



# Bylaws Changes

By Todd Hubing, Past President of the IEEE EMC Society

## Publication of Amendments to EMC Society Constitution and Bylaws

One of the outcomes of the IEEE EMC Society's 5-year Review in 2011 was a set of recommended amendments to the Society's Constitution and Bylaws. The changes listed below were approved by the IEEE EMC Society Board of Directors and approved by the IEEE. In accordance with the procedures for amending the Constitution and Bylaws, they are being published here. These amendments will be effective in 30 days unless ten percent of the Society members object. Comments or objections may be sent to: [t.hubing@ieee.org](mailto:t.hubing@ieee.org).

### Amendments to the Constitution

#### Constitution Article VII – Meetings

Section 7. Action of the governing body and committees thereof. (Ref: IEEE Bylaw I-300.4)

- a) A majority vote, provided a quorum is present, shall be the determining factor for the issue at hand.
- b) The Board of Directors may meet and act upon the vote of its members by any means of telecommunication. Normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.
- c) The Board of Directors or any committee thereof may meet and take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of *all* the voting members of the Board of Directors 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 governing body. "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.
- d) Voting. Individuals holding more than one position on the governing body or any committees thereof, shall be limited to one vote on each matter being considered by the governing body or committee.
- e) Proxy voting is not allowed.
- f) ~~The President, or the Chair of any Committee, has full voting privileges which may or may not affect the outcome of any motion brought up for vote. This voting privilege overrides the standard parliamentary practice of being permitted to vote only in the case of a tie:~~

~~g) The presiding officer (President of the Society or the Chair of any Committee), shall have no vote on the (Society or Committee) except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.~~

Section 8. Meetings of the Board of Directors or Committees may be canceled only by consent of a majority of all members not less than 30 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such cancellation or changed date shall be sent to all members by email or regular mail.

Section 9. Robert's Rules of Order (latest edition) shall govern conduct of the Board of Directors [except where otherwise specified in the Constitution or Bylaws.](#)

### Article X - Amendments

Section 1. Amendments to this Constitution may be initiated by petition submitted by at least 1% members of the Society, or by the Board of Directors. [Board of Directors approval is subject to the same two-thirds majority and advance notice requirements as Bylaws amendments described in Section 2.](#) Such petition or Board approved amendment(s) shall be submitted to the IEEE Technical Activities Board, and to the Executive Committee of the IEEE for approval. After approval, the proposed amendment shall be published in the Society Newsletter, or otherwise publicized by direct mailing to the membership, with notice that it goes into effect unless ten percent of the Society members object within 30 days. If such objections are received, a copy of the proposed amendment shall be mailed with a ballot to all members of the Society at least 30 days before the date appointed for return of the ballots. The ballot must carry a statement of the time limit for their return to the IEEE office. When a mail vote of the Society membership is required, approval of the amendment by at least two-thirds of the ballots returned shall be necessary for its enactment.

Section 2. Amendments [to the Bylaws](#) may be adopted by a two-thirds vote of the Board of Directors present in a meeting assembled, provided that notice of the proposed amendment has been sent to each member of the Board of Directors at least 15 days prior to such meeting; or an amendment may be adopted by a two-thirds mail or email vote of the members of the Board of Directors provided a 30-day period is provided for such responses. In either event, the proposed amendment shall be published in the Society's Newsletter or other appropriate publication. No amendment shall take effect until it has been published and has been mailed to the Managing Director,

Technical Activities of the IEEE, who must then obtain approval of the IEEE Executive Committee. Editorial changes which clarify the meaning, structure or operation of the Board of Directors shall require only the approval of the Board of Directors without notification to the Society membership.

Section 3. The Constitution, Bylaws and Statements of Policy of the IEEE shall, at all times, take precedence over those of the Society.

## Amendments to the Bylaws

### Section 1: Introduction

1.0 These Bylaws provide guidance for the supervision and management of the IEEE Electromagnetic Compatibility Society (EMCS), in accordance with the Society Constitution. Amendments may be made by means of the procedures described in Article X, Section 2 of the Constitution.

Suitable amendments may be adopted by a two-thirds vote of the Board of Directors in a meeting assembled, provided that notice of the proposed amendment has been sent to each member of the Board of Directors at least 15 days prior to such meeting; or an amendment may be adopted by a two-thirds mail or email vote by members of the Board of Directors, provided a 30-day period is provided for such responses. In either event, the amendment shall be published in the Society Newsletter or appropriate publication. No amendment shall take effect until it has been published and mailed or emailed to the Managing Director, Technical Activities of the IEEE, along with approval of the General Manager of the IEEE. Editorial changes which clarify the meaning, structure or operation of the Board of Directors shall require only the approval of the Board of Directors without notification to the Society membership.

### Section 3: Board of Directors

3.0 Board of Directors: The Board of Directors shall consist of Directors-at-Large and Executive Directors with vote plus elected and appointed Ex-officio Directors without vote. Over fifty percent of the voting members shall constitute a quorum. All voting members shall have an equal vote.

3.1 Directors-at-Large: There shall be at least 18 Directors-at-Large elected by the Society membership. Their term of office shall be three years with 6 Directors-at-Large elected each year. In case of a tie for the sixth and last Director-at-Large slot, or a tie between two candidates from the same qualifying region (7, 8, 9, or 10), the Board of Directors shall select the winner(s) by closed (paper) ballot. In addition to the six nominees receiving the largest number of votes, the next top nominees, from IEEE Regions 7, 8, 9, and 10 shall be elected to the Board if the Region is not represented on the Board as a result of the election of the top six nominees or by a carry-over Director-at-Large. To qualify, the Region must have at least 5% of the membership of the Society on December 31 of the year preceding the election and at least 2 nominees from that Region. No Director-at-Large can serve for more than 6 consecutive years. Partial terms, should a Director-at-Large be appointed to fill this position, will apply toward the entire original term of office.

### Section 4: Nomination and Election of the Board of Directors

4.6 On or before 15 August, IEEE Headquarters will mail and/or email ballots to Society members, with the request that the ballots be returned to IEEE Headquarters by 1 October. The official ballot and cover letter of the final nominations package shall advise voters to "VOTE FOR NO MORE THAN SIX" candidates from the approved slate of nominees. **EMC**