

# Institute of Electrical & Electronics Engineers Instrumentation & Measurement Society By Laws

December 2005

These Bylaws supplement the Society Constitution. The Bylaws provide additional details for governing the operations and administration of the Society in accordance with the Society Constitution. These Bylaws are supplemented by the current Society Handbook.

## **100 MEMBER RIGHTS AND PRIVILEGES**

### **101 Membership:**

Society membership is available to all IEEE membership grades as set forth in Article III of the Society Constitution.

### **102 Society Voting Privileges:**

Voting privileges are extended to all current Society members in good standing except student members, exchange members and affiliates of the Society.

### **103 Technical Committee Participation:**

Participation in the activities of Society Technical Committees is limited to IEEE members in good standing, except that non-IEEE members may participate in balloting groups established for voting on IEEE Standards<sup>1</sup>. Participation by affiliates of the Society and exchange members in the activities of Society Technical Committees is governed by the IEEE Bylaws, the current IEEE Policy and Procedures Manual, the Manual for the cognizant IEEE Board, the Society Bylaws and the Society Handbook. All Society Technical Committee officers must be current members of the Society in good standing. Where a Technical Committee is co-sponsored with one or more IEEE Societies or other IEEE entities, such committee officers must be IEEE members in good standing.

### **104 Society Representatives and Directed Delegates:**

All Society representatives and directed delegates must be Society members in good standing. No individual is authorized to act or speak in behalf of the Society without appointment by the Society President and approval of the Society AdCom. All such representatives will provide a written report on all representations in behalf of the Society to the Society President, Executive Director and the cognizant Committee chair within 21 days after such representations.

### **105 Non-Member Privileges:**

Individuals who are not Society members, IEEE members or affiliates of the Society may offer papers for inclusion in Society sponsored or co-sponsored publications and may participate in Society sponsored or cosponsored conventions/conferences, symposia, workshops and educational activities.

## **200 BYLAWS**

### **201 Authority:**

The authority for Society Bylaws is set forth in Article IV, Section 1 of the Society Constitution.

### **202 Changes and Revisions:**

All Bylaw changes and Revisions will be in accordance with the requirements set forth in Article IV, Section 2 of the Society Constitution.

### **203 Bylaw Review:**

The Society Organization Committee will periodically review, at least biannually, the Society Bylaws. At first meeting of the AdCom following each review, the Chair of the Organization Committee will present the committee written report. When this report recommends change or revision, the Organization Committee will present their recommended changes or revisions to the AdCom for its action in accordance with Article IV, Section 2 of the Society Constitution.

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<sup>1</sup> Standards Society allows for nonmembers to be in balloting groups

### **204 Handbook Changes and Revisions:**

Changes and revisions to the Society Handbook are subject to the same rules as Bylaw changes, except that no publication in the Society Transactions or Magazine is required, and shall be carried out in accordance with Bylaws 202 and 203 above.

### **300 SOCIETY ADMINISTRATIVE COMMITTEE**

#### **301 Membership:**

In accordance with Article VI of the Society Constitution, the Society Administrative Committee (AdCom) consists of:

1. Those Society AdCom Members-At-Large who are elected by the Society membership
2. Those Society Officers (i.e. the President, Vice Presidents, Treasurer, and the Senior and Junior Past Presidents) who may not be current (in term) AdCom Members-At-Large.

#### **302 Voting Members:**

The voting members of the AdCom include:

1. All current (in term) AdCom Members-At-Large.
2. The President, Executive Vice-President, the Vice Presidents, the Senior Past President and the Junior Past President who may not be current AdCom Members-At-Large

#### **303 AdCom Ex-Officio Members:**

In accordance with Section 4 in Article VI of the Society Constitution, Ex-Officio members may be authorized by majority vote of the AdCom Members-At-Large to serve on the AdCom during the term of their primary Society office. Such primary offices include chairs of AdCom Standing or Ad Hoc Committees, Student Representatives, and elected Past Society Officers. Ex-Officio members will not have voting privileges.

