

Proposed BYLAWS Revision

Charles Gager

The following draft includes the changes to the current AESS ByLaws, to add a VP Education and to define the appointment of officers, that were discussed at the last BoG meeting. Several editorial changes that correct minor inconsistencies and clarify the text are also included. All changed text is shown in red in this draft.

The Board will vote on approval of these proposed changes at the October meeting

IEEE AEROSPACE AND ELECTRONIC SYSTEMS SOCIETY(AESS)

BYLAWS (February 1988, Revised *November 2003*)

I Objective

These Bylaws provide additional guidance for the supervision and management of the affairs of the IEEE Aerospace and Electronic Systems Society (AESS), hereinafter referred to as "the Society", in accordance with the Society Constitution.

II Membership

A. All IEEE members shall be eligible for membership in the Society, upon payment of the annual dues.

B. Honorary Membership, exempt from the payment of the annual Society dues, shall be based on the recommendation of the Society Awards Committee, the endorsement of the Society Board of Governors, and the approval of the General Manager of IEEE. Unless specifically limited to a specific term, Honorary Membership shall be for life, provided the individual remains a member of IEEE. The Society shall not be responsible for other IEEE fees of such Honorary Members.

C. Members of other Professional and/or Technical Societies who are not members of IEEE may be accepted as affiliates in the Aerospace and Electronic Systems Society. A list of approved Technical Societies, specifically recognized for membership in AESS by action of the Board of Governors, shall be maintained by the Technical Activities Board (TAB) Staff Secretary of the IEEE. Further, such members may join in accordance with any other provision that may be incorporated in the IEEE Rules and Regulations. Such members may enjoy all of the privileges of membership in the Society, except:

1. IEEE membership is required to serve as President or as a Vice-President of the

Society, or as Chairman or Vice Chairman of a Chapter of the Society,

2. Not more than three members of the Board of Governors of the Society may be non-members of IEEE,

3. IEEE membership is required to receive IEEE benefits that are derived through IEEE membership (as distinguished from membership in the Society) except as approved by the Executive Committee of the IEEE, and

4. Committee Chairman must be a member of IEEE.

D. Any special members (life or other honorary) and affiliates in AESS at the time of its formation continue such membership in the Society regardless of the rules under which such membership was attained.

III Board of Governors

The Board of Governors shall consist of 24 elected Members-at-Large, and the two most recent past Presidents of the Society who are available to serve, with vote. plus ex-officio members without vote, as specified in the Bylaws. *The terms of the 24 Members-at-Large shall be for three years, eight members to be elected each year. Only two consecutive full terms are permitted, but eligibility is restored after a lapse of one year. (Constitution, Article V, Section 3)*

A quorum shall be nine voting members, and all shall have an equal vote. (Constitution, Article V, Section 1 and Article VII, Section 3)

A. All Officers and Standing Committee Chairman, unless elected Members-at-Large, shall be ex-officio non-voting members.

B. Unless otherwise provided, a majority vote of the voting members attending a Board of Governors meeting shall be sufficient for approval of motions.

C. Roberts Rules of Order (revised) shall govern conduct of Board of Governors meetings on all matters not otherwise specified in these Bylaws, the Constitution, or the Procedures.

D. To assure a continuously active Board of Governors, elected members of the Board of Governors who miss three consecutive meetings shall be dropped from membership in the absence of extenuating circumstances. Vacancies thus or otherwise created shall be filled by appointments for the unexpired terms, made by the President with the consent of the Board of Governors.

E. All Board of Governors meetings shall be open to all AESS members.

IV Nomination and Election of the Board of Governors

The Nominating Committee shall be reconstituted by the President on or before 1 February of each year. The Nominating Committee shall consist of a chairman and four or more members of the Society, not more than three-fifths of whom may be members of the Board of Governors.

A. A slate of at least twelve nominees for the eight annual Members-at-Large vacancies on the Board of Governors shall be prepared by the Nominating Committee. Recommendations for such nomination shall be solicited by a letter to the chairmen of all Technical Subgroups, Chapters, and Committees. In addition, the Chairman of the Nominating Committee shall cause to be published to the entire Society a call for nominations at least sixty days before the election meeting of Section IV B. A nominating petition carrying a minimum of 25 names of Society members, excluding students, and describing the nominee's qualifications, shall automatically place that nominee on the slate to be presented to the Board of Governors.

