

IEEE AEROSPACE AND ELECTRONIC SYSTEMS SOCIETY (AESS)

CONSTITUTION

Revision 2011

Article I – NAME and PURPOSE

Section 1: This organization shall be known as the IEEE Aerospace and Electronic Systems Society, hereinafter referred to as the Society.

Section 2: Purpose

- A. The IEEE AESS is an organizational unit of the IEEE and its activities shall be in line with the purposes of the IEEE, and the governing documents of the AESS (this Constitution, Bylaws, operation manuals, and policy statements) conform to and do not conflict with the provisions of the IEEE governing documents.
- B. The purposes of the Society are: (a) technical, scientific, literary, professional, and educational, (b) the advancement of the theory and practice of electrical and electronics engineering, and of the allied arts and sciences, (c) the maintenance of high professional standing of its members, (d) compliance with the Constitution and Bylaws of the IEEE and with special attention to such aims within the field of interest of the Society as are hereinafter defined. The Society shall aid in promoting close cooperation and exchange of technical information among its members and other interested persons and shall hold conferences, symposia and workshops/meetings for the presentation of papers and their discussion, and through its committees shall study and provide for the needs of its members by stimulating research, initiating and developing engineering standards, and sponsoring periodical and special publications.

Section 3: Field of Interest

- A. The field of interest shall be the organization, systems engineering, design, development, integration, and operation of complex systems for space, air, ocean, or ground environments. These systems include but are not limited to navigation, avionics, mobile electric power and electronics, radar, sonar, telemetry, military, law-enforcement, automatic test, simulators, and command and control.
- B. The field of interest of the Society may be enlarged, reduced, or shifted as the needs of the society members and applicable technologies change; such revisions shall be processed as an amendment to this Constitution and require the approval of the IEEE Vice President for Technical Activities in accordance with procedures defined in the TAB Operations Manual.

Article II – BYLAWS

Section 1: Bylaws of the IEEE Aerospace and Electronics Systems Society are used for the purposes of governing the operations and administration of the Society.

Section 2: Proposed Bylaw changes and reasons therefore shall be sent to all AESS Board of Governors members at least twenty days before the stipulated meeting of the Board of Governors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation. This vote may be conducted electronically at the discretion of the President in accordance with the Society Bylaws.

Article III – MEMBERSHIP

Section 1: IEEE members of any grade, including students, having an interest in any aspect of the field of interest of the Society, shall be eligible for Society membership.

Section 2: Members of non-IEEE professional and/or technical societies may become affiliate members of the Society and may participate in Society activities, without also being a member of IEEE as provided by the IEEE Bylaws and subject to the applicable IEEE rules and regulations and any additional limitations imposed by the Society Bylaws.

Section 3: Members of the IEEE AESS in good standing are eligible to be nominated for election to the Board of Governors of the AESS.

Article IV – FINANCES

Section 1: The Society shall collect from its members annual dues or fees, in accordance with the IEEE and Society Bylaws and applicable rules and regulations. The amount of the Society membership dues or fees shall be established by the Board of Governors.

Section 2: The Society may charge registration fees at meetings, symposia, conferences, and conventions sponsored or co-sponsored by the Society. The registration fee for those who are not members of the IEEE or of the Society shall be higher than for IEEE members and Society members, in accordance with IEEE policy.

Section 3: The Society may raise revenues by other means, such as advertising, exhibits, publication sales, requests for contributions, and charges for sending out notices to non-members of the Society, provided such means are consistent with applicable IEEE rules and regulations, and do not encroach on revenue fields of prior established groups or sections. Any new revenue means not explicitly covered by IEEE rules and regulations must be approved as defined by IEEE policy.

Section 4: The AESS Board of Governors shall prepare and adopt an annual budget. Stewardship of the assets of the Society shall be the responsibility of the Board of Governors.

Section 5: The Fiscal Year (FY) of the AESS shall be the same as that of the IEEE.

Section 6: The Board of Governors will utilize the services of IEEE Headquarters as bursar, for all or part of the Society funds, as provided by the IEEE Bylaws and rules and regulations. If any part of the Society funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to the provisions of the Society Bylaws and to any special limitations imposed by the Board of Governors.

Section 7: Neither the Aerospace and Electronic Systems Society, nor any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE, except within the terms of previously approved budgets.

Article V – ADMINISTRATION

Section 1: The Society shall be managed by a Board of Governors of 24 elected members and the two most recent past-Presidents of the Society with vote regardless of their elected term currency, plus additional non-voting members as specified in the Society Bylaws. The quorum is specified in the Society Bylaws.

Section 2: Other groups of the Society may be formed as provided in the IEEE rules and regulation. The nature of the groups and the supervision of such group affairs other than by the Board of Governors shall be prescribed in the Society Bylaws.

Section 3: The President shall appoint a Secretary and a Treasurer with the consent of the Board of Governors in accordance with the Society Bylaws.

Section 4: The duties and responsibilities of the officers shall be as defined within this document, in the Society Bylaws, and as delineated by the Board of Governors.