#### **304 Meetings:**

The AdCom will hold at least two scheduled business meetings during each IEEE fiscal year in accordance with the requirements set forth in Article VI, Section 7 of the Society Constitution. The President will preside at all AdCom meetings unless the President is unavailable or this office is vacant.

1. If the President is unable to preside over the AdCom meeting, the line of succession shall be as specified in the Constitution, Article VIII Section 3. An officer of the AdCom must preside over all duly called meetings, and the presiding officer may adjourn or continue such meetings when a quorum is not present.
2. Other meetings of the AdCom may be called by the Society President or at the request of three or more voting members of the AdCom in accordance with the requirements set forth in Article VI, Section 7 of the Society Constitution.
3. No meeting of the AdCom may be held for the purpose of transacting Society business unless at least 21 day prior notice is provided to every AdCom member giving the meeting time, place and proposed agenda.
4. A meeting of the AdCom may be held without 21-day advance notice if waivers of such notice signed by all AdCom Members-At-Large are filed with the Executive Director with notation thereof entered into the minutes of the meeting.
5. Any notice of meetings or other official business required by the Society Constitution, these Bylaws or the Society Handbook must be sent by such routings as to ensure delivery at least 21 days before the meeting.
6. In accordance with the requirements set forth Article VI, Section 8 of the Society Constitution, a majority of the AdCom Voting Members will constitute a quorum at all AdCom meetings.
7. A special meeting of the AdCom to fill a vacancy or vacancies occurring among the Society Officers and AdCom Members-At-Large must be called within 42 days following existence of such vacancies.
8. Minutes for all AdCom meetings will be issued by the Executive Director or under his authority within 30 days of such meetings and be delivered to all AdCom members, with copies to be furnished to the IEEE Technical Activities Board (TAB) Secretary at IEEE Headquarters.
9. Under certain circumstances, AdCom meetings may be held by electronic or common carrier means. A majority approval of AdCom Voting Members is required in advance of such electronic meetings.

10. If less than a quorum attends a duly called meeting, complete minutes must be taken and tentative actions may be taken. However, tentative actions may only become effective upon subsequent ratification, either at a duly called meeting or in accordance with item 9 above, to all AdCom members in accordance with the provisions of Bylaw 404.5. At the next duly called meeting with a quorum in attendance, such tentative actions will become Unfinished Business agenda items. Approval by the majority of AdCom voting members is required for tentative actions to become effective. Minutes of such meetings will be mailed by the Executive Director to all AdCom members who then may register disapproval of any actions taken at such meetings to the Executive Director and to the President within 15 days after receiving said minutes. Such disapprovals will be recorded in the minutes for the next duly called meeting.

### **305 Vacancies:**

In accordance with Article X, Section 1 of the Society Constitution, the AdCom Members-At-Large will determine when a membership on the AdCom and when a Society office is vacant. The criteria for determining such vacancies are:

1. When a Society Officer or Member of the AdCom is deceased.
2. When a Society Officer or Member of the AdCom submits his written resignation to the Society Executive Director.
3. When at least twenty-five Society voting members or at least three AdCom Members-At-Large submit a petition to the Secretary of the Technical Activities Board to have a Society Office or AdCom Membership declared vacant for cause or otherwise failing to perform the duties and fulfill the responsibilities of the elected office. In the event of such petitions, the IEEE Constitution, Bylaws and policies and procedures prevail.

### **400 DUES, FEES AND ASSESSMENTS**

#### **401 Annual Review:**

The Society Finance Committee will annually review the Society dues, fees and assessments in accordance with Article V of the Society Constitution to assure usual and expected Society fiscal obligations will be satisfied.

#### **402 Dues, Fees and Assessments:**

In accordance with the provisions set forth in Article V in the Society Constitution, the AdCom will establish fees and assessments for services provided by the Society. Dues, fees and assessments may also be established by the AdCom to recover costs incurred in behalf of administration and support of conferences, meetings and technical committees including their subcommittees or other entities.

