THE IEEE COMPUTER SOCIETY CONSTITUTION

ARTICLE I - NAME, PURPOSE, AND SCOPE

Section 1:

The name of this organization shall be the IEEE Computer Society, hereinafter referred to as "the Society."

Section 2:

The purposes of the Society shall be scientific, literary, and educational in character. The Society shall strive to advance the theory, practice, and application of computer and information processing science and technology and shall maintain a high professional standing among its members. The Society shall promote cooperation and exchange of technical information among its members and to this end shall hold meetings for the presentation and discussion of technical papers, shall support lifelong professional education and certification, shall develop standards, shall publish technical journals, shall provide technical and professional products and services, and shall through its organization and other appropriate means provide for the needs of its members.

Section 3:

The scope of the Society shall encompass all aspects of theory, design, practice, and application relating to computer and information processing science and technology.

ARTICLE II - ORGANIZATION

Section 1:

The Society shall be organized within the Institute of Electrical and Electronic Engineers, Inc., hereinafter referred to as the IEEE. It shall operate within the IEEE constitution and bylaws and within such other policies and procedures that are authorized under these documents.

Section 2:

The grades of membership of the Society, the member transfer, and severance pertaining to each grade shall be as specified in the Society bylaws.

Section 3:

The Society shall be governed by a Board of Governors, hereinafter referred to as "the Board."

Section 4:

Officers of the Society shall be as specified in Article IV and the bylaws.

Section 5:

The organizational structure of the Society shall be as specified in this constitution and the bylaws.

ARTICLE III - BOARD OF GOVERNORS

Section 1:

The Society shall be governed by the Board. All members of the Board must be members of the Society. The franchised members of the Board shall be the Society president, president-elect, first and second vice presidents, the immediate past president, and ~~twenty-one~~ other elected Board members as specified in the bylaws. ~~of the Board.~~ *Ex officio* members of the Board may be designated in the bylaws. The *ex officio* members of the Board shall have no vote unless they hold one as a franchised member of the Board.

Section 2:

The term of office for an elected member of the Board shall be three years. Within-term vacancies shall be filled as specified in the bylaws. ~~Seven elected members of the Board shall be elected annually.~~ The number of Board members elected annually shall be as specified in the bylaws. All Board members shall continue to serve until their successors take office.

Section 3:

Nomination and election of the members of the Board shall be by the method prescribed in the Society bylaws and shall include provision for nomination by petition by the Society members.

Section 4:

Meetings of the Board shall be held as prescribed in the bylaws. ~~Other~~ Additional meetings of the Board ~~may~~ shall be called at the ~~discretion~~ request of the presiding officer of the Board or ~~at the request of~~ four franchised members of the Board.

Section 5:

The officers of the Board shall be as specified in the bylaws.

Section 6:

The presence of a majority of the franchised Board members shall constitute a quorum. ~~Proxies shall not be used to constitute a quorum.~~ When a quorum is present at a meeting, a majority vote shall be necessary for the conduct of business except as otherwise provided in the Society's constitution and bylaws. The presiding officer may vote only when a secret ballot is called for or if the chair's vote can change the outcome of the vote. ~~to resolve ties.~~

Section 7:

The business of the Board may be handled by means other than a formally called meeting where in the opinion of the presiding officer of the Board matters requiring action can be adequately handled in that manner. A majority vote of all franchised members of the Board is necessary for approval of actions handled in that manner, except as otherwise provided.

Section 8:

The Board may by a two-thirds vote of the entire franchised Board delegate its powers not specifically assigned to it in this constitution to its committees or to officers of the Society.

ARTICLE IV - OFFICERS

Section 1:

The elected officers of the Society shall be the president, the president-elect, the first and second vice presidents, and the secretary. Other officers may be provided for in the bylaws. The president-elect and first and second vice presidents of the Society shall be elected annually. The election procedures shall be as specified in the bylaws. These elected officers must hold member grades or higher in the IEEE and have been Society members for the preceding three years. When taking office as president, president-elect, or first or second vice president, such officers of the Society vacate their elected Board positions if they currently hold one. The president shall with advice and consent of the Board appoint all non-elected officers. These appointed officers must hold the member grade or higher in the Society.

