

BYLAWS
of
The Industrial Electronics Society
of
The Institute of Electrical & Electronics Engineers, Inc.

Revised November 4, 2004

1. These Bylaws provide detailed guidance for the supervision of the Industrial Electronics Society (IES) affairs, in accordance with the Society Constitution. Amendments may be made by means of the procedures described in Article VII, of the Constitution.

Suitable Bylaws, and amendments thereto, may be adopted by a two-thirds vote of the Administrative Committee assembled, provided that notice of the proposed Bylaws, or amendment, has been sent to each member of the Administrative Committee at least 30 days prior to such meeting; or a Bylaw, or amendment may be adopted by a two-thirds mail vote of the members of the Administrative Committee, 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 Bylaws, or amendment, shall take effect until it has been published and it has been mailed to the Technical Activities Board (TAB) Secretary of the IEEE, and he/she has obtained approval of the General Manager.

2. Membership: There shall be only one grade of Society membership for all IEEE members, based on the payment of the annual fee prescribed in Bylaw 8.

2.1. Honorary Life Members: Such membership, exempt from the payment of the annual fee, shall be based on the recommendation of the Society Awards Committee, the endorsement of the Society Administrative Committee and the approval of the General Manager of IEEE.

2.2. Affiliates: Affiliation may be based on membership in other Societies that have been recognized for affiliate purposes by specific action of the IEEE Executive Committee. A list of approved Societies will be maintained by the TAB Secretary of the IEEE. Further, affiliates may join in accordance with other provisions that may be incorporated in the IEEE rules and regulations.

A Society Affiliate cannot serve in elective office in the Society or in a Chapter or vote for candidates for these offices. An Affiliate can serve in any appointive office in the Society or a Chapter of the Society. A Society Affiliate is entitled to receive notices of all meetings sent to Society members, to receive copies of publications of the Society, to attend and participate in any function of the Society by payment of IEEE member charges, and to receive any award bestowed upon him by the Society.

A Society Affiliate may not receive any IEEE benefits that are derived through IEEE membership except as approved by the Executive Committee of the IEEE.

2.3. Students: An exception to the annual fee shall be made for students as prescribed by IEEE rules and regulations.

2.4. Special Provisions: Any special members (life or other honorary) and Affiliates of the Society on date of adopting new Bylaws may continue even though their respective attainment of such special membership or affiliation was by a means other than as defined above.

3. Administrative Committee (AdCom): The Constitution provides that the Administrative Committee shall consist of 21 elected Members-at-Large, plus ex-officio members. The term of the elected Members-at-Large is three years with 7 elected each year. A quorum is defined as 7 members. This number may be made up of those actually in attendance plus proxy authorizations.

3.1. The Society President shall be Chair of the AdCom.

3.2. Each retiring Society President shall be designated the Junior Past President, and his/her immediate predecessor shall be designated the Senior Past President. These persons shall serve as ex-officio members with vote. If either or both are elected members-at-large or are appointed a Standing Committee Chair, there shall be only one vote.

3.3. The elected officers, the Transactions editors, the Newsletter editor, the Chairs of all standing committees, the Chairs of all technical committees, Senior Members of the AdCom, and Life Members of the AdCom shall be ex-officio voting members of the AdCom if they are not elected Members-at-Large. The following shall be ex-officio non-voting members, if they are not elected Members-at-Large: Chapter Chairs, Subcommittee Chairs, liaison representatives or other special appointees made by the AdCom Chair.

3.4. Senior Members of the AdCom: Members of the Industrial Electronics Society who have devoted 10 more years of service to the Society as an officer, AdCom Member, Transaction Editor, major conference chair, newsletter editor, and the like, shall be eligible for election as Senior member the AdCom. The Election will be conducted at the Annual Meeting of the Society by the AdCom. Once elected to this office, annual renewal of Senior Member status will be conferred by the President after confirming with the Senior member his/her intent to remain active in Society affairs.

