This Constitution consists of eight Articles as follows:

**Article I**

**Name and Objectives**

*Section 1:* The name of this organization shall be the IEEE Computer Society and it shall be governed by the Constitution and Bylaws of the Institute of Electrical and Electronic Engineers, Inc. (IEEE). In this text the organization shall be referred to briefly as "The Society."

*Section 2:* The objectives of the Society shall be scientific, literary and educational in character. The Society shall strive to advance the theory and practice of computer and information processing technology. It shall maintain a high professional standing among its members and give special attention to such aims within the scope of the Society as hereinafter defined in consonance with the Constitution and Bylaws of the IEEE.

*Section 3:* 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 publish technical journals, and through its chapters and technical committees shall study and provide for the professional needs of its members. The Publication and Meeting activities of the Society shall be carried out in accordance with the Bylaws of the IEEE.

**Article II**

**Scope**

The scope of the Society shall encompass the following:

*Section 1:* All aspects of design, theory, and practice relating to digital and analog devices, computation and information processing.

**Article III**

**Membership**

*Section 1:* The grades of membership of the Society, the member qualifications, privileges, and the requirements for admission, transfer, and severance pertaining to each grade shall be specified in the Bylaws.

**Article IV**

**Finances**

*Section 1:* The Society may collect from its members an annual assessment or fee. The collection shall be in accordance with applicable rules and regulations of the IEEE.

*Section 2:* The Society may make registration charges at its meetings, symposia, conferences and conventions.

*Section 3:* The Society shall not make registration charges at a meeting, conference, or convention which it operates as part of an IEEE Sectional, Regional, National, or International meeting, conference, or convention.

*Section 4:* The Society may raise revenue by other means, such as but not limited to advertising, exhibits, requests for contributions,
subscriptions or single copy charges for its publications and charges for sending notices to non-members provided that such means do not conflict with policies and revenue means of the IEEE. Any new revenue means not explicitly covered by IEEE rules and regulations must be reviewed by the IEEE General Manager before being adopted by the Society.

Section 5: Neither the 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 without prior approval.

Section 6: Monies held by or for the Society legally belong to the IEEE. Such monies may be expended to promote the objectives of the Society, but shall not be expended for purposes contrary to the interests of IEEE.

ARTICLE V
Organization

Section 1: The Society shall be governed by a Governing Board consisting of a maximum of 23 voting members. The officers of the Society shall be the officers of the Board. All officers and members of the Board must be members of the Society. The voting members of the Board shall be a President, one or more Vice Presidents, the Junior Past President, and twenty elected members of the Board or fewer than twenty as necessary to avoid exceeding the maximum allowable number of voting members. Any President, Vice President, or Junior Past President may hold his office concurrent or consecutively with his term as an elected member of the Board. Additional special members of the Board may be designated in the Bylaws. These additional members of the Board shall have no vote unless they hold one as an elected member of voting members of the Board shall be a President, one or more Vice Presidents, the Junior Past President, and twenty elected members of the Board or fewer than twenty as necessary to avoid exceeding the maximum allowable number of voting members. Any President, Vice President, or Junior Past President may hold his office concurrent or consecutively with his term as an elected member of the Board. Additional special members of the Board may be designated in the Bylaws. These additional members of the Board shall have no vote unless they hold one as an elected member of the Board or by virtue of holding office as President, Vice President, or Junior Past President.

Section 2: The term of office for a member of the Board shall be two years. Within-term vacancies shall be filled by elections, for the unexpired terms, by the remaining members of the Board. Ten members of the Board shall be elected annually, provided, however, that if fewer than ten vacancies exist the number to be elected shall be reduced to equal the number of vacancies. 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 of the Society members.

Section 4: The officers of the Board shall be the President, one or more Vice President, a Secretary and a Treasurer and such other officers as may be provided for in the Bylaws or by resolution of the Board. The number of Vice Presidents shall be specified in the Bylaws. The Board shall annually elect the President and Vice Presidents from its membership. The President-elect shall appoint a Secretary and a Treasurer for one year terms coextensive with his term. These appointed officers must be chosen from voting members of the Board.

Section 5: The President, under the direction of the Board, shall have general supervision of the affairs of the Society. He shall preside over meetings of the Board and over general meetings of the Society, and have such other powers and perform such other duties as may be provided in the Society Bylaws or which may be delegated to him by vote of the Board. In his absence or incapacity his duties shall be performed by the ranking Vice President.

