

CONSTITUTION PRODUCT SAFETY ENGINEERING SOCIETY

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CONSTITUTION PRODUCT SAFETY ENGINEERING SOCIETY

ARTICLE C1 NAME AND PURPOSE

Section 1. Name of Society.

This organization shall be known as the Product Safety Engineering Society (PSES) of the Institute of Electrical and Electronics Engineers, Inc., herein after identified as the Society.

Section 2. Purpose of Society.

The objectives of the Society shall be scientific, literary, educational and professional in character. The Society shall strive for the advancement of the theory and practice of applied electrical and electronic engineering as applied to product safety and of the allied arts and sciences, and the maintenance/advancement of a high professional standing among its members and affiliates, all in accordance 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 professional societies, and to this end shall hold meetings for the presentation of papers and their discussion both in person at conferences, symposiums and related venues in addition to electronic means such as the Internet or related venues. Through its Board of Directors, the Society shall provide for the technical and professional needs of its members.

ARTICLE C2 FIELD OF INTEREST

Section 1. Field of Interest

The field of interest of the Society shall be the theory, design, development and implementation of product safety engineering for equipment and devices used in the scientific, engineering, industrial, commercial and residential arenas. The Society will provide a focus for cooperative activities, both internal and external to IEEE, including the promotion and coordination of product safety engineering activities among IEEE entities.

In addition, the Society will provide a forum for product safety engineering professionals and design engineers to discuss and disseminate technical information, to enhance personal product safety engineering skills, and to provide product safety engineering outreach to engineers, students and others with an interest in the field.

Section 2 Limitation

The society shall not approve, disapprove nor otherwise judge the relative or absolute safety of any specific product, device or equipment.

ARTICLE C3 MEMBERSHIP OF SOCIETY

Section 1. Full membership

Membership in the Society shall be available to members of the IEEE in any grade, including students, having a professional interest in any phase of the field of interest of the Society, providing payment of dues is current.

Section 2. Affiliate membership

Affiliates may participate in the Society activities, as provided by IEEE Bylaws and subject to applicable IEEE rules and regulations and any additional limitations imposed by the Society Bylaws.

ARTICLE C4 ADMINISTRATION

Section 1. Board of Directors.

The Society shall be managed by a Board of Directors whose membership shall consists of:

1. Directors-at-Large: Full members of the Society elected by the Society membership at large to the Board of Directors as specified in the Society's Bylaws.

2. Executive Directors: Executive officers of the Society elected by the Board of Directors to designated offices as specified in the Society's Bylaws.
3. Ex-officio Directors: Appointed or elected to a designated position or office as specified in the Society's Bylaws. Ex-officio Directors are non-voting members of the Board of Directors. Members may include but are not limited to:
 - The Director of the Division in which the Society resides.
 - The TAB Secretary.
 - The editors-in-chief of all Society publication
 - Non-elected chairs of Society standing committees

At least two-thirds of the voting members of the Board of Directors must be elected by the Society membership at large. Eligibility and terms of office for the Officers of the Society are specified by the Bylaws.

Section 2. Duties and responsibilities.

The duties and responsibilities of the officers shall be as defined hereunder and in the Bylaws and as delineated by the Board of Directors.

Section 3. Formation of committees.

The Board of Directors, or President, may establish an Ad Hoc Committee as prescribed in the Bylaws, including both functional as well as technical. Technical committees may be established as needed to develop specific areas within the field of interest.

Standing committees may be established as needed by the Board of Directors. The Bylaws may assign specific Officers to be the Chairs of specific standing committees. Individuals appointed as committee officers or members shall serve a nominal term of three years but shall continue to serve until their successors are appointed or the committee is dissolved, except where other terms are specifically designated within the Bylaws.

Section 4. Liaison representatives.

Any other IEEE Society may send a non-voting liaison representative to attend for the purpose of establishing lines of communication and to conduct business between the Society and the visiting Society.

ARTICLE C5 NOMINATION, ELECTION AND APPOINTMENT OF BOARD OF DIRECTORS

Section 1. Nominations.

The nomination and election of Directors-at-Large to the Board of Directors shall be as prescribed in the Bylaws. All members of the Board of Directors must be IEEE and Society members.

Section 2. IEEE membership.

Each elected and appointed member of the Board of Directors of the Society must be a Society member.

Section 3. Nominating procedure.

The nominating procedure for Directors-at-Large positions shall include provision for petition by Society members to place a name on the ballot as prescribed in the Bylaws.

Section 4. Within-term vacancies on the Board of Directors.