### **500 NOMINATIONS AND ELECTIONS**

#### **501 Division Director Nominations:**

The Society policy regarding nominations for IEEE Division Director is listed in the I&M Society Handbook and is in compliance with IEEE Bylaws. This policy allows for the submission of a single Division Director candidate to be placed on the Annual Election Ballot in compliance with the requirements stated in IEEE Bylaw T-902.3

#### **502 Administrative Committee Nominations:**

- (a) The Society Nominating Committee will prepare and submit a slate of nominees to the AdCom in accordance with the process outlined in Section XII of the Society Handbook. It is recommended that the Nominating Committee solicit nominees from the following:
  - i. The AdCom Membership
  - ii. Chairs of Technical Committees, Subcommittees and their various entities (e.g. task force, user group, interest group) and to the practical extent possible membership of the foregoing,
  - iii. Chairs of Society Chapters,
  - iv. The Society membership by notice in the Society Magazine or other Society sponsored publication or notice The Nominating Committee will be guided in the selection of nominees by proper representation of geographical areas that have large Society membership and active Society Chapters and equitable representation of the various technical interests (e.g. Technical Committees) within the Society.
1. Nominees may include current members of the AdCom, current and past Society Officers and members of the Nominating Committee.

2. Additional nominations may be submitted upon petition of twenty-five Society members who must be in good standing, provided such petitions are received by the Chair of the Nominating Committee by no later than May 30.
3. In accordance with Article VI, Section 2 of the Society Constitution, all nominees must be Society members in good standing, of IEEE Senior Member or Fellow Grade and who otherwise comply with the requirements set forth in the IEEE Constitution and IEEE Bylaws.
4. Nominees may not be current AdCom Members-At-Large who are serving their second consecutive elected term.

#### **502 Officer Nominations:**

The Nominating Committee will prepare a slate of candidates from the then current AdCom Members-At-Large for the Offices of Society President, Society Vice Presidents and Society Treasurer in accordance with the provisions of Section XII of the Society Handbook.

#### **503 Administrative Committee Elections:**

IEEE Headquarters will serve as the teller for Administrative Committee elections. The four candidates that receive the most votes will be elected for a four-year term, starting at the beginning of the following year, as Member-At-Large. These electees must formally advise the Secretary of the Technical Activities Board of their willingness to serve within 30 days after notification. If an electee declines, then the candidate with the next most votes will be offered this office under the foregoing acceptance conditions. In the event of tie votes, the current AdCom Members-At-Large will resolve this election by mail ballot or in executive session by only considering the candidates receiving equal numbers of votes.

The candidate(s) who received the next highest number of votes will be considered for filling in-term AdCom vacancies.

#### **600 APPOINTMENTS**

##### **601 Terms Of Office:**

Committee Chairs and Co-Chairs serve at the discretion of the AdCom. Co-chairs will be considered for subsequent appointment to Chair. Committee members will serve for one year and may be reappointed without limit, upon the recommendation of that committee Chair. Society representatives to other IEEE entities are appointed for a term of two years and may be reappointed to a consecutive term upon the recommendation of the cognizant Standing Committee Chair to whom they would administratively report, or of the Vice President to whom they would otherwise administratively report.

##### **602 Standing Committees:**

Current Society members in good standing may be appointed to serve as a member, chair or co-chair of a Standing Committee. Non-AdCom Members-At-Large who chair AdCom Standing Committees will be considered for election by the AdCom as Ex-Officio Members of the AdCom for their primary term of office. The Society, no later than 21 days prior to the beginning of the IEEE fiscal year, will appoint Standing Committee Chairs and/or Co-chairs to posts that will be vacated at the beginning of the IEEE fiscal year. The Society President will submit chair and co-chair appointments for AdCom approval at the first AdCom meeting of the year.

##### **603 AdCom Ad Hoc Committees:**

AdCom Ad Hoc Committees may be created in accordance with Article VI, Section 5 of the Society Constitution to satisfy specific Society needs or objectives with the approval of the AdCom at a duly called meeting. The President will appoint the Chair, Co-Chair and members of such committees within 30 days thereafter and submit these appointments for AdCom approval. The duration of these Ad Hoc Committees will be for the remainder of the fiscal year of the appointment.