Section 6: The Secretary shall be responsible for sending notices according to plans delineated by the Board or laid down in the Society Bylaws; he shall prepare the agenda for and record the minutes of all meetings of the Board and general meetings of the Society. He shall make such reports of activities as may be required by the Board and the IEEE.

Section 7: The Treasurer shall be responsible for the management of the financial affairs of the Society, including preparation and presentation of budgets and financial reports.

Section 8: The Society shall utilize the services of the IEEE as bursar. All funds shall be handled by the Treasurer according to rules established by the Board and the IEEE. The budget must be authorized by the Board and disbursements must be approved by the President or the Treasurer.

Section 9: Committees shall be established as specified in the Bylaws. The President, as soon as expedient after his election, shall appoint the Chairmen of all committees. Members, appointed to committees, shall serve until their successors are appointed or the committees are dissolved.

Section 10: The President shall be an ex officio member of certain committees and boards of the IEEE and other organizations which are designated in the Bylaws or specified by the Board. He shall represent the Board at meetings in person, by appointed delegate, or by letter.

ARTICLE VI
Governing Board Meetings

Section 1: Meetings of the Board shall be held as prescribed in the Bylaws. Other meetings of the Board may be called at the discretion of the President or at the request of four members of the Board.

Section 2: A majority of the voting members of the Board shall constitute a quorum.

Section 3: When a quorum is present at a meeting, a majority vote of the voting members present shall be necessary for the conduct of business except as otherwise provided in the Constitution. The vote of a member of the Board may be assigned to a proxy by written statement. No individual shall hold more than two proxies, not counting any vote he may have in his own right. The President may not hold a proxy.

Section 4: The business of the Board may be handled by means other than a formally called meeting where in the opinion of the President matters requiring action can be adequately handled in that manner. A majority vote of all the voting members of the Board is necessary for approval of actions handled in that manner.

ARTICLE VII
Chapters and Technical Committees

Section 1: Chapters may be formed in accordance with IEEE Bylaws on a geographical basis to serve Society members in a local area.

Section 2: Technical Committees shall be established by the Board in special interest topical areas which lie within the scope of the Society. The functions and operations of the technical committees shall be as defined in the Bylaws.

ARTICLE VIII
Amendments

Section 1: Amendments to this Constitution may be initiated by: (1) a petition signed by 2 percent of the Society members or (2) by a two-thirds vote of the entire voting membership of the Board. Such a proposed amendment shall be submitted to the IEEE for approval. After IEEE approval, the proposed
amendment shall be printed in a Society publication which nominally reaches the entire Society 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 to the Society's office. Approval of the amendment by at least two-thirds of those voting shall be necessary for its enactment.

Section 2: Bylaws of the Society may be adopted or amended by a two-thirds vote of the Board provided notice of the proposed change is sent to each member of the Board at least two weeks prior to such action. No Bylaws shall become effective until they have been printed in a Society publication which nominally reaches the entire Society membership and are accepted by the IEEE.

BYLAWS

These Bylaws consist of six articles as follows:

**Article I**

Nominations and Elections

Section 1: The Nominations Committee shall consist of: (1) the Junior Past President of the Governing Board as committee chairman; (2) one member of the Board; (3) one member of the Society not a member of the Board. (See Article III, Section 2.)

Section 2: Four weeks prior to the annual meeting, the Nominating Committee shall submit to the Board names of nominees for the Board. The Nominations Committee shall also submit the names of persons it proposes for President, First Vice President, and Second Vice President of the Board. One or more nominees shall be proposed for each of these three offices. Additional nominations by the Society membership for members of the Board, for President, and for First or Second President may be made by written petition, signed by 1% of the Society members and filed with the Secretary. Such petitions must be filed with the Secretary at least ten days before the annual meeting. The President and Vice Presidents must be selected from among all the voting members of the Board, including the current President and Vice Presidents.

Section 3: The Nominations Committee shall consider in its proposals those factors which will promote efficiency and equitable presentation of the Society membership and interests. Of the persons nominated each year, at least three shall be chairmen or past chairmen of technical committees, and at least two shall be chairmen or past chairmen of chapters.

Section 4: The President, Vice Presidents and members of the Board in that order, shall be elected from among those nominated as specified in Sections 2 and 3, by Secret Ballot of the Board at the Annual Meeting. Twelve votes are required to elect a candidate.

Section 5: The current President of the Board shall inform the successful candidates of their elections and shall arrange for the transfer of responsibilities.

Section 6: The total continuous time served on the Board, excluding any years served as President, Vice President or Junior Past President shall not exceed three terms. No one shall be eligible to serve as President for more than two consecutive years. No one shall serve as Vice President for more than two consecutive years. Filling an unexpired term for more than half of the term shall count as full term.