When a within-term member of the Board of Director vacancy occurs, the Society President shall appoint a current member of the Society to fill the position vacated by the elected member to complete the un-expired term. Approval by sitting Board members must occur. The full elective rights and responsibilities associated with the vacated position shall pass to the appointee for the un-expired term. Requirements for appointment are prescribed in the Bylaws.

Section 5. Election of officers

On a schedule specified in the Bylaws, the voting members of the Board of Directors shall elect a President-elect and all Vice-Presidents. Eligibility and terms of office for the Officers of the Society are prescribed in the Bylaws.

Section 6. Effective date of term.

The President-elect, Secretary, Treasurer, Vice-Presidents and new members of the Board of Directors shall assume office on the first of January of the year following the year in which elected.

Section 7. Selection of President-elect.

The Board of Directors shall every other year elect one of its Directors-at-large, or an Executive Director, to be President-elect, whose term shall be for one year and shall then serve as President for a two-year term.

Section 8. Term limits.

The positions of Executive Directors, or Vice President, shall be by election as delineated in the Bylaws. After initial election, this position may be renewed twice. In case of a situation of extenuating circumstance, the position of Executive Director, or Vice President, shall be extended by one additional term, non-renewable. This one-time extension must be approved by the Directors-at-Large during regular elections. Term limits do not apply to the position of Secretary and Treasurer.

ARTICLE C6 POWERS, PRIVILEGES, AND DUTIES***Section 1. Duties of officers and members.***

The duties and responsibilities of the officers and members shall be as defined hereunder and in the Bylaws, and as further delineated by the Society's Board of Directors.

Section 2. Duties of the President.

1. The President, under direction of the Board of Directors, shall have general supervision of the affairs of the Society. The President shall preside at meetings of the Board of Directors, at general meetings of the Society, and at the Annual Meeting of the Society, and perform other duties as may be provided in the Society Bylaws, or as delegated by vote from the Society's Board of Directors. In the President's absence or incapacity, presidential duties shall be performed by the immediate past president during the President's first year in office, and by the President-elect during the President's second year in office.
2. The President shall be an ex-officio member of all Committees of the Society with the exception of the Nomination Committee. The President can vote during election of officers. Naming of an alternate must be in accordance with the process outlined in the TAB Operations Manual.
3. The President is a member of the IEEE Technical Activities Board (TAB), and when notified of a meeting of said Board, the President shall insure representation of the Society at such a meeting either in person or by an alternate. If an alternate cannot be found, the President shall present the views of the Society by a letter of proxy. It shall be the duty of the Society President, with the assistance of the Society Secretary, to keep the Executive Director of the IEEE informed concerning Society business.

Section 3. Duties of officers other than President.

- a. President-elect: Assists the President in fulfilling all assigned duties, and shall be an ex-officio member of all Committees of the Society except the Nominations Committee. The President-elect supports the goals and objectives of the Society and assists the President in these activities. The President-elect will assume the duties of the President if the President is temporarily or permanently unable to perform the duties of President. The President-elect is serving an apprenticeship to the position of President, and should prepare for that position by attending IEEE training seminars, TAB and other meetings, etc. Training in Robert's Rules of Order is especially useful. The President-elect shall periodically review the latest approved plan, and recommend changes as appropriate. There should also be a setting of near-term goals at the last board meeting of the year. Goals should be documented and responsible individuals or committees identified for each of the goals.
- b. Vice-President for Conferences: Provides direction for the conference activities of the Society, including but not limited to overseeing, coordinating, and monitoring the annual conferences of the Society and all conferences co-sponsored by the Society.
- c. Vice-President Communications: Provides direction for all aspects of communications and publication activities. This includes, but is not limited to, the Society Newsletter, Transactions,

- technical committees, liaisons with IEEE Press or third party entities and correspondence with other IEEE societies. Correspondence with Society Chapter officers is included in this function.
- d. Vice-President Technical Activities: Provide direction for the technical activities of the Society, including but not limited to overseeing, coordinating and monitoring the technical committees and Regional Interest Groups of the Society. Educational activities are included as part of this position.
 - e. Vice-President Member Services: Promotes Society membership, helps develop and maintain individual Society chapters, coordinates activities between the Board of Directors and the Chapters, maintains the Society membership list, arranges for and promotes appropriate awards, encourages Fellow membership, organizes the nomination for members of the Board of Directors, coordinates Student Member activities and the Distinguished Lecturer program.
 - f. Immediate Past-President: Provides direction for the liaison activities of the Society, including transnational and inter-Society activities. The Immediate Past-President shall chair the Nominations Committee.
 - g. Secretary: The Secretary shall be responsible for all reports, petitions and records concerning the Society, keeping true and faithful minutes of all meetings of the Board of Directors, and shall prepare such reports as may be required by the Society, the IEEE Technical Activities Board, or the IEEE Executive Committee. The Secretary shall send out notices when instructed to do so by the President or in accordance with requirements of the Society Constitution or Bylaws. Copies of all meeting notices, minutes of meetings, and letter or bulletins sent and received during the previous five years shall be kept by the Secretary, except for those specifically assigned to the custody of others. The Secretary shall send current copies of reports to IEEE Headquarters for archival storage.
 - h. Treasurer: The Treasurer is responsible for preparing an annual budget, following the schedule guidelines formulated by IEEE Headquarters. The Treasurer is responsible for receiving requests for disbursement of Society funds, for reviewing for correctness and forwarding said disbursement to IEEE Headquarters, and for preparing financial reports for the BOD and for the Newsletter. The Treasurer acts as the primary control for all Society funds. The Treasurer leads the finance committee consisting of all Vice-Presidents and the past Treasurer, if one exists. The finance committee plans and prepares Society budgets for review and approval by the Board of Directors.