B. At a meeting of the Board of Governors, normally held before the first of June, the Board shall hold elections to fill vacancies in the Board of Governors occurring on the following First of January. Members of the Board of Governors may add nominees to the slate that was prepared to comply with Section IV A. A plurality of votes shall elect. (The Board of Governors may make contingent elections, to be effective if an elected member fails to accept the office or if a disapproval is received from IEEE Headquarters). The names of such elected members shall be published to the Society membership and reported to the IEEE General Manager. The elections shall become final unless refusal to serve or Headquarters disapproval is received within 60 days of such transmittal.

C. The President each year shall issue instructions to the chairman of the Nominating Committee to assure an orderly progression and completion of the election procedures.

D. In the preparation of the slate of nominees and in the election, proper consideration shall be given to geographic representation and to technical interests.

V Officers

At a meeting of the Board of Governors, normally held before the First of November of each year, the Board of Governors shall elect, from among *current* members and members-elect, who will be in office the following year, a President and an Executive Vice-President. The incoming President shall appoint, *with the concurrence of a majority of the Board of Governors*, a Secretary, a Treasurer, and Vice Presidents for Administration, Conferences, *Education*, Membership Affairs, Publications, and Technical Operations. *All officers will take office on the First of January.* Associate Vice Presidents may be appointed by the President for any area where assistance to that Vice President is desirable.

A. The terms of the elected officers shall be for one calendar year. The President and an Executive Vice-President may be re-elected to a second one-year term. After serving for two consecutive years, the President shall not again be eligible for election to the Presidency until three years have elapsed. Appointed officers may be re-appointed indefinitely. All officers shall continue to serve until their successors take office.

B. The elected officers shall prepare a set of plans and objectives as part of their obligation in assuming the responsibilities of their offices.

C. The President shall supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others. The President shall assign the responsibility for supervision of each of the Standing Committees to one of the elected or appointed Officers. The President shall be a member of the IEEE Technical Activities Board and serve as the interface with all IEEE entities, unless he delegates this interface responsibility.

D. The Executive Vice-President shall assume the responsibilities of the President at the request of or in the absence of the President and shall perform such other functions as the President or the Board of Governors shall from time to time direct. The Executive Vice-President shall direct and coordinate the activities of the Standing committees reporting to him.

E. Under the guidance of the President, the appointed Officers (Secretary, Treasurer, and Vice Presidents for Technical Operations, Administration, Conferences, *Education*, Publications, and Membership Affairs) will direct the operations of their areas, described in Sections X through XVII herein. The appointed Officers shall also perform such other functions as the President or the Board of Governors shall from time to time direct.

F. At the first Board of Governors meeting each year, the Board shall establish the order of rank, or precedence, among the appointed Vice Presidents for serving in the absence of the President and the Executive Vice-President. The ranking appointed Vice President shall fulfill the duties of the President or the Executive Vice President in their absence or incapacity.

VI Society Business

The President and the Officers shall conduct the Society's affairs, subject to the advice and consent of the Board of Governors, except where other authorization is specified.

A. No Board of Governor' meetings shall be held to transact business unless each member has been notified at least 20 days prior to the scheduled date of the meeting.

B. If less than a quorum attend a duly called meeting, tentative actions may be taken

which shall become effective upon subsequent ratification, either at a subsequent meeting or by mail, by a majority of the Board of Governor members. Minutes of such a meeting shall be mailed by the Secretary to each Board of Governors member, who shall register his disapproval of any actions taken within thirty days after receiving said minutes, or he shall be deemed to have ratified the actions.

VII Society Funds

A. Society funds shall be derived from annual Society dues, income from Conferences, sale of Conference Records, optional publications such as Transactions, library subscriptions, book broker, interest on investments, etc. The Board of Governors shall establish the annual Society dues and any optional fees.

B. IEEE Headquarters shall act as bursar for all Society funds except as specified hereunder. Billings and receipt of the annual fee shall be via the IEEE Membership and Fiscal Departments. All other fiscal affairs shall be handled through the office of the TAB Staff Secretary.