##### **604 Technical Committee Chairs and Officers:**

Technical Committees, Subcommittees, Task Forces, Interest Groups and other such Technical Committee sub-entities will recommend candidate officers for these entities to the Society President for approval. The terms of office will be in accordance with Bylaw 601.

## **700 ADCOM STANDING COMMITTEES**

### **701 Authority:**

Article VI, Section 5 of the I&M Constitution authorizes the AdCom to have Standing Committees which have such powers conveyed upon them as set forth in these Bylaws and the Society Handbook and as may be periodically given to them by the AdCom. This Bylaw authorizes the establishment of Standing Committees with the following duties and responsibilities. Such Standing Committees may be merged to meet the then current Society needs and objectives.

#### **1. Organization:**

Reviews, determines and recommends changes to the Society Constitution, Bylaws and Handbook, and then prepares such recommended changes for subsequent approval. This committee is responsible for the initiation, negotiation, preparation and completion of agreements with other IEEE entities or other organizations as may be approved by the IEEE Executive Committee. This committee is chaired by a current AdCom member, in accordance with Section XIII of the Society Handbook.

#### **2. Nominating:**

Searches for and nominates candidates for election or appointment to Society Offices and positions as set forth in Bylaws 500. The membership of this committee will be in accordance with Section XII of the Society Handbook.

#### **3. Finance:**

Plans and prepares the Society budget, oversees Society financial affairs and advises the President and the AdCom with regards to all financial matters. The membership of this committee will be in accordance with Section XVI of the Society Handbook.

#### **4. Publications:**

Plans and oversees all Society sponsored publications. Ensures coordination with IEEE Publications Board. Membership of this committee will be in accordance with Section XVIII of the Society Handbook.

#### **5. Technical and Standards:**

Oversees and administers the Society Technical Committees and their administrative entities through periodic review. Membership and activities of this committee will be in accordance with Section XI of the Society Handbook.

#### **6. Meetings and Conferences:**

Oversees and administers the Society sponsorship, co-sponsorship and participation in conferences. Membership and activities of this committee will be in accordance with Section XVII of the Society Handbook.

#### **7. Long Range Planning:**

Annually collects, analyzes and revises the Society long range plans. Membership and activities of this committee will be in accordance with Section XIX of the Society Handbook.

#### **8. Awards and Membership Recognition:**

Seeks candidates for IEEE and Society awards. Evaluates candidates for fellow grade and awards in behalf of the Society. Membership and activities of this committee will be in accordance with Section XV of the Society Handbook.

#### **9. Membership Development:**

Promotes Society membership in conjunction with the various Society activities and develops plans for stimulating greater member participation in various sponsored activities. Promotes the development of new chapters. Develops membership education programs in conjunction with the various Technical Committees. Membership and activities of this committee will be in accordance with Section XIV of the Society Handbook.

### **702 Standing Committee Meetings:**

Each Standing Committee will meet at least annually. Such meetings may be conducted electronically

### **703 Reports:**

Each Standing Committee will submit a report to the Executive Director following each of its meetings and as requested by the Society President. Copies of these reports will be provided to the AdCom members.

## **800 TECHNICAL COMMITTEES**

### **801 Technical Committee Charters:**

Prior to the formation of any Technical Committee, Subcommittee and any other sub-entity, a charter must be submitted to the AdCom for its approval. Such Charters will be retained and made available by the Executive Director.

### **802 Organization:**

With the approval of the AdCom, a Technical Committee may organize subcommittees or other such entities to conduct committee business or satisfy member interests and needs. The AdCom may also cause the formation of such Technical Committee entities. Such entities may administratively be transferred from one committee to another by the Technical and Standards Committee.

### **803 Biannual Review:**

The Technical and Standards Committee will conduct a biannual review of all Technical Committees and their various sub-entities. One half of the Technical Committees will be reviewed during each year. The results of these reviews will be formally reported to the AdCom prior to the last duly scheduled meeting of the AdCom for that year.

### **804 Committee Formation and Discontinuance:**

A Technical Committee may be formed or discontinued by the action of the AdCom upon the recommendation of the Technical and Standards Committee.