3.5. Life Members of the AdCom: This special category of AdCom membership can be awarded by the AdCom to IES members who have exhibited extraordinary

service and leadership in Society activities. Nominees for this honor shall have been a senior member of the AdCom and have had 30 years of membership in IEEE.

3.6. Unless otherwise provided, a majority vote of the Members attending an AdCom meeting shall be sufficient for the conduct of its business.

3.7. In order to ensure a continuously active AdCom, elected AdCom Members who miss two consecutive meetings will be dropped from membership in the absence of circumstances deemed extenuating by the President. Vacancies thus or otherwise created shall be filled by the appointment for the unexpired terms by the President with the consent of the AdCom.

3.8. Robert's Rules of Order shall govern conduct of AdCom meetings on all matters not otherwise specified in these Bylaws or the Constitution.

4. Nominations and Election of the AdCom: The Nominating Committee shall be reconstituted by the Society President on or before May 1 of each year. The Nominating Committee shall consist of a Chair and three or more members of the Society.

4.1. A slate of nominees for Members-at-Large vacancies of the AdCom, at least one name for each vacancy to occur, shall be prepared by the Nominating Committee. Recommendations for such nominations shall be solicited by a letter to the Chairs of all Technical and Standing Committees. In addition, the Chair of the Nominating Committee shall cause to be published and distributed to the entire Society membership a call for nominations. A nominating petition carrying a minimum of 25 names of Society members, excluding students, shall automatically place that nominee on the slate to be presented to the AdCom.

4.2. The Administrative Committee shall hold a meeting each year during Fall but not later than December 1 at which time elections will be held to fill vacancies in the Administrative Committee. This will occur at the conclusion of old business during the Annual Society Meeting. A plurality of votes shall elect. The Chair will not vote unless a tie exists. The Administrative Committee may hold contingent elections to be effective in case an elected Member fails to accept the office, or a disapproval is received from Headquarters.

4.3. The Society President each year shall issue instructions to the Chair of the Nominating Committee to ensure an orderly progression and completion of the election procedures. In preparation of the slate of nominees and in the election, proper consideration shall be given to each geographical representation and technical interests.

5. Officers: Following the election of incoming AdCom members, the Nominating Committee shall submit nominations for: President-Elect, if the incumbent

President-Elect is to assume the office of President; Vice-Presidents; Secretary; Treasurer; and Assistant Treasurer, to all who will be Members of the AdCom for the succeeding year. A majority shall determine election.

5.1. The term of elected officers shall be one year, commencing with the reorganization of the incoming AdCom. The President may be re-elected to a second term of one year. If not re-elected, he/she shall not again be eligible for election to the Presidency until a lapse of two years; however, in extenuating circumstances the AdCom by a 2/3 present and voting majority may reelect the President to an additional term of one year. The President-Elect shall assume the office of President if the current President is not reelected.

5.2. All officers shall continue to serve until successors take office.

5.3. The President shall supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others.

5.4. The President-Elect shall become President of the Society at the end of the current president's term if the current president is not reelected. The President-Elect shall fulfill the duties of the President in the President's absence or incapacity and perform such other functions as the President of the Society directs. He/She shall coordinate the activities of the functional standing committees. He/She shall fulfill such other functions as the president of the AdCom shall from time to time direct.

5.5. The Vice President for Technical Activities may serve for the President-Elect in his/her absence or incapacity only to the extent requested by the President. The Vice President for Technical Activities shall coordinate the activities of the Technical Committees and shall be responsible for maintaining the technical interest profile of the Society.

5.6. The Vice President for Membership Activities shall have the responsibility for membership development, student activities, chapter activities, Distinguished Lecturer programs, and Society publicity.

5.7. The Vice President for Publications shall have the responsibility for the implementation of all Society publications including the Newsletter and the Transactions and will serve as Chair of the Publication Committee. The Vice-President for Publications shall not be Editor of the Transactions or of the Newsletter.

5.8. The Secretary shall be responsible for keeping the records of the Administrative Committee in the areas commonly ascribable to his/her functions. He/She shall prepare and distribute reports, notices, or other such documents as may be required by the Chair and the AdCom.