ARTICLE C7 FINANCIAL ADMINISTRATION

Section 1. Financial operations of the Society.

The Board of Directors may utilize the services of 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 Directors.

Section 2. Revenue.

The financial support for the Society shall be derived from both members and non-members fees and assessment based on the following in accordance with IEEE Bylaws and applicable rules and regulations.

1. Regular Income.

Yearly dues assessments, subscription sales of Society publications, any surplus from Society meetings, colloquiums, symposia, conferences, conventions or any venue when deemed necessary, whether organized or sponsored by the Society or other entities, and other programs and products sponsored by the Society (e.g., IEEE Press book sponsorship, etc.) along with income from investments.

2. Additional Income.

The Society may raise revenues by other means provided such means are consistent with applicable IEEE rules and regulations and are within the approved Society field of interest. Other means of revenue include contribution from corporate sponsors that hold an interest in product safety under the stipulation that no financial gain is to be provided by the Society to the contributing sponsor, outside of public recognition in a publication of the Society. Contributions received will be used for the purpose of advancing the financial viability of the Society. Receipt of any funds from a corporate sponsor will be handled through the IEEE directly, under the supervision of TAB with full accountability on the use of these funds in accordance with IEEE policies and procedures. The Society must receive an opinion from the Executive Director of the IEEE that any revenue not explicitly covered by the IEEE

Statements of Policy does not conflict with IEEE financial or tax policy before being accepted by the Society.

Section 2. Society chapters.

Society chapters have exclusive control over their financial position and will not receive financial support from the Society unless otherwise provided for as prescribed in the Bylaws.

Section 3. Prohibited expenditures.

Monies held by or for the Society legally belong to the IEEE, and shall not be expended for activities prohibited by the Constitution, Bylaws and Statements of Policy of the Institute, the Constitution and Bylaws of the Society, or any other purposes known to be inimical to the interests of the IEEE. Returns from investment of Society funds shall be credited to the Society.

Section 4. Expenditures and Debts

The Executive Directors of the Society shall have the sole authority to obligate the funds and assets of the Society to promote the Society's activities. No Society officer or representative shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE for activities prohibited by the Bylaws of the IEEE or the Constitution and Bylaws of the Society.

Section 5. Honoraria and Compensation

No officer of the Society or Editor shall receive, directly or indirectly, any honorarium, compensation, or emolument from the Society as an officer or in any other capacity unless authorized by Board of Director or by the Bylaws of the Society in a manner in conforming to IEEE policies and procedures on travel and financial matters.

ARTICLE C8 MEETINGS

Section 1. Meetings policies

All Society conferences and technical meeting activities shall be subject to IEEE policies on meetings, conferences, symposia and expositions, and to any further guidance or controls prescribed by the Society or its duly-appointed committees.

Section 2. Society meetings.

The Society may hold meetings, conferences, symposia, or conventions either alone or in cooperation with sectional, regional, national or international convention committees of the IEEE, or other technical and professional organizations, whether or not they are affiliated with the IEEE, subject to IEEE rules and regulations. The Society should attempt to sponsor at least one technical conference each year.

Section 3. Time and locations of meetings

The Society shall determine the time and location of each sponsored Conference and technical meeting.

Section 4. Equal access by members.

Meetings, conferences or conventions of the Society shall be open on an equal basis to all participants. The Society may not sponsor or co-sponsor a meeting that is subject to security clearance or other restrictions placed upon any government entity or private corporations internationally.

Section 5. Board of Director's meeting.