### **805 Conduct and Activities:**

The activities of all technical committees and their entities will be conducted in accordance with IEEE Policies and Procedures, these Bylaws, the Society Handbook and the charter for such entities. All Chairs will be knowledgeable of the applicable IEEE Policies and Procedures, the appropriate charter, and applicable portions of the Society Handbook, all of which will be provided by the Society Executive Director. Some of this documentation is provided by the IEEE official Website.

## **900 SOCIETY FISCAL MANAGEMENT**

### **901 Society Budget:**

In accordance with the provisions set forth in Article VIII, Section 5 in the Society Constitution and in the foregoing Bylaws 701.3 and 401, the Standing Committee on Finance will annually prepare a proposed Society budget for the following year.

### **902 Annual AdCom Budget Review:**

A copy of the proposed Society budget for the coming year, and a summary report of financial results for the prior year, will be delivered to each AdCom member two weeks prior to the first annual meeting of the AdCom.

### **903 AdCom Budget Approval Dates:**

The Society must have an AdCom-approved preliminary budget on a schedule consistent with that required by the TAB Finance Group. The current TAB Finance Group Budget Cycle schedule will be circulated to all AdCom members by the Society Treasurer as soon as it is available from TAB each year. When circumstances preclude the approval of the preliminary Society budget at a constituted AdCom meeting on or before the date required by TAB, the preliminary budget may be approved by the Standing Committee on Finance. The final Society budget shall require approval by the full AdCom.

### **904 Budget Proposals:**

Chairs of AdCom Standing Committees (e.g., Publications, Technical and Standards, Conferences and Meetings, Awards, Chapter, Education, Membership), the Society President, the Society Vice-President, the Society Treasurer and Chairs of AdCom Ad Hoc Committees shall submit proposed income and expense information to the Standing Committee on Finance, via the Society Treasurer, on a schedule consistent with that of the TAB Finance Group. The Chairs of the aforementioned AdCom Standing and Ad Hoc Committees and Society

Officers shall, in a like manner, formally request income/expenditure information from Society entities or sponsored activities for whom they have administrative responsibility (e.g., Technical Committees and their entities such as Subcommittees, Task Forces, etc; Society Chapters; Conferences; Society Publications), on the same schedule. Proposed income and expenditure information must be accompanied by appropriate written justification from each requestor. A budget proposal prepared by the Society Treasurer in consultation with the Standing Committee on Finance, will reflect the inputs outlined above, and must be in a format that allows subsequent monitoring by the Standing Committee on Finance.

**905 Authorization of Expenditures and Obligations:**

No fiscal expenditure or obligation of Society funds may be undertaken or made that is inconsistent with the approved Society budget. All expenditures must be approved by the Society Treasurer prior to submitting them to the TAB Finance Group for reimbursement.

**906 Expenditure and Obligating Limitations:**

Only fiscal expenditures and obligations whose appropriations are contained in an approved Society budget will be authorized or approved. Funds appropriated for an expense category or a budget expense item may not be expended for a different expense category or budget expense item. Expenditure and obligation changes will only be authorized after an appropriate Society budget change and/or amendment.

**907 Society Budget Changes and Amendments:**

The Society budget may be changed or amended during a fiscal year in the event of unanticipated circumstances.

**1. Budget Change and Amendment Requests:**

Budget change and amendment requests with supporting justifications may only be submitted by or via the Chairs of the expenditure-cognizant AdCom Standing Committees or AdCom Ad Hoc Committees as defined in Bylaw 1004.

**2. Budget Change and Amendment Approval:**

Budget change and amendment requests must be forwarded to the Finance Committee via the Society Treasurer in a timely fashion and with appropriate justification. The Standing Committee on Finance will recommend approval or disapproval to the Society President within 30 days after receipt. If approved, the Society Treasurer will prepare appropriate budget changes and/or amendments. Such budget changes and amendments must be submitted for AdCom action at the next constituted AdCom meeting .