Section 7: Newly elected members of the Board and Officers shall assume office on January 1.

**Article II**

Meetings of the Governing Board

Section 1: The Governing Board shall hold its Annual Meeting during October, November, or December of each year. At least two additional meetings shall be held each year.

Section 2: The order of business of each Annual Meeting of the Board shall include election of officers and Members of the Board for the succeeding year.

Section 3: No meeting of the Board shall be held to transact business unless each member has been notified of the time and place of each meeting 20 days prior to the scheduled date of the meeting.

Section 4: A roll call shall be taken at the beginning of each Board meeting. The Secretary shall record the names of those voting members present or represented by proxy and announce whether a quorum exists. If less than a quorum attends a duly called meeting, tentative actions may be taken which will become effective upon subsequent ratification, either at a meeting, or by mail by a majority of all the voting members of the Board. Minutes of such a meeting with a separate ballot for each question to be ratified by mail balloting, shall be mailed by the Secretary to each member of the Board. Ballots must be returned within 30 days of mailing to be counted.

Section 5: Meetings of the Board may be advanced, postponed, or canceled only by consent of a majority of all the voting members of the Board not less than fourteen days before the original date or the new date set for the meeting, whichever is earlier.

Section 6: The Secretary shall transmit in writing within 20 days after their adoption all motions, directives, and orders of the Board to the persons or members affected. He shall transmit a complete and accurate copy of the minutes of all meetings of the Board to all Members of the Board, Chapter Chairmen, Chairmen of the Standing Committees, and designated IEEE groups, boards and committees within 30 days after the meeting.

Section 7: The Secretary shall be responsible for sending notices of the time and place of all meetings to the officers and members of the Board, Chapter Chairmen, Chairmen of the Technical and Standing Committees, and appropriate guests. Notice of Board meetings shall be published in a Society publication, which nominally reaches the entire Society membership.

Section 8: Parliamentary Authority—The procedure and conduct of the Board meetings shall be governed by "Roberts Rules of Order, Newly Revised" as they are applicable and not inconsistent with the Society Constitution and Bylaws or the Constitution and Bylaws of the IEEE, Inc.

**Article III**

Standing Committees

Section 1: The Standing Committees shall include the following:

1) Publications Committee
2) Conferences and Meetings Committee
3) Membership and Admissions Committee
4) Chapters Committee
5) Awards Committee
6) Computer Standards Committee
7) Nominations Committee
8) Student and Faculty Relations Committee
9) Fellows Committee
10) New Activities Committee
11) Finance Committee
12) Intersociety Committee
13) Constitution and Bylaws Committee

Section 2: Each committee chairman shall be an ex officio member of the Board. He shall have no vote unless he holds one as a
Section 3: Each Standing Committee shall have the power to create subcommittees of its own selection.

Section 4: The President may appoint such additional ad hoc committees as he may deem desirable.

Section 5: Publications Committee
1) The policy and programs of the Society with respect to Publications shall be formulated, guided and evaluated by the Publications Committee. The committee shall encourage the authorship and publication of papers in the Society’s field of interest. The Committee shall, as needed, prepare recommendations for new publications and provide persons to manage them. The responsibilities of the Publications Committee shall include the special interest publications of the Technical Committees.
2) The Committee shall recommend an Editor in Chief for all of the Society’s publications except for such publications discussed in Section 6. The President, with the advice and consent of the Board, shall appoint the Editor in Chief for a definite period, subject to mutual agreement. The Editor in Chief is an ex officio member of the Publications Committee. The Editor in Chief shall be the chief administrative officer for the publications activities. He is directly responsible to the Board. The compensation, if any, for the Editor in Chief will be set by the Board.
3) The Committee shall recommend an Editor for each of the Society’s publications. The President with the advice and consent of the Board, shall appoint each editor for a definite period, subject to mutual agreement. The compensation, if any, for each editor will be set by the Board.
4) The editorial staff of each publication shall have full responsibility for review of papers for its publication including the selection of qualified references from the membership of the Society as well as non-members of the Society. The review of papers shall include conference papers recommended for publication.