5.9. The Treasurer shall be responsible for the financial control and financial records of the Society.

5.10. The Assistant-Treasurer shall provide assistance to the Treasurer and shall fulfill the duties of the Treasurer in his/her absence or incapacity.

5.11. The Vice President for Conference Activities shall have responsibility for coordinating all major workshops, symposia, and conferences sponsored by the Society. He/She shall review all major conference proposals presented for AdCom approval. He/She shall also be the Chair of the Society conferences committee.

5.12. The Vice President for Workshop Activities shall have responsibility for coordinating all small workshops, symposia, and conferences sponsored by the Society. He/She shall review all small conference and workshop proposals presented for AdCom approval.

5.13. The Vice President of Planning and Development shall have responsibility for the development and identification of long term objectives for the IES, establishing long term development direction, establishing strategic plans for IES development, and the analysis and assessment of IES activities.

6. Sub-Groups: Sub-Groups are voluntary association of a significant portion of the total Society membership.

6.1. Chapters: Chapters are permanent sub-groups equivalent to standing committees organized on a geographical basis. This subject is fully treated in the IEEE bylaws and the Groups and Sections Manual.

6.2. Technical Sub-Groups: A Technical Sub-Group may be organized subject to the approval of the AdCom, to cover a specified portion of the field of interest of the Society. Technical Sub-Groups may organize sessions at a Society Symposium or Technical Conference and may also organize separate, specialized symposia. Technical Sub-Groups may organize special issues of the Transactions or a special section in an issue. Any service for Technical Sub-Group members, beyond those provided all Society members, must be paid for by the Technical Sub-Group. If this takes the form of a special assessment, its form and amount must be endorsed by the AdCom and approved by the General Manager of the IEEE.

7. Publications: The Society shall sponsor such publications as are recommended by the Publications Committee and approved by the AdCom. The President with the advice and consent of the AdCom shall appoint the Editor for each publication.

7.1. Term of Office: An Editor may serve indefinitely, subject to mutual agreement with the President.

7.2. Each Editor of the *Transactions* shall be a member of the Publications Committee.

7.3. The Editor of the *Newsletter* shall be a member of the Publications Committee.

7.4. Each Transactions Editor shall be responsible for implementing the publication program defined by the Publications Committee and in accordance with the guidance of this committee and general IEEE rules and regulations, shall designate associate editors, special guest editors, and manuscript reviewers.

7.5. Editorials expenses shall be subject to the review and approval of the Vice President for Publications and the Treasurer, the latter being explicitly responsible for adherence to the annual publication budget.

8. Society Funds: The Society may raise funds as specified in Article IV of the Constitution and in the IEEE Bylaws and Rules and Regulations.

8.1. The annual Society fee shall be established by the AdCom subject to IEEE approval.

8.2. 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 Secretary.

8.3. The General Committee for a Symposium or Technical Conference may, with the advice and consent of the AdCom, authorize the Symposium Treasurer or fiscal officer to open an account to be used for the deposit and disbursement of funds related to the symposium. In each case, the AdCom shall be advised of the name of the bank, the anticipated size of the amount, the names of the account signatories, and of arrangements for insurance and for bonding. Symposia jointly sponsored with other Technical Societies are excluded where a charter of operations with those Societies is approved by the AdCom and the IEEE.

8.4. For other special circumstances, such as co-sponsorship of a Symposium, the AdCom shall make prudent arrangements to safeguard the Society funds that may be involved.

9. Society Business: The President and officers shall conduct the Society affairs subject to the advice and consent of the AdCom, except where other authorization is specified. Periodic meetings for this purpose may be called by the President without notice to or convening of the entire AdCom.

9.1. No AdCom meetings shall be held for the purpose of transacting business unless each Member shall have been sent notice of the time and place of such meeting 10 days prior to the scheduled date of the meeting; provided, however, that if less than a quorum attend a duly called meeting, tentative actions may be taken which will become effective upon subsequent ratification, either at a meeting or by mail, by a sufficient number of Members as to constitute a majority. Minutes of such meetings shall be mailed by the Secretary to each Committee Member who shall register his/her disapproval of any actions taken at such meetings, within ten days after receiving said Minutes, or he/she shall be deemed to have ratified.