C. The general committee for a symposium or technical conference may, with the advice and consent of the Board of Governors, authorize the conference/symposium treasurer or fiscal officer to open an account to be used for the deposit and disbursement of funds related to the conference/symposium. In each case, the Board of Governors shall be advised of the name of the bank, the size of the account, the names of the account signatories, and of arrangements for insurance and bonding. The Board of Governors may delegate this authority to the Vice President for Conferences. The conference/symposium fiscal officer shall provide all information to the Board of Governors or its designee necessary to fulfill its fiduciary functions.

D. For other special circumstances, such as co-sponsorship of a conference or symposium, the Board of Governors shall make prudent arrangements to safeguard the Society funds that may be involved.

VIII Committees

A. Standing Committees are formed by vote of the Board of Governors. The President will designate the Society officer who is responsible for the direction of each Standing Committee. Standing Committees will be appointed by the officer who is responsible for the direction of each committee, with the approval of the President. Term shall be for one year or until a successor is appointed, unless another term of office is specified by the Board of Governors. The responsible officer may appoint all or any part of a Standing Committee, or he may appoint only the Chairman and ask him to appoint additional members.

B. Special or ad hoc committees may be created by the President, specifying the

purpose and duration of the committee, the number of members, how the members are to be selected, and the terms of the members.

IX Subgroups

Subgroups are voluntary associations of significant portions of the total Society membership and, hence are not equivalent to appointed Standing Committees. Subgroups may be established by means of petitions or other requests submitted directly to the Board of Governors and with the approval of the Board of Governors.

A. Chapters are subgroups organized on a geographical basis. A Chapter operates as a Committee of its Section. The formation of a Chapter, its activities, and the nomination and election of its officers shall be in accordance with the applicable IEEE Bylaws, the TAB and Section Manuals, and the Section and Chapter Bylaws.

B. Technical Panels are subgroups of Society members interested in symposia, papers, standards and programs addressing specific portions of the technical fields of interest of the Society. The Board of Governors may establish or eliminate Technical panels upon recommendation by the Vice President for Technical Operations.

C. Technical committees are subsets of Technical Panels, addressing smaller portions of the technical fields of interest of a Panel. Technical Committees may be established or eliminated by the Vice President for Technical Operations, upon recommendation of the parent Technical Panel.

X Administration

The Vice President for Administration shall direct and coordinate the activities of the several Standing Committees reporting to him. He shall generally assist the President in administrative matters, such as identifying new areas of activity, preparing and revising the organizational structure, and searching for appropriate personnel to fill various vacancies.

A. The Vice President for Administration shall maintain and distribute, as required, current copies of the Society Constitution, Bylaws, and Procedures.

B. The Vice President for Administration shall initiate and maintain appropriate means of electronic communication, such as IEEE E-mail and electronic bulletin boards, between members, officers and other operating entities of the Society.

XI Conferences

The Vice President for Conferences shall direct and coordinate the Society's activities in Technical Conferences, Conventions, Symposia, and other meetings sponsored or cosponsored by the Society.

A. The Vice President for Conferences shall appoint, with the approval of the President, one or more Directors or Representatives for each Conference sponsored or cosponsored by the Society. The number of such Directors and Representatives, their responsibilities, and durations of office shall be in accordance with the charter or other agreement governing the Conference.

B. The Vice President for Conferences shall coordinate the technical content and schedules of these Conferences, and shall coordinate the review and approval of their budgets by the Society Treasurer, the Board of Governors, and IEEE Headquarters, according to the relative charters or agreements and the guidelines approved by the Board of Governors.

XII Education

The Vice President for Education shall direct and coordinate society activities related to training and continuing education for members and other professionals in the AESS technical fields-of-interest approved by the Board of Governors. In accordance with guidance and policies approved by the Board of Governors, he will work with society chapters, Technical Panels, and Conference Committees to develop and execute programs that will enhance the professional capabilities and currency of present and potential society members.

XIII Membership Affairs

The Vice President for Membership Affairs shall direct and coordinate those activities related to the membership and chapters of AESS in accordance with the guidance and policies approved by the Board of Governors. He shall direct and coordinate the activities of the Standing committees reporting to him.