Section 6: Conferences and Meetings Committee
1) The policy and programs of the Society with respect to meetings shall be formulated, guided and evaluated by the Conference and Meetings Committee. The Committee shall encourage the authorship and presentation of papers in the Society’s field of interest. The Committee shall, as needed, prepare recommendations for new meetings and for people to manage them. This committee shall be responsible for co-ordinating all of the Society’s technical meeting activities. The Committee shall cooperate with the Technical Committees in the planning and execution of special interest meetings and workshops.
2) The review, selection and publication of papers presented at a meeting shall be the responsibility of the people selected to manage the meeting. Publication of these papers, including preprints by means other than those covered in Section 5, shall also be the responsibility of the people who manage the meeting but shall be consistent with the policies of the Society as established by the Governing Board.

Section 7: Membership and Admissions Committee—The duties of the Membership and Admissions Committee shall include encouraging and qualifying membership in the Society by all professionals and students interested in the Society’s field of interest.

Section 8: Chapters Committee—The Committee shall promote the organization of Chapters of Society members in such locales as have a sufficient number of Society members. Where sufficient interest and activity exists the Committee shall recommend the formation of Area Committees to provide the interests of the Society in appropriate geographic areas. This Committee shall function as a communication link between the Chapters and the Board.

Section 9: Awards Committee—This Committee shall have the responsibility for
1) nominating candidates for IEEE awards, as and when requested by IEEE Headquarters, and
2) for selecting recipients for any awards being administered by the Society in accordance with applicable award rules as approved by the Board. It shall be the duty of this Committee to maintain Society awards activities and policies consistent with the awards activities and policies of the IEEE. The selection of the Awards Committee shall be final in all cases.

Section 10: Computer Standards Committee—This Committee shall be responsible for studying the needs for new or revised standards, pertinent to the interests of the Society and for expediting the necessary steps to be taken for the creation of new committees or the activation of existing committees to consider these needs. Its program shall be coordinated with other IEEE standards activities through the IEEE Standards Committee. The IEEE Standards Committee shall represent the Society in cooperating with Standardizing Bodies outside the IEEE.

Section 11: Nominations Committee—The Nominations Committee shall be appointed by the President within four weeks after his election. The composition of the Nominations Committee and its functions with respect to the annual elections are defined in Article I of these Bylaws. The Nominations Committee shall maintain an active file of qualified candidates for the Board and its Standing Committees.

Section 12: Student and Faculty Relations Committee—The Student and Faculty Relations Committee shall bring the Society to the attention of students in the various disciplines associated with computer and information processing technology. It shall aid the faculty in fostering education in the various disciplines associated with computer and information processing technology. To maintain interest, it shall foster the dissemination to such students and faculty of information on computer and information processing technology in connection with educational activities, professional meetings, professional advances, and new applications. All communications concerning student and faculty interests and activities shall be directed to the Student and Faculty Relations Committee.

Section 13: Fellows Committee—This Committee shall be responsible for assisting the IEEE Fellow Committee in recognizing IEEE members who, in its opinion, meet the qualifications for the grade of Fellow because of contributions to the computer and information processing technology. The Fellows Committee shall consist of at least seven Society members chosen from among those of Fellow grade within the IEEE. The committee members shall be chosen by the Chairman of the Fellows Committee.

Section 14: New Activities Committee—The New Activities Committee shall be responsible for continuous review of the field of computer and information processing technology for the purpose of recommending new topics for activity and to recommend organizational changes when necessary. This shall include recommendations for initiating, merging and terminating technical and standing committees.

Section 15: Finance Committee—The Finance Committee shall be responsible for periodically reviewing the fiscal affairs of the Society. It shall make recommendations on financial policy to the Governing Board when warranted, and shall review the annual budget in advance of its submission to the Board and to the IEEE. The Chairman of the Finance Committee shall be the Treasurer of the Society.

Section 16: Inter-society Committee—This Committee shall be responsible for recommending relations with other IEEE and non-IEEE organizations including mergers and joint activities.

Section 17: Constitution and Bylaws Committees—This Committee shall be responsible for reviewing, evaluating, and initiating changes in the Constitution and Bylaws of the Society. It shall also be responsible for collecting and publishing the rules and practices of the Society.
ARTICLE IV

Powers, Privileges, Duties, Fees

Section 1: It shall be the duty of each member of the Society to vote on such matters as require a referendum. Each member should keep the Board informed of his views and may attend all meetings but may not introduce motions, vote or preside.

Section 2: The President shall be an ex officio member of all Standing Committees and of the committees and boards of the IEEE and other organizations as designated by the Society Board. He may exercise his vote in the Board only to break a tie or in the election of officers and members of the Board or when vote is by secret ballot.

Section 3: The President shall arrange for participation in the Technical Program of the IEEE International Convention as directed by IEEE regulations.

