



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

# **CONSTITUTION**

**Revision 2009**

### **Article I NAME AND OBJECTIVE**

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

Section 2: The objectives of the Society shall be technical, scientific, literary, professional, and educational in character. The Society shall strive for the advancement of the theory and practice of electrical phenomena engineering, and of the allied arts and sciences, and the maintenance of high professional standing among its members, all in consonance 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.

Section 3: The Society shall aid in promoting close cooperation and exchange of technical information among its members and other interested persons and to this end 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.

### **Article II FIELD OF INTEREST**

Section 1: The field of interest shall be the organization, 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. Many AES members are concerned with the practice of system engineering.

Section 2: The field of interest of the Society may be enlarged, reduced, or shifted moderately as the needs of the occasion indicate with the provision that such revisions shall be processed as an amendment to this Constitution.

### **Article III MEMBERSHIP**

Section 1: IEEE members of any grade, including students, having an interest in any phase 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 affiliate with the Society and may participate in Society activities, as provided by the IEEE Bylaws and subject to the applicable IEEE rules and regulations and any additional limitations imposed by the Society Bylaws.

#### **Article IV FINANCIAL SUPPORT**

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

Section 2: The Society may make registration charges at meetings, symposia, conferences, and conventions 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, shows, 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 by the IEEE TAB Finance Department before being adopted by the Society

#### **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 members "ex-officio without vote" as specified in the Bylaws.

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

Section 3: 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, 2 by the existing Board of Governors, and the remaining 6 by the full Society membership. Only two consecutive full terms of membership are permitted, but eligibility is restored after a lapse of one year. Members must be of Member, Senior, or Fellow grade at the time of their nomination.

Section 4: The Board of Governors shall biennially elect two of its elected in-term members, of Member, Senior, or Fellow grade, as President and Executive Vice President. A Vice President-Conferences, a Vice President-Member Services, a Vice President-Publications, a Vice President-Technical Operations, a Vice President-Education, and a Vice President-Industry Relations, shall be elected from the existing Board of Governors. A Secretary and a Treasurer are appointed by the President with

the consent of the board in accordance with the Bylaws. The President and Executive Vice President will serve one 2-year term each and are not eligible for re-election. The Executive Vice President normally ascends by election to the office of President at the completion of his term.

Section 5: The newly elected President, Executive Vice President and members of the Board of Governors shall assume office on the first of January.

Section 6: The duties and responsibilities of the officers shall be as defined hereinunder and in the Bylaws and as delineated by the Board of Governors.

Section 7: The President, at the direction of the Board of Governors, shall have general supervision of the affairs of the Society. He 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 by the Board of Governors. In his absence or incapacity his duties shall be performed by the Executive Vice President.

Section 8: The President shall be an ex-officio member of all committees of the Society. He is a member of the IEEE Technical Activities Board, and when notified of a meeting of said Board, he shall assure representation of the Society at such meeting by himself, or by the Executive Vice President or by an alternate. If an alternate cannot be found, the President shall express the views of the Society by a letter of proxy.

Section 9: The Board of Governors may establish committees as prescribed in the Bylaws, including standing committees (e.g. Awards, Chapters, Membership, Nominations). Technical Committees and Technical Areas may be established as needed to develop specific areas of interest. All appointments to committees and similar posts will 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 10: The President shall appoint as non-voting ex-officio members of the BoG, a current undergraduate engineering student and a current graduate engineering student to serve as Student Representatives. The graduate student representative shall also serve as the Society's GOLD (Graduate of Last Decade) Representative. The terms for each shall be two (2) years, renewable once.

Section 11: 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 12: 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 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 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: Nominations and Appointments Committee**

- a. The Chair of the N&A Committee shall be the immediate past President of the Society. In the event of the incapacity or conflict of interest of the Past President, the most recent Past Chair of the N&A Committee available shall be the Chair of the N&A Committee. With extenuating circumstances, a different individual may be appointed to this position.
- b. N&A Chair shall not be eligible to be elected to a Society-elected position during their term of service.
- c. At least two-thirds of the voting members of the N&A Committee shall be constituted pre-elected or appointed by the Society Bylaws, Article IV.
- d. A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting of the year in which the nomination shall be made.

### **Section 5: Petition signature requirements**

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows: For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. The name of each

member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

## **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, which may be held during the International Convention, or during some other IEEE meeting, or as a separate conference.

Section 2: The Board of Governors shall hold two or more meetings each year, one of which shall be the Annual Meeting of the Board of Governors at a time specified in the Bylaws. An annual Strategic Planning Meeting of all elected and appointed officers will also be held within the 1<sup>st</sup> 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. Special meetings of the Board of Governors may be called by the President of the Society at his own discretion or upon request of four other members of the Board of Governors with at least twenty (20) days notice.

Section 3: A majority of the voting members of the Board of Governors is Thirteen (13) members and this shall constitute a quorum. All members shall have equal vote. Ex-officio members will not have a vote. The vote of the President shall be in accordance with Robert's Rules of Order.

Section 4: The vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the Society or any committee thereof.

Section 5: The BoG of the Society or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The 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.

Section 6: The BoG of the Society or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the eligible voting members of the Board of Governors or any committee thereof 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 or any committee thereof. "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.

Section 7: Individuals holding more than one position on the Society or any committee thereof shall be limited to one vote on each matter being considered by the Society or committee.

Section 8: Proxy voting is not allowed.

Section 9: The presiding officer who serves as Chair (President or his substitute) shall have no vote on the Board of Governors except if the vote is by secret ballot, or to break a tie, or unless the Chair's vote can change the outcome of the vote.

## **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 compensation, if any, shall be prescribed in the Bylaws.

## **Article IX AMENDMENTS**

Section 1: Amendments to this Constitution may be initiated by petition submitted by twenty-five (25) members of the Society or by the Board of Governors, such Amendments being submitted to the IEEE Technical Activities Board of the IEEE for approval. 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. 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. 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.

Section 2: Suitable Bylaws, and Amendments thereto, may be adopted by a two-thirds vote of the Board of Governors present in a meeting assembled, provided that notice of the proposed Bylaw or Amendment has been given to each member of the Board of

Governors at least thirty (30) days prior to such meeting; or a Bylaw or Amendment may be adopted by a two-thirds mail vote of the Board of Governors, provided a thirty (30) day period is provided for such responses. In either event, the proposed Bylaw or Amendment shall be published in the Society Transactions or Magazine. No Bylaw or Amendment shall take effect until it has been approved by the IEEE Technical Activities Board.