Section 5: The President, at the direction of the Board of Governors, shall have general supervision of the affairs of the Society. He/she shall preside at meetings of the Board of Governors and at general meetings of the Society and have such other powers and perform such other duties as may be provided in the Society Bylaws, or as may be delegated to him/her by the Board of Governors. In his/her absence or incapacity his/her duties shall be performed by the Executive Vice President. The President shall have no vote on the Board of Governors except if the vote is by secret ballot or unless the President's vote can change the outcome of the vote.

Section 6: The President shall be an ex-officio member of all committees of the Society, is a member of the IEEE Technical Activities Board, and when notified of a meeting of said Board, shall assure representation of the Society at such meeting by him/herself, or by the Presidents' alternate. The rules defining the President's alternate on TAB are defined in the TAB Operations Manual.

Section 7: The Board of Governors may establish committees as required and prescribed in the Society Bylaws, including standing committees (e.g. Awards, Chapters, Membership, Nominations). Technical Panels and Technical Committees shall be established as needed to develop specific areas of interest. All appointments to committees and similar posts shall be for a term of one year or until successors are appointed or the committee dissolved, except where specific designated terms of office are established by the Board of Governors.

Section 8: The President shall appoint as non-voting members of the Board of Governors, a current undergraduate engineering student and a current graduate engineering student to serve as Student Representatives. The graduate student representative may also serve as the Society's GOLD (Graduate of Last Decade) Representative, or a separate individual can be appointed as GOLD representative. The terms for each shall be two (2) years, renewable once.

Article VI – NOMINATIONS AND ELECTIONS OF BOARD OF GOVERNORS

Section 1: The nominating procedure shall include provision for petition by Society members to place a name on the ballot.

Section 2: Election of the twenty-four (24) members-at-large of the Board of Governors shall be as prescribed in the Society Bylaws.

Section 3: Within-term vacancies on the Board of Governors shall be filled by appointment, for the unexpired terms, by the President with the consent of the Board of Governors.

Section 4: The composition and responsibilities of the Nominations and Appointments (N&A) Committee are listed in the Society Bylaws.

Section 5: Petition signature requirements are defined by the Society Bylaws.

Section 6: The terms of the 24 members-at-large of the Board of Governors shall be for three years, with eight members to be elected each year, two by the existing Board of Governors, and the remaining six by the full Society membership as prescribed in the bylaws. Only two consecutive full terms of membership are permitted, but eligibility is restored after a lapse of one year. Members must be of IEEE Member, Senior Member, or Fellow grade at the time of their nomination. Members of the Board of Governors shall assume office on the first of January the year after their election. The Board of Governors shall develop an Officer Succession Plan to identify and train future Society Officers. The detailed plan will be as specified in the Society Bylaws.

Section 7: The Board of Governors shall biennially select, from its current members a President and an Executive Vice President. The President and Executive Vice President must be of Member, Senior Member or Fellow grade. The newly selected President and Executive Vice President shall assume office on January 1 of the year after their appointment. Terms of these officers are specified in the Society Bylaws.

Section 8: The Board of Governors shall annually select from its current members the:

- A. Vice President, Conferences
- B. Vice President, Education
- C. Vice President, Finance
- D. Vice President, Industry Relations
- E. Vice President, Member Services
- F. Vice President, Publications
- G. Vice President, Technical Operations

These officers will serve their terms as specified in the Society Bylaws.

Article VII – MEETINGS

Section 1: The Society may hold meetings, conferences, symposia, or conventions either alone or in cooperation with Sectional, Regional, or any other Convention Committees of the IEEE, or of other technical organizations, subject to IEEE rules and regulations. The Society shall sponsor at least one technical conference each year.

Section 2: The Board of Governors shall hold two or more meetings each year. An annual Strategic Planning Meeting of all elected and appointed officers will also be held within the 1st quarter of each calendar year. Other meetings of the Board of Governors shall be held at such times as are found necessary and/or convenient, in accordance with the Society Bylaws.

Article VIII – PUBLICATIONS

Section 1: Publications undertaken in the Society shall be subject to IEEE policies and to any further guidance and controls prescribed by the Society or the Vice President, Publications. The Society shall be responsible for the financial aspects of its publication program.

Section 2: The Vice President, Publications, with the advice and consent of the Board of Governors, shall appoint such editors-in-chief as may be required to implement the publications program. The duties of an editor, and his/her compensation, if any, shall be prescribed in the Society Bylaws.

Article IX – AMENDMENTS TO THE CONSTITUTION

Section 1: Amendments to this Constitution shall be initiated by petition submitted by twenty-five (25) members of the Society or by the Board of Governors. Amendments shall be approved by IEEE Technical Activities per the process defined in the TAB Operations Manual.

Section 2: After such approval, the proposed amendment shall be published in the Society Transactions or Magazine, or on the official Society website, or otherwise published by direct mailing to the membership with notice that it goes into effect unless ten percent of the Society members object within thirty (30) days of publication.

Section 3: If such objections are received, or if the Board of Governors considers a Society membership ballot desirable or necessary, a copy of the proposed amendment shall be mailed with a ballot to all eligible members of the Society at least thirty (30) days before the date appointed for the return of the ballot, and the ballots shall carry a statement of the time limited for their return to the IEEE office.

Section 4: When a mail vote of the entire Society membership is made necessary, approval of the amendment by at least two-thirds (2/3) of the returned eligible ballots shall be necessary for its enactment.