**908 Management of Society Funds:**

In accordance with the provisions set forth in Article VIII, Section 5 of the Society Constitution and the foregoing Bylaws 401 and 701.3, the Society Treasurer will maintain current financial records. These records will enable timely reporting of all Society obligations and disbursements in accordance with the current Society budget.

**909 Disbursement of Society Funds:**

The Society Treasurer will approve or disapprove the disbursement of Society funds.

**910 Society Travel Expense Reimbursement:**

IEEE policies and procedures allow reimbursement of travel expenses incurred by volunteer IEEE members where an appropriation for such expenses is in the Society approved or amended budget. When other funding sources do not provide reimbursement, the AdCom may annually approve appropriations of Society funds for reimbursement of travel expensed that were incurred in behalf or for the benefit of the Society. Such reimbursements will be in accordance with the limitations set forth in this Bylaw and with the foregoing Bylaws 905 and 906.

**1. Society Officer and Incoming Society Officer Travel Reimbursement Authorizations:**

Society officers and Society incoming officers for the forthcoming IEEE fiscal year are authorized reimbursement of travel expenses associated with attending Society AdCom meetings, Society AdCom Standing or Ad Hoc committee meetings held in conjunction with Society AdCom meetings, and IEEE meetings requiring the presence of Society officers and Society officers elect. Such authorized IEEE meetings include the Technical Activities Board (TAB), Society Presidents Forum, Society Officer or incoming Officer indoctrination Seminars or Forums and such other formal IEEE meetings that require the presence of a Society officer. Society Vice-Presidents or past Society Presidents who attend any of the aforementioned meetings in behalf of the Society

and/or in lieu of a Society officer are authorized reimbursement when previously approved by the Society President.

Often, the employer of an AdCom member will reimburse the employee for participation in professional activities. For AdCom members who do not receive such reimbursement, the Society can provide reimbursement so long as the IEEE guidelines in this section are followed.

## **2. Required Prior Travel Reimbursement Authorizations:**

Reimbursement of travel expenses for AdCom members to attend Society AdCom meetings, Society AdCom Standing or Ad Hoc committee meetings held in conjunction with Society AdCom meetings, and IEEE meetings that specifically mandate Society representation will require specific prior approval of the AdCom. Such requests must be formally submitted to the Society President and Treasurer no later than 15 working days prior to the next duly constituted AdCom meeting preceding travel that requires reimbursement. When unanticipated IEEE meetings that specifically mandate Society representation are called and substantial justification exists, the Society President may authorize travel expense reimbursement and will notify the Treasurer of such authorizations.

## **3. Allowed Expenses:**

The allowed expenses must be limited to those defined below and as set forth in the then in effect IEEE Travel Reimbursement Procedures Manual.

### **(a) Transportation**

- i. Actual bus, coach train or coach day air fare. Reimbursement will not be made unless original receipts are attached to the expense report. Individuals are expected to obtain tickets in a timely manner to assure the lowest practical fare.
- ii. Reasonable use of a personal vehicle in accordance with the then in effect IEEE Guidelines.
- iii. Tolls and parking.
- iv. Local ground transportation and taxis where necessary.

### **(b) Meals and Lodging**

- i. Hotel expenses at the prevailing local standard rate for a single occupancy room and limited to the night of the meeting day and/or the prior night.
- ii. Additional nights lodging and meals expenses when a special discount transportation fare requires additional stays, not exceeding 2 days and when such additional meals and lodging expenses and special discount transportation fare are less than the lowest coach day air fare. Cost analyses for extended stays will accompany reimbursement requests.
- iii. Personal food and beverage expenses at no more than the rates prevailing at the place of the meeting.
- iv. Miscellaneous expenses such as porter fees, gratuities and necessary telephone charges.

## **911 Society Annual Audit:**

In accordance with the provisions set forth in Article VIII, Section 5 in the Society Constitution, the Treasurer, under the direction of the AdCom and its standing Committee on Finance, will provide an annual audit report of Society expenses and income. The audit report must be included as a part of the annual financial report, as required by Bylaw 1002.

## **912 Conference Audits:**

Auditing of Society-sponsored conferences must be in accordance with current IEEE requirements.