Section 4: The President shall appoint representatives to duly constituted organizations (such as the American Federation of Information Processing Societies) as may be provided for by the Society or the IEEE. The President may designate any or all of the representatives as ex officio members of the Board.

Section 5: The President shall delegate responsibility for the coordination of technical committee activities to one of the Vice Presidents who shall be chairman of the New Activities Committee and shall delegate responsibility for the coordination of Chapter activities to the other Vice President who shall be chairman of the Chapters Committee.

Section 6: The First Vice President shall act in place of the President in the latter's absence.

Section 7: The Second Vice President shall act in place of the President in absence of both the President and the First Vice President.

Section 8: If for any reason the best interests of the Society require a change in the officers of the Board during the year, the matter shall be duly and carefully considered by the Board. A majority vote of the entire Board or a petition signed by 2% of the members of the Society and submitted to the Board shall be necessary to call a Board meeting denoting the purpose of the meeting in the meeting notice to consider and vote upon a recommended change. A two-thirds vote of the entire voting membership of the Board shall be required to declare an office vacant. The vacant office may be filled for the unexpired term upon nominations from the floor.

Section 9: The Society fees shall be set by the Board in accordance with IEEE guidelines.

Section 10: Members who become delinquent in the payment of fees shall be treated in accordance with pertinent IEEE rules and procedures.

ARTICLE V

Technical Committees

Section 1: Technical Committees shall be established by the Board in special interest topical areas which lie within the scope of the Society. The purpose of a Technical Committee is to provide the leadership in organizing such technical activities in its specialty area as: 1) Sponsoring, co-sponsoring and participating in technical meetings, sessions, and workshops. 2) Organizing specialized sessions at larger meetings such as IEEE Conventions, Joint Computer Conferences, the National Electronics Conference, etc. 3) Securing competent papers in the specialty for presentation and publication. 4) Sponsoring special issues of publications. 5) Cooperating with the Computer Standards Committee in establishing IEEE standards. 6) Arranging for preparation of bibliographies on topics falling within the specialty.

Section 2: There shall be one or more Technical Committees as determined by the Board, in each of the following fields of computers and information processing. 1) Technology 2) Methodology 3) Applications

Section 3: Composition of a Technical Committee—Each Committee shall be staffed with recognized, qualified, motivated workers in the specialty area. The size of a Committee should be such that all of its members will be active participants in its work.

Section 4: Committees may be created, merged, or dissolved by resolution of the Board. A resolution to form or change a Committee should include the following information: 1) Name of the proposed Committee. 2) Scope of the proposed Committee. 3) Tentative outline of a program of activities for approximately the first year. 4) Approximate number of members.

Upon adoption, the President shall appoint a Committee chairman. Such appointments shall be for a term ending with the fiscal year of the Society, but may be extended through the following fiscal year.

Section 5: The Chairman of each Committee shall be an ex officio member of the Board. The Chairman of a Committee shall appoint its members for terms of one year but may renew the appointments indefinitely.

ARTICLE VI

Membership

Section 1: The grades of membership are:
1) Member
2) Student

Section 2: Members shall be entitled to all rights and privileges of the Society. Student members shall not be entitled to hold office or vote.

Section 3: The member grade is limited to those who have demonstrated professional competence in the fields of electrical engineering, computer science, or the related arts and sciences. For admission or transfer to the grade of member, a candidate shall either:
1) Belong to the IEEE in any grade or to an approved Society with a grade of member of higher; or
2) Have graduated from a course of study of at least four academic years duration, or its equivalent, in a "school of recognized standing"; or
3) Have demonstrated competence in work of a professional character for a period of at least five years and be recommended by three Society members.

The student grade is available to persons carrying at least 30% of a normal full time program as a registered student and who are interested in the Society's field of interest.

Section 4: The Membership and Admissions Committee shall recommend a list of approved Societies (referred to in Section 3.1 above), and criteria for defining a "school of recognized standing" (referred to in Section 3.2 above) for approval by the Board of Governors and submission to the IEEE. Membership applications shall be reviewed and approved by the Membership and Admissions committee.

Section 5: IEEE members are not eligible to join the Society without maintaining their membership in the IEEE. A former IEEE member may join the Society without reestablishing his IEEE membership only if either he has not been a member of the IEEE for at least five years or an IEEE member certifies that his professional field of interest has changed to become apart from the general interests of the IEEE.

Section 6: 1) A member in good standing may resign by submitting a written resignation to the Secretary. 2) Subject to the approval of the Membership Committee a resigned member may resume his membership upon payment of current dues.