The Board of Directors shall hold at least two meetings each calendar year, one an Annual Meeting at a time specified in the Bylaws. Other meetings of the Board of Directors shall be held at such times as necessary and/or convenient. Special meetings of the Board may be called by the President of the Society at the President's discretion or upon request of six other members of the Board of Directors in writing with at least 30 days notice to all members of the Board. Meetings may be held by electronic means.

Section 6. Quorum and proxies.

A majority of the voting members of the Board of Directors shall constitute a quorum. All voting members shall have an equal vote. Written proxies will not be accepted in determining a quorum except where provided for by electronic voting as prescribe in the Bylaws.

Section 7. Lack of quorum

If less than a quorum is in attendance at duly called meetings, tentative actions may be taken that will become effective upon subsequent ratification, either at a subsequent meeting by mail or email.

Section 8. Voting requirements.

A majority vote of the voting members of the Board of Directors attending a meeting shall be necessary for the conduct of its business except as otherwise provided in the Constitution.

Section 9. Business conducted by telecommunication.

Business of the Society may be transacted by correspondence, or other telecommunication means when in the opinion of the President matters requiring action can be adequately handled in that manner. All voting members of the Board of Directors should be informed of such interim actions, and a majority of the voting members of the Board must be reached for ratification of the actions, if balloting is necessary, unless otherwise provided by the Bylaws and in accordance with legal requirements related to electronic voting.

Section 10. Chapter activities

Chapters are permitted to hold meetings and local events that do not require approval by the Board of Directors. All activities conducted by Chapters become the responsibility of the Chapter and must adhere to policies and procedures mandated the Institute. Exceptions may be permitted as defined in the Bylaws.

ARTICLE C9 PUBLICATIONS***Section 1. Publication policies.***

Publications undertaken by the Society shall be subject to IEEE policies and to any further guidance or controls prescribed by the Board of Directors, or its duly appointed committees. The Society shall be responsible for the financial aspects of its publication program. Selection of the published material shall be in accordance with the objectives and policies of IEEE and the Society.

Section 2. Appointment of associate and guest editors

The President, with the advice and consent of the Board of Directors, shall appoint such editors as may be required to implement the publication program. The duties, authority, and responsibilities of an editor shall be prescribed in the Bylaws. The Editors-in-Chief of Society's periodicals shall appoint associates and/or guest editors consistent with Society publication policy as provided for in the Bylaws.

ARTICLE C10 RECALL***Section 1. Recall of officers.***

If at any time during the year, and for any reason in the interests of the Society which requires a change in an elected Director-at-Large or non-membership elected Executive Directive, the matter shall be discussed at a regular or a special meeting of the Board of Directors called for the purpose of considering and voting upon the recommended change. At least twenty days before the meeting, notice of such proposed action shall be given.

Section 2. Recall voting procedures.

An affirmative vote of two-thirds of the voting members of the Directors-at-Large shall be necessary to declare a vacancy for cause. For the purposes of recall voting, an abstention shall be counted as a negative vote. If the vote is in the affirmative, the officer recalled is immediately relieved of their position.

Section 3. Replacement of a recalled officer.

The President of the Society, upon approval of an officer from the Board, may replace the recalled officer in accordance with other sections of this Constitution and as prescribed in the Bylaws. To replace a recalled officer, a majority vote is required. An abstention shall be counted as a negative vote.

ARTICLE C11 AMENDMENTS***Section 1. Adoption and amendments.***

Sections of this Constitution and the Society Bylaws may be adopted or amended by action of the Society at a regular or special meeting if the following provisions are met:

- a. Amendments to the Constitution and/or Bylaws may be initiated by petition submitted by at least 25 members of the Society or by a majority of the Board of Directors at a regular meeting.
- b. Notice of the meeting and of the proposed change(s) must be provided to each member of the Board of Directors at least thirty days prior to such meeting by most suitable means including email or regular mail. A two-thirds affirmative vote of the votes cast by the members of the Board is required for passage.
- c. Upon adoption of the amendment by the Board of Directors, the amendment shall be submitted to the IEEE Technical Activities Board for formal approval.
- d. After approval by IEEE Technical Activities Board and Executive Committee, the proposed amendment shall be published in the Society Transactions or 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 of publication.
- e. If objections are received that total ten percent or more of the membership, 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 ballots shall carry a statement of the time limit for their return to the IEEE office. When a mail vote of the entire 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. Bylaws Amendment.

Amendments must be adopted by a two-thirds vote of the Board of Directors present during a Board meeting, 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 the amendment may be adopted by a two-thirds mail 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 Transactions or Newsletter. No amendment shall take effect until it has been published and has been mailed to the Technical Activities Secretary of the IEEE.

Section 2. Precedence of IEEE Constitution, Bylaws and Policies

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