-Profit Corporation Law of the State of New York, the IEEE Certificate of Incorporation and IEEE governing documents. The President may designate a Parliamentarian whose ruling on procedures will be requested in cases of conflict.

3.8.6 Councils, Boards, and Committees will hold meetings at the request of the relevant Chair with sufficient frequency to transact Society business with reasonable dispatch.

3.8.7 A Management Retreat may be held annually at the discretion of the President.

3.8.8 BoG members must adhere to decisions of the BoG, unless such decisions violate IEEE or Society constitutions, bylaws or policies.

3.8.9 The BoG may relieve volunteers in appointed/assigned positions of their responsibilities.

3.9 Professional Staff

3.9.1 Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may create an Executive Office supported by IEEE staff. The Society's Executive Office functions to coordinate and carry-out the day-to-day operations, policies and procedures concerning all aspects of the Society's business. The Office also maintains corporate memory and provides ongoing and ad hoc management reports/documents. In addition, the Society's Executive Office serves as one of the Society's primary points of contact for both members and IEEE staff.

3.9.2 Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may determine the budget for the Executive Office. The staff is hired by the IEEE and all conditions of employment will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

3.9.3 The Executive Director is the most senior position on the IEEE staff that supports the Society, and as such, he/she manages and develops, personally and through subordinate management staff, the paid IEEE staff members that support the Society's operations and activities. The Executive director supports the Society President, officers and volunteer leadership to achieve the Society goals. This Executive director reports through the Managing Director, Technical Activities, to the IEEE Executive Director.

3.9.4 The Executive Director serves as BoG/OpCom secretary, assisted by staff members where needed.

