

# **IEEE AEROSPACE AND ELECTRONIC SYSTEMS SOCIETY (AESS)**

## **BYLAWS** **Revision 2011**

### **Article I – Name and Purpose**

Section 1: These Bylaws present the policies and procedures 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.

### **Article II – Membership**

Section 1: All IEEE members shall be eligible for membership in the Society, upon payment of the annual dues established by the Board of Governors.

Section 2: Honorary Membership, which is exempt from the payment of the annual Society dues, shall be based on the recommendation of the Society Awards Committee, and the approval of the Society Board of Governors. 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.

Section 3: Members of other Professional and/or Technical Societies who are not members of IEEE may become affiliate members in the Aerospace and Electronic Systems Society. Such members may join as defined by IEEE policy. Such members may enjoy all of the privileges of membership in the Society, except:

- A. IEEE and AESS membership is required to serve as President or as a Vice President of the Society, as an elected member of the Board of Governors, or as Chairman or Vice Chairman of a Chapter of the Society,
- B. All Committee Chairs must be a member of IEEE and AESS. The Technical Panel Chairs and the DLs must also be a member in good standing of the IEEE AESS.

### **Article III – Meetings**

Section 1: Meetings of the AESS Society may be held as defined in the AESS Constitution. Meetings of the AESS Board of Governors shall be held as defined in the Constitution.

Section 2: Special meetings may be called by the President or by any four voting members of the Board of Governors. All members of the Board of Governors shall be given notice of the Special meeting at least 20 days before the date and time. The notice of a Special meeting shall give the date, time, place, and the purpose of the meeting. Notice of meetings to be held by telephone conference shall be sent via telephone, electronic mail, facsimile, or recognized courier service. If the meeting is held by telephone conference or other electronic means, the access information shall be included in the Special meeting notice.

Section 3: Minutes of all Board of Governors meetings shall be distributed to all members of the Board of Governors within one month after the meeting.

Section 4: Members of the Board of Governors shall be reimbursed for actual and necessary expenses for the purpose of attending meetings.

Section 5: 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 telecommunication equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 6: The Board of Governors or any committee thereof may take action without a meeting is 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 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 7: 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 8: Proxy voting is not allowed.

#### **Article IV – Board of Governors**

Section 1: 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. The terms of the 24 Members-at-Large are defined in the Society

Constitution. A quorum shall be defined as one more than half of the eligible voting members of the Board of Governors and all shall have an equal vote. Unless otherwise provided, a majority vote of the voting members attending a Board of Governors meeting, providing a quorum is present, shall be sufficient for approval of motions.

- A. Roberts Rules of Order (latest revision) shall govern conduct of Board of Governors meetings on all matters not otherwise specified in these Bylaws, the Constitution, or the Operations Manual.
- B. 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.
- C. All Board of Governors meetings shall be open to all AESS members.

#### **Article V – Nomination and Election of the Board of Governors**

Section 1: The Nominating & Appointments Committee shall be appointed by the President with approval of the Board of Governors on or before 1 February of each year. The Nominating Committee shall consist of a chair and four or more members of the Society, not more than three-fifths of whom may be members of the Board of Governors.

- A. The Chair of the N&A Committee shall be the immediate past President of the Society. In the event of the incapacity or conflict of interest of the Past President, 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 with approval of the Board of Governors.
- B. The N&A Chair shall not be eligible to be elected to the Board of Governors during their term of service.
- C. The Nominations Committee shall nominate at least two members of the Board of Governors for the offices of President and Executive Vice-President. The current Executive Vice President is normally one of the nominees for President. Additional nominations may be made by members of the Board of Governors.
- 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.

- E. 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 N&A Committee. Recommendations for such nominations shall be solicited by a letter to the chairs of all Technical Groups, Chapters, and Committees. In addition, the Chair 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.
- F. The President each year shall issue instructions to the chair of the Nominating Committee to assure an orderly progression and completion of the election procedures.
- G. In the preparation of the slate of nominees and in the election, proper consideration shall be given to geographic representation and to technical interests.

Section 2: The Nominating Committee shall nominate at least two members of the Board of Governors for the offices of President and Executive Vice President. The current Executive Vice President is normally one of the nominees for President. Additional nominations, with nominee's qualifications, may be made by the members of the Board of Governors, with Board approval. The Nominating committee shall nominate at least one candidate for each of the other officer positions in the Board of Governors organization. Additional nominations, with nominee's qualifications, may be made by the members of the Board of Governors, with Board approval. The terms for all officers are defined in these Bylaws.

Section 3: Petition signature requirements: 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 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 the 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.

Section 4: At a meeting of the Board of Governors, normally held before the first of June, the Board shall conduct an appointment process to fill two of the eight vacancies in the Board of Governors occurring on the following First of January. Members of the Board of Governors may add nominees, with a description of the nominee's qualifications, to the slate that was prepared to comply with the Bylaws, with approval of the Board. A plurality of votes shall elect. Subsequent to this election, the remaining ballot of at least ten candidates shall be sent to the Society membership for election of six additional Members-at-Large. The six candidates receiving the largest number of votes shall be elected to the Board of Governors. The eight new members shall assume office as of 1 January of the following year.