9.2. An appropriate order of business at the annual meeting of the Administrative Committee shall be:

9.2.1. Roll Call

9.2.2. Reading of Minutes of previous Annual Meeting

9.2.3. Reading of report on business transacted other than at meetings

9.2.4. Report of Communications

9.2.5. Report of Officers

9.2.6. Report of Committees

9.2.7. Unfinished Business

9.2.8. Report of Nominating Committee including notification of AdCom Member election

9.2.9. Election of officers for succeeding year

9.2.10. New Business

9.2.11. Adjournment

10. Technical Committees: A Technical Committee functions in a specific technical area with a scope to be approved by the AdCom. Technical Committees, covering activities within well defined specially fields, shall be established by the Society President, with the advice and consent of the AdCom, the Chair of each Technical Committee to be appointed by the Society President. It shall be the task of each Technical Committee Chair to solicit and select volunteer members from the Society Membership. A call for volunteers shall be published in the Society Newsletter no less than two months before publication of each Technical Committee's membership.

10.1. Functions: Each Technical Committee shall promote activities in its field and shall provide the expert knowledge and assistance to:

10.1.1. Receive, generate, and review papers within its scope in cooperation with the Transactions Editor.

10.1.2. In cooperation with the Conferences Committee, organize and operate sessions at meetings of IEEE at all levels and at meetings of other organizations with which the IES is desirous of cooperating, in accordance with the rules in effect at such meetings.

10.1.3. Arrange through the Transactions Editor for publishing pertinent papers in IEEE publications.

10.1.4. Generate and develop appropriate standards in its field for processing by the IEEE Standards Committee, through the Society Standards Proposals Committee and otherwise in accordance with institute policies.

10.2. Operations: The operation of each Technical Committee shall be in accordance with the IEEE Technical Activities Manual.

10.3. Standards Coordinating Committee: The functions of the standards Coordinating Committee will be to:

10.3.1. Recommend standards of engineering practices to be followed in the field of Industrial Electronics.

10.3.2. Report to the AdCom on standards in the field of Industrial Electronics that are proposed or established by other organizations.

10.4. Other Technical Committees may be established by the AdCom as required by the Society's operation.

11. Functional Standing Committees: Functional Standing Committees shall be appointed by the Society President or Vice President for Technical Activities, with the advice and consent of the AdCom. It will be discretionary with the Society President to appoint any part or all of any Standing Committee, or to appoint the Chair only of a Committee and request the latter to appoint additional committee members.

The terms of office of a Standing Committee Chair and members shall be for two years or until a successor is appointed.

Special or Ad Hoc Committees may be created by the AdCom. For each such case, the AdCom shall specify the number of members the Committee shall have and how the members are to be selected, and the terms of the members if other than for the life of the Committee. Special or Ad Hoc Committees shall automatically dissolved after two years unless the AdCom sets an expiration date.

11.1. Conferences Committee: The functions of the Conferences Committee will be to:

11.1.1. Solicit and promote the writing of papers on the subject of industrial electronics for the purpose of publication in the Transactions, the Proceedings, or other IEEE media.

11.1.2. Arrange for the review of papers by the appropriate Technical Committee.

11.1.3. In cooperation with the Technical Committees, organize and operate sessions at meetings of IEEE at all levels and at meetings of other organizations with which the IES is desirous of cooperating, in accordance with the rules in effect at such meetings.

11.2. Publicity and Membership Committee: The functions of the Publicity and Membership Committee will be to:

11.2.1. Make contacts with the various sources of publicity such as trade and technical journals, newspapers, radio and TV, etc.

11.2.2. Use the contacts to the best advantage in promoting the interests of the Society concerning its publications, meetings and other activities.

11.2.3. Supply counsel and assistance to the other Committees of IES, particularly those concerned with meetings and symposia.