A. The Vice President for Membership Affairs shall be responsible for the development of society membership and the maintenance of membership records.

B. The Vice President for Membership Affairs shall ensure that the Society Awards, as approved by the Board of Governors, are broadly advertised and impartially awarded.

C. The Vice President for Membership Affairs shall assist and coordinate the operation of AESS Chapters and encourage the formation of new Chapters.

D. The Vice President for Membership Affairs shall be responsible for liaison with the IEEE USAB and its committees on professional activities in which the Society has interest.

XIV Publications

The Society shall sponsor such publications as are recommended by the Vice President for Publications and approved by the Board of Governors.

A. An Editor-in-Chief for each publication and a Business Editor shall be appointed by the Vice President for Publications, subject to the Board of Governors' approval. The Editor-in-Chief for each publication shall appoint additional Editors, as required to effectively conduct publications activities. An Editor-in-Chief or Business Editor may serve indefinitely, subject to mutual agreement with the Vice President for Publications. The compensation for an Editor-in-Chief or Business Editor may be set by the President, with the advice and consent of the Board of Governors.

B. The Vice President for Publications shall be Chairman of the Editorial Review Board.

C. The Associate Vice President for Publications and the AESS Editors-in-Chief (present and *emeriti*), Business Editor, and Administrative Editor shall be members of the Editorial Review Board. Additional members, as needed, may be appointed by the Vice President for Publications.

XV Technical Operations

The Vice President for Technical Operations shall direct and coordinate the activities in the technical fields of interest of the Society in accordance with guidance and policies approved by the Board of Governors. He shall direct and coordinate the activities of the Technical Panels, Standing Committees, and AESS Representatives to IEEE Committees/Other Technical Societies that report to him. He shall maintain an official record of the organizational structure of Technical Panels and Technical Committees of the Society.

A. The Vice President for Technical Operations shall appoint, with the approval of the President, Representatives to those IEEE TAB Committees and to the USAB Technical Policy Committees whose activities the Board of Governors has agreed to support. He will assure that the Representatives report the activities of their Committees to the Society Officers and Board of Governors and that the Representatives provide comprehensive Society positions on issues before their Committees.

B. The Vice President for Technical Operations shall appoint, with the approval of the President, Liaison Representatives to other technical societies whose activities and interests are allied to those of AESS.

XVI Secretary

The Secretary shall be responsible for keeping records of the actions and meetings of the Board of Governors and shall prepare and distribute reports, notices, and documents as may be required by the President and the Board of Governors. The Secretary shall maintain a current roster of all Board of Governors Members, Officers, Standing Committee Chairmen, other AESS officials and volunteers, as requested by the President.

XVII Treasurer

The Treasurer shall direct and coordinate the financial affairs of the Society

A. The Treasurer shall prepare the annual Society Budget (with help of the various Officers and Committees) and monitor performance to budget. He shall observe financial operations of the Society and take appropriate action to see that money is spent wisely and in the best interests of the Society.

B. The Treasurer shall be responsible for keeping financial records of the Board of Governors and shall make periodic reports to the Board of Governors regarding the financial status of the Society. He shall compile financial data, and make recommendations to the various Committees on their budgets and expenses.

C. The Treasurer shall act as consultant to the Treasurers of various Conferences in which the Society is financially involved, reviewing budgets for such Conferences and making suggestions as appropriate.

XVIII Amendments

Amendments to these Bylaws may be made by means of the procedures described in Article IX, Section 2 of the Constitution:

"Suitable Bylaws, and Amendments thereto, may be adopted by a two-thirds vote of the Board of Governors present in a meeting assembled, provided that notice of the proposed Bylaw or Amendment has been given to each member of the Board of Governors at least 30 days prior to such meeting; or a Bylaw or Amendment may be adopted by a two-thirds mail vote of the Board of Governors, provided a 30 day period is provided for such responses. In either event, the proposed Bylaw or Amendment shall be published in the Society Transactions or Newsletter. No Bylaw or Amendment shall take effect until it has been mailed to the Group/Society Secretary of the IEEE and he has obtained approval of the General Manager."