## **Article VI – Officers**

Section 1: At a meeting of the Board of Governors, normally held before the First of November of every other year, the Board of Governors shall appoint, from among current in-term members, a President and an Executive Vice President, who will take office on the First of January of the following year. Such appointment shall occur after selection of the preferred candidate from the proposed slate. At a meeting of the Board of Governors, normally held before the First of November of every year, the Board of Governors shall appoint, from among current members, all Vice Presidents as defined in the Constitution who will take office on the First of January of the Following year. Such appointment shall occur after selection of their preferred candidate from the proposed slate. The President shall annually appoint, with the concurrence of a majority of the Board of Governors, a Secretary and a Treasurer.

- A. The terms of the appointed Officers shall be as follows:
  - a. President – One two-year term, not eligible for reappointment
  - b. Executive Vice President – One two-year term, not eligible for reappointment

- c. Vice President, Conferences – one-year term, eligible for reappointment twice to consecutive terms
  - d. Vice President, Education – one-year term, eligible for reappointment twice to consecutive terms
  - e. Vice President, Finances – one-year term, eligible for reappointment twice to consecutive terms
  - f. Vice President Industry Relations – one-year term, eligible for reappointment twice to consecutive terms
  - g. Vice President Member Services – one-year term, eligible for reappointment twice to consecutive terms
  - h. Vice President Publications – one-year term, eligible for reappointment twice to consecutive terms
  - i. Vice President Technical Operations – one-year term, eligible for reappointment twice to consecutive terms
  - j. Secretary – one-year term, appointed by the President with Board of Governors concurrence, may be re-appointed for two additional one-year consecutive terms
  - k. Treasurer – unlimited term, appointed by the President with Board of Governors concurrence, serves until successor is appointed by the President with Board of Governors concurrence
- B. The President will assure that all Officers will carry out the mission of the Society and provide management of all aspects of Society business and activities. The Officers shall also perform such other functions as the President or the Board of Governors shall from time to time direct.
  - C. Each Vice-President shall create in the first year of his/her term a two person committee from the members of the Board of Governors to support him/her and to be trained for possible succession. All such committee members must be members in good standing of the IEEE/AESS.
  - D. The elected officers shall update the Society Strategic Plan as part of their obligation in assuming the responsibilities of their offices.

- E. 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 appointed Officers, unless otherwise specified in these Bylaws. The President is the designated member of the IEEE Technical Activities Board and will serve as the interface with all IEEE entities, unless he/she delegates this interface responsibility.
- F. 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/her, as assigned by the President.
- G. Under the guidance of the President, the Officers will direct the operations of their areas, described in the Bylaws. The Officers shall also perform such other functions as the President or the Board of Governors shall from time to time direct.
- H. At the first Board of Governors meeting each year, the President shall establish the order of rank, or precedence, among the Vice Presidents for serving in the absence of the President and the Executive Vice-President. The ranking Vice President shall fulfill the duties of the President or the Executive Vice-President in their absence or incapacity.
- I. The Society officers shall perform the following duties:
  - a. 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 Chairs, and other AESS officials and volunteers, as requested by the President.
  - b. Vice President, Finance: The VP Finance shall direct and coordinate the overall financial affairs of the Society. The VP Finance shall also prepare, with the help of the various Officers and Committees, the annual Society Budget, and monitor performance to budget. He/she 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.

- c. Treasurer: The Treasurer shall serve as custodian and disbursement authority of Society funds. The Treasurer shall arrange payment of authorized invoices and reimbursement of authorized expenses in accordance with IEEE policy. 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. In conjunction with the Vice President, Finance, the Treasurer shall compile financial data on the health of the Society and provide to the Board of Governors at each meeting. 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.
  
- J. The Society may employ the services of a paid Executive Assistant. The Executive Assistant, if provided, shall assist the President and the other elected and appointed Officers in the performance of their duties, as requested.

## **Article VII – 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 Governors' 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. Society business may be conducted by electronic voting when needed to either resolve issues that were not decided in a normal Board of Governors meeting or to handle emergency issues that may occur between regular Board of Governors meetings. Electronic voting will occur if the President deems that the issue is too vital to wait for the next Board of Governors meeting. Electronic voting is intended to complement the regularly scheduled Board of Governors meetings, not to replace the meetings. Motions made via electronic voting are initiated by the President or his/her designee, and must follow the same procedures as motions made during regular Board of Governors meetings. The proposed motion, with a second, must be presented to the President for consideration. The proposal must contain the rationale for the proposed motion, cost analysis if appropriate, and the reason for expediting the proposed motion. The time allowed for discussion shall be at the discretion of the President with this time normally being not less than two weeks from the date of posting of the motion to the Board of Governors (emergency voting may be made following notification of and agreement by a majority of the Board of Governors members eligible to vote on the issue). An affirmative vote by a

majority of the voting members of the Board of Governors is required for passage of any motion by electronic vote.

