

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

## **BYLAWS**

Revision 2009

### **Article I Objective**

These Bylaws provide additional guidance 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**

A. All IEEE members shall be eligible for membership in the Society, upon payment of the annual dues.

B. Honorary Membership, exempt from the payment of the annual Society dues, shall be based on the recommendation of the Society Awards Committee, the endorsement of the Society Board of Governors, and the approval of the IEEE Board of Directors. 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.

C. Members of other Professional and/or Technical Societies who are not members of IEEE may be accepted as affiliates in the Aerospace and Electronic Systems Society. A list of approved Technical Societies, specifically recognized for membership in AESS by action of the Board of Governors, shall be maintained by the Technical Activities Board (TAB) Staff Secretary of the IEEE. Further, such members may join in accordance with any other provision that may be incorporated in the IEEE Rules and Regulations. Such members may enjoy all of the privileges of membership in the Society, except:

1. 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,
2. IEEE membership is required to receive IEEE benefits that are derived through IEEE membership (as distinguished from membership in the Society) except as approved by the Executive Committee of the IEEE, and
3. All Committee Chairs must be a member of IEEE and AESS.

D. Any special members (life or other honorary) and affiliates in AESS at the time of its formation continue such membership in the Society regardless of the rules under which such membership was attained.

### **Article III Board of Governors**

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, plus ex-officio members without vote, as specified in the Constitution. The terms of the 24 Members-at-Large shall be as defined in the Constitution, Article V, Section 3. A quorum shall be a majority of the voting members of the Board of Governors and all shall have an equal vote. (Constitution, Article V, Section 1 and Article VII, Section 3)

A. Unless otherwise provided, a majority vote of the voting members attending a Board of Governors meeting shall be sufficient for approval of motions.

B. Roberts Rules of Order (revised) shall govern conduct of Board of Governors meetings on all matters not otherwise specified in these Bylaws, the Constitution, or the Procedures.

C. 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.

D. All Board of Governors meetings shall be open to all AESS members.

### **Article IV Nomination and Election of the Board of Governors**

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 as defined in the Constitution, Article VI, Section 4, and four or more members of the Society, not more than three-fifths of whom may be members of the Board of Governors.

A. 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 Nominating Committee. Recommendations for such nominations shall be solicited by a letter to the chairs of all Technical Subgroups, 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 of Section IV B. A nominating petition carrying a minimum of 25 names of Society members, excluding students, and describing the nominee's qualifications, shall automatically place that nominee on the slate to be presented to the Board of Governors.

B. At a meeting of the Board of Governors, normally held before the first of June, the Board shall hold elections to fill 2 of the 8 vacancies in the Board of Governors

occurring on the following First of January. Members of the Board of Governors may add nominees to the slate that was prepared to comply with Section IV A. A plurality of votes shall elect. (The Board of Governors may make contingent elections, to be effective if an elected member fails to accept the office or if a disapproval is received from IEEE Headquarters). Subsequent to this election, the remaining ballot of at least 10 candidates shall be sent to the membership by IEEE, who will serve as teller. The 6 candidates receiving the largest number of votes shall be elected to the Board of Governors. The 8 newly elected members shall assume office as of January 1 of the following year. The names of such elected members shall be published to the Society membership and reported to the IEEE Technical Activities Board. The elections shall become final unless refusal to serve or Headquarters disapproval is received within 60 days of such transmittal.

C. 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.

D. In the preparation of the slate of nominees and in the election, proper consideration shall be given to geographic representation and to technical interests.

## **Article V Officers**

At a meeting of the Board of Governors, normally held before the First of November of every other year, the Board of Governors shall elect, from among current members, who will be in office the following year, a President and an Executive Vice-President, plus all Vice Presidents as defined in the Constitution, who will take office on the First of January of the following year. The newly-elected or continuing President shall annually appoint, with the concurrence of a majority of the Board of Governors, a Secretary and a Treasurer. All appointed officers will take office on the First of January of each year. Associate Vice Presidents may be appointed from the ranks of the elected Board of Governors by the President for any area where assistance to that Vice President is desirable.