Section 2:

The president, under the direction of the Board, shall be responsible for general supervision of the affairs of the Society. The president shall have such other powers and perform such other duties as may be provided in the Society bylaws or which may be delegated by the Board.

Section 3:

The president-elect shall perform such duties as specified in the bylaws or assigned by the president or the Board. The president-elect shall become president the following year. The president-elect shall act for the president should that office be vacated or in the event of the absence or incapacity of the president. In so doing, the president-elect does not vacate the office of president-elect. Should the office of president-elect become vacant, the Board shall fill the vacancy. In the interim, the first vice president shall act for the president-elect, but shall not assume the office of president-elect.

Section 4:

The first vice president shall act for the president in the event of the absence or incapacity of both the president and president-elect, and shall perform such duties as specified in the bylaws or assigned by the president.

Section 5:

The second vice president shall act for the president in the event of the absence or incapacity of the president, the president-elect, and the first vice president, and shall perform

such duties as specified in the bylaws or assigned by the president.

Section 6:

The secretary is responsible for keeping the required records of the Society and submitting reports to the IEEE and others as required and shall perform such other duties as required in the bylaws or assigned by the president.

Section 7:

The treasurer, an appointed officer, is responsible for the financial affairs of the Society and shall make reports to the Board on the financial status of the Society and shall perform such other duties as required in the bylaws or as assigned by the president.

Section 8:

The Board is responsible for determining vacancies or temporary absences in office positions. In situations for which no succession procedure is described, or for which the procedure fails, the Board shall appoint a successor in the case of a vacancy, or an acting officer in the case of a temporary absence.

ARTICLE V - FINANCES

Section 1:

All assets held by or for the Society are vested in the IEEE. All funds shall be handled according to the rules established by the IEEE Board.

Section 2:

The Board shall have the sole authority to obligate the funds and assets of the Society for all purposes necessary to promote its objectives, and any authorized officer or representative thereof may make such obligations and commitments provided they are within the terms of a properly approved budget. Neither the Society nor any officer, member, employee, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the IEEE for purposes prohibited by the IEEE.

Section 3:

The Society budget must be approved by the Board. Any changes to the budget or expenditures in excess of budgeted amounts or for unbudgeted items must be approved in accordance with the provisions in the bylaws.

Section 4:

The Society may collect dues from its members and fees for publications and services it provides.

Section 5:

The Society may raise revenue by other means provided such means are consistent with IEEE policy. Any new revenue means not explicitly covered by IEEE rules and regulations must be reviewed by the IEEE Executive Director ~~general manager~~ before being adopted by the Society.

ARTICLE VI - AMENDMENTS

Section 1:

Amendments to this constitution may be ~~initiated~~ proposed either by ~~(1)~~ a petition signed by ~~two percent of the~~ at least 1000 voting members of the Society or ~~(2)~~ by a two-thirds vote of the franchised members of the Board. ~~Such a~~ The proposed amendment shall be submitted to the IEEE Technical Activities Board (TAB) for administrative approval. After IEEE TAB approval, the proposed amendment shall be distributed to all Society members eligible to vote through appropriate electronic or print media. ~~published in a Society publication which nominally reaches the entire Society membership.~~ A ballot with the proposed amendment shall be distributed to all Society members eligible to vote at least 60 days before the date appointed for return of the ballots or in conjunction with the annual election ballot. ~~A copy of the proposed amendment shall also be mailed with a ballot to all members of the Society at least 30 days before the date appointed for return of the ballots.~~ Approval of the amendment by at least two-thirds of ballots

legally cast ~~those voting~~ shall be necessary for its enactment.

Amendments will become effective 60 days after all necessary notifications and approvals.

Section 2:

Amendments to the bylaws require five successive steps:

1. They must be initiated at a regular Board meeting.

2. They must be approved at a regular Board meeting by a two-thirds vote of the franchised Board members.

3. They must be published, together with an announcement soliciting membership comments, in a Society publication that nominally reaches the entire membership.

4. They must again be approved at a Board meeting by a two-thirds vote of the franchised Board members. Such meeting must occur not less than 30 days or more than one year following publication.

5. They must be accepted by ~~the~~ IEEE TAB.