11.2.4. Supply information to the members and Sections on the IES and advantages of membership in it.

11.2.5. Provide promotional material to the Members, Student Members and Sections and plan membership drives.

11.2.6. Act as liaison with the Section Chapter officers and members for the other staff committees.

11.2.7. Make recommendations to the Administrative Committee on whether to accept a new Society as the basis for allowing affiliate membership.

11.3. Publications Committee: The functions of the Publications Committee will be to:

11.3.1. Solicit or otherwise obtain sufficient quantity of suitable material and technical articles for publication of the Transactions on a regular schedule.

11.3.2. Supervise and otherwise arrange for the publication of the Transactions on this basis.

11.3.3. Solicit and promote the collection of information pertinent to the Society and its activities, and publish a Newsletter on a regular schedule.

11.3.4. Supervise other Society publications.

11.4. Section and Chapter Committee: The function of the Section and Chapter Committee will be to:

11.4.1. Compile information pertaining to the organization of IES Chapters in the Sections.

11.4.2. Disseminate this information to the Sections and to the Publicity and Membership Committee.

11.4.3. Create and promote interest in the Sections for the formation of Chapters of the IES.

11.4.4. Promote a reasonable number of Chapter meetings in areas where Chapters have been organized.

11.4.5. Work with Chapters and Sections to provide plans and methods for promoting successful Chapter meetings.

11.4.6. Assist in providing topics, media or speakers for Chapter meetings and for IEEE Student Branch Chapters.

11.4.7. Obtain and publish a list of speakers for Industrial Electronics and related subjects who are available for appearance at IES Chapter meetings and for IEEE Student Branch Chapters. Such list should contain information about the speaker, subject he/she is qualified to present, and conditions concerning his/her availability.

11.4.8. Cooperate with Sections, or other IES Committee Chairs, in promoting or furnishing qualified speakers for specific meetings.

11.5. Constitution and Bylaws Committee: The function of the Constitution and Bylaws Committee will be to:

11.5.1. Maintain records of the Constitution and Bylaws.

11.5.2. Ascertain that the Constitution and Bylaws are not in conflict with any requirements or rules of IEEE Headquarters.

11.5.3. Make recommended changes in the Constitution and Bylaws as necessary to conform with the developments of the IES, its Administrative Committee, and its membership and mode of operation.

11.6. Nominating Committee: Duties of the Nominating Committee are detailed Sections 4, 4.1, 4.3 and 5 of the Bylaws.

11.7. Awards and Honor Committee: The functions of the Awards and Honors Committee will be to:

11.7.1. Solicit nominations, review nominations and recommend candidates for all awards and prizes in accordance with requirements, requests, and rules and regulations of IEEE Headquarters, both for general IEEE awards and Society awards.

11.8. Fellows Committee: The function of the Fellows Committee is to recommend candidates for the grade of Fellow and evaluate nominations in behalf of the Society.

11.9. Finance Committee: The functions of the Finance Committee with participation of the Treasurer will be to:

11.9.1. Compile financial data, and budget, analyze and make appropriate recommendations to the committees on such items as publication costs, meeting expenses, etc.

11.9.2. Act as consultant and functional supervisor to Treasurers of various meetings held by the Society.

11.9.3. Make periodic reports to the Administrative Committee on the financial status of the Society.

11.9.4. Observe financial operations of the Society and take appropriate actions to see that money is spent or invested wisely and in the best interest of the Society.

11.10. Education Committee: This Committee shall be responsible for the educational guidance of those in the profession through Lecture Series, Symposia, Special Conferences, Continuing Education Activities, Educational Institutional Cooperation, Student Programs, Accreditation Collaboration, Nomination to Outside Organizations, Liaison with other IEEE Organizational Units, especially the Education Activities Board, all of which serve the particular needs of IES Membership.

The functions shall include selection of speakers, programs, facilities, promotion and all other matters that are pertinent to programs that have been previously submitted, budgeted and approved by the Administrative Committee.