A. The terms of the elected and appointed Officers shall be as specified in the Constitution, Article V, Section 4.

B. The elected officers shall prepare a set of plans and objectives as part of their obligation in assuming the responsibilities of their offices.

C. 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 elected or appointed Officers. The President shall be a member of the IEEE Technical Activities Board and serve as the interface with all IEEE entities, unless he delegates this interface responsibility.

D. 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.

E. Under the guidance of the President, the Officers will direct the operations of their areas, described in Sections X through XVI herein. The Officers shall also perform such other functions as the President or the Board of Governors shall from time to time direct.

F. 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.

## **Article VI 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. If less than a quorum attend a duly called meeting, tentative actions may be taken which shall become effective upon subsequent ratification, either at a subsequent meeting or by mail, by a majority of the Board of Governor members. Minutes of such a meeting shall be mailed by the Secretary to each Board of Governors member, who shall register his disapproval of any actions taken within thirty days after receiving said minutes, or he shall be deemed to have ratified the actions. A Quorum is defined in the Constitution, Article VII.

C. Society business may be conducted by electronic voting when needed to either resolve issues that were not decided in a normal BoG meeting or to handle emergency issues that may occur between regular BoG meetings. Electronic voting will occur if the President deems that the issue is too vital to wait for the next BoG meeting. Electronic voting is intended to complement the regularly scheduled BoG meetings, not to replace the meetings. Motions may be presented to the BoG electronically only by the President and must follow the same procedures as motions made during regular BoG 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 BoG (emergency voting may be made following notification of and agreement by a majority of

the BoG members eligible to vote on the issue). An affirmative vote by a majority of the voting members of the BoG is required for passage of any motion by electronic vote.

## **Article VII Society Funds**

A. Society funds 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 office of the TAB Finance Manager.

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 VIII Officers**

The President will assure that all Officers as defined below will carry out the mission of the Society and provide management of all aspects of Society business and activities:

A. Vice-Presidents are established by the Board of Governors to provide responsible Officers for efficient leadership of the principle functions of society operations.

B. International Directors are established by the Board of Governors to provide responsible Officers for efficient leadership of society operations in IEEE Regions outside the continental United States, per Bylaws Article XVII.

C. The Officers shall also perform such other functions as the President or the Board of Governors shall from time to time direct.

D. 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.

E. Vice President-Finance: The VP Finance shall direct and coordinate the overall financial affairs of the Society.

1. The VP Finance shall prepare the annual Society Budget (with help of the various Officers and Committees) and monitor performance to budget. He 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.

F. Treasurer: The Treasurer shall serve as custodian and disbursement authority of Society funds.

1. The Treasurer shall arrange payment of authorized invoices and reimbursement of authorized expenses in accordance with IEEE policy.
2. 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 VP Finance, the Treasurer shall compile financial data on the health of the Society and provide to the Board of Governors at each meeting.
3. 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.

G. 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 IX Committees**

A. Standing Committees are 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 may appoint only the Chair and ask him 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 Subgroups**

Subgroups are voluntary associations of significant portions of the total Society membership and, hence are not equivalent to appointed Standing Committees. Subgroups 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 subgroups 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 subgroups of Society members interested in symposia, papers, standards and 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**

A. The Society will 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 will work with society chapters, Technical Panels, and Conference Committees to develop and execute programs that will enhance the professional capabilities and currency of present and potential society members.

## **Article XIII Member Services**

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 shall direct and coordinate the activities of the Standing committees reporting to him.

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**

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 Associate Vice President-Publications and 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**

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 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. He 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 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 Director**

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:

1. Provide interaction between the academia, industry, government and the professionals in innovative manner
2. Provide means for global interaction of professionals in new and emerging areas of concern for AESS
3. Provide forums for discussing means for enhancing the quality of life globally using AESS technological areas , and educating the professionals accordingly
4. Encourage involvement of industries in AESS events for mutual benefit, including the practice of systems engineering and system-of-systems approach
5. Provide a comprehensive package of achieving AESS membership growth, and chapter growth.

## **Article XVIII Amendments**

Amendments to these Bylaws may be made by means of the procedures described in Article IX, Section 2 of the Constitution.