### **Article VIII – Society Funds**

- A. Society revenue 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 TAB Finance Department.
- 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 IEEE Concentration Banking 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, 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.

### **Article IX – Committees**

- A. Standing Committees may be formed by vote of the Board of Governors upon recommendation of the President. The President will designate the Society officer who is responsible for the direction of each Standing Committee. Standing Committee members 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/she may appoint only the Chair and ask him/her 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. Ad Hoc Committees normally serve for one year but may be re-appointed by the President.

## **Article X – Other Groups**

Section 1: The Society also has other groups which are voluntary associations of significant portions of the total Society membership and, hence are not equivalent to appointed Standing Committees. Such groups 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 groups 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, MGAB and Section Manuals, and the Section and Chapter Bylaws, as appropriate.
- B. Technical Panels are groups of Society members interested in symposia, papers, standards and other 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, 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, Technical Operations, upon recommendation of the parent Technical Panel.

## **Article XI – Conferences**

Section 1: The Vice President, Conferences, shall direct and coordinate those activities related to the conduct of conferences, symposia, and workshops of AESS in accordance with the guidance and policies approved by the Board of Governors.

- A. The Society may sponsor or cosponsor Technical Conferences, Conventions, Symposia, and other workshops or meetings whose content and goals support the interests of the Society. All conferences shall follow IEEE policies for conferences. The Society is the sole owner of all Sponsored Conferences, and partial owner of all cosponsored conferences. The Society may also provide technical co-sponsorship which carries no financial liability or obligations.

- B. The Vice President, 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 determined by the Vice President, Conferences unless otherwise specified by IEEE policy.
- C. The Vice President, Conferences shall coordinate the technical content and schedules of these Conferences, and shall coordinate the review and approval of their budgets and other financial reporting as required by IEEE with 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 and IEEE Conference Policy.

## **Article XII – Education**

The Vice President, 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/she will work with society chapters, Technical Panels, and Conference Committees to develop and execute programs that will enhance the professional capabilities of present and potential society members.

## **Article XIII – Member Services**

Section 1: The Vice President, Member Services 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/she shall direct and coordinate the activities of the Standing committees reporting to him/her.

- A. The Vice President, Member Services shall be responsible for the development of society membership and the maintenance of membership records.
- B. The Vice President, Member Services shall ensure that the Society Awards, as approved by the Board of Governors, are broadly advertised and impartially awarded.
- C. The Vice President, Member Services shall assist and coordinate the operation of AESS Chapters and encourage the formation of new Chapters.

- D. The Vice President, Member Services shall be responsible for liaison with the IEEE USA and its committees on professional activities in which the Society has interest.

#### **Article XIV – Publications**

Section 1: The Vice-President, Publications shall direct and coordinate the publications activities of the Society in accordance with the guidance and policies approved by the Board of Governors.

- A. The Society shall sponsor such publications as are recommended by the Vice President-Publications and approved by the Board of Governors and the IEEE Technical Activities Board. All publications shall follow IEEE policy and PSPB manual.
- B. An Editor-in-Chief for each publication and a Business Editor shall be appointed by the Vice President, 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, Publications. An honorarium, if offered for an Editor-in-Chief or compensation for a Business Editor may be set by the President, with the advice and consent of the Board of Governors.
- C. The Vice President, Publications shall be Chair of the Editorial Review Board.
- D. 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, Publications.

#### **Article XV – Technical Operations**

Section 1: The Vice President, 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/she 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/her. He/she shall maintain an official record of the organizational structure of Technical Panels and Technical Committees of the Society.

- A. The Vice President, Technical Operations shall appoint, with the approval of the President, Representatives to those IEEE TAB Committees and to IEEE-USA Technical Policy Committees whose activities the Board of Governors has agreed to support. He/she 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, 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.

### **Article XVI – Industry Relations**

The Vice President, Industry Relations will coordinate the activities with industry and similar organizations that might have a relationship to the Society Field of Interest. The goal is to initiate formal and informal coordination activities for the mutual benefit of the society and organization.

### **Article XVII – International Directors**

- A. International Directors may be appointed by the President, with consent of the Board, from the ranks of the currently serving Board members, to coordinate the activities of Society members in non-US locations. Such Directors may be appointed for as many non-US locations as deemed advisable and/or necessary based on AES member components.
- B. A lead Director, International Operations may be appointed by the President, with consent of the Board, from the ranks of the currently serving Board members, if such is deemed needed, to serve as a coordinating activity for the International Directors.
- C. The duties and responsibilities of the International Directors shall be as follows:
  - a. Provide interaction between the academia, industry, government and the professionals in innovative manner
  - b. Provide means for global interaction of professionals in new and emerging areas of concern for AESS
  - c. Provide forums for discussing means for enhancing the quality of life globally using AESS technological areas , and educating the professionals accordingly
  - d. Encourage involvement of industries in AESS events for mutual benefit, including the practice of systems engineering and system-of-systems approach
  - e. Provide a comprehensive package of achieving AESS membership growth, and chapter growth.

## **Article XVIII – Amendments to the Bylaws**

Amendments to these Bylaws may be made by means of the procedures described in the Constitution.