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ARTICLE I - MEMBERSHIP**Section 1: Membership Grades**

The classes of membership are:

- Member;
- Society affiliate;
- Associate
- Student.
- Graduate student.

Section 2: Rights and Privileges

Members, affiliates and associates shall be entitled to all rights and privileges of the Society.

Section 3: Qualifications

1. For admission or transfer to the class of member, a candidate shall either:
 - a. be a member (or higher grade) of the IEEE, or
 - b. be qualified as an IEEE affiliate.
2. The associate class is open to IEEE associate members.
3. Student and graduate student classes are open to IEEE student members.

Section 4: Applications and Admissions

Each application for admission to membership or for transfer to a different class shall include sufficient evidence of eligibility.

Section 5: Terminations

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

ARTICLE II - NOMINATIONS AND ELECTIONS**Section 1: Nomination by Petition**

1. For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates by written petition provided such nominations are made at least 28 days before the first published day of the election. The number of signatures required on a member 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 29,999 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

2. 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.

3. Signatures shall be submitted electronically through the official IEEE Computer 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 Computer Society annual election website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

4. 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.

Section 2: Nomination to the Board of Governors

Annually the Nominations Committee shall provide a list of proposed nominees for Board positions. This list of proposed nominees shall be submitted to the current Board of Governors at least four weeks prior to the Board meeting at which the Board shall select nominees. Additional proposed nominees may be submitted by written Board petition signed by one-third of the franchised Board members and received by the secretary at least 10 days prior to the above meeting. The Board shall select by secret ballot not less than nine nominees to fill six annually elected Board member positions, and the names of those nominees shall be published at least 60 days prior to the first published day of the election in a Society publication nominally reaching the entire membership. In the same publication there shall be a request for petitions for additional nominees. Nominations from the floor shall not be permitted during the Board meeting at which the selection

occurs. Additional nominees may be named by petition of the voting members of the Society, with each member eligible to sign one petition for each office. The number of signatures required is specified in Bylaws Article II, Section 1.

Section 3: Board of Governors Candidates

The Nominations Committee shall be directed to solicit the membership at large for suitable Board nominees and shall consider in its proposals those factors which will promote the equitable representation of the Society's technical, diversity and geographic interests.

Section 4: Board of Governors Qualifications

In order to be qualified as a candidate for an elected Board position, a nominee must meet all constitutional and the following requirements:

1. His/her vita must be submitted for publication in a Society publication nominally reaching the entire membership in a timely manner.
2. The nominee must affirm willingness and availability to serve.
3. A Board member shall not be elected to a third full consecutive term. For this purpose, the occupying of a Board position for a period of less than eighteen months shall not be construed as serving a term.
4. In addition, each nominee must agree to seek significant involvement in Society activities.

Section 5: Board Elections

1. Election to the Board shall be by secret ballot of the Society membership.
2. Six candidates shall be elected to the Board in the order of their plurality, the largest plurality being first.
3. In the case of a tie vote for the final position, the Board shall select the winner by secret ballot.
4. Board position vacancies due to current Board members being elected to Society officer positions of president-elect, first vice president and second vice president, shall be treated as normal Board vacancies.

5. The top two runners-up for Board positions from the most recent election, along with other nominees to be selected by the Nominations Committee, shall form a roster of candidates to fill vacancies on the Board. The Board shall vote by secret ballot to fill vacancies.

Section 6: Officer Nominations

Annually the Nominations Committee shall provide a list of proposed nominees for positions of president-elect, first vice president, and second vice president, at least four weeks prior to the Board meeting at which the Board shall select nominees. Two or more nominees shall be proposed for each of these offices. Additional proposed nominees for any position may be nominated by written petition of one-third of the franchised Board members. Such nominations must be received by the secretary at least 10 days prior to the above meeting. Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs. The Board shall select by secret ballot a slate of candidates for the positions of president-elect, first vice president, and second vice president and the names of those candidates shall then be published in a Society publication nominally reaching the entire membership. In the same publication there shall be a request for petitions for additional candidates. Additional candidates may be named by petition of the voting members of the Society, with each member eligible to sign one petition for each office. The number of signatures required is specified in Bylaws Article II, Section 1.

Section 7: Officer Qualifications

In order for a nominee to be qualified as a candidate for a member-elected officer position, the nominee must meet all the constitutional and the following requirements:

1. His/her vita must be submitted for publication in a Society publication nominally reaching the entire membership in a timely manner.
2. The nominee must affirm willingness and availability to serve.
3. The nominee must, at the time of candidacy, meet the Society's requirements for service.
4. No individual shall be elected to the office of president-elect more than once, nor may an elected vice president be elected to a fifth year as an elected vice president. For this purpose, occupying an office for a period of less than one-half of a normal term shall not be construed as holding that office.

Section 8: Officer Elections

The election of officers shall be by secret ballot of the Society membership. The candidates receiving the highest number of votes shall be elected.

Section 9: Assumption of Duties

1. It shall be the responsibility of the current secretary of the Board to assure that all candidates of the elections are informed of the outcome.
2. Newly elected members of the Board and officers shall assume office on the following 1 January.
3. If, for any reason, a newly elected officer of the Board cannot assume his/her duties, the incumbents shall continue in office until the transfer can be arranged.

Section 10: IEEE Delegate-Director-Elect Nominations

In accordance with IEEE Bylaws, IEEE Computer Society members annually elect a Division Delegate-Director-Elect. This individual shall automatically become Delegate-Director after serving a one year term as Division Delegate-Director-Elect.

When an IEEE Division that represents the IEEE Computer Society is to elect a Division Delegate-

Director-Elect, the Nominations Committee shall recommend candidates in compliance with IEEE Bylaws. The list of candidates shall be submitted to the Board of Governors at least four weeks prior to the Board meeting at which the selection is to occur. Additional proposed nominees may be submitted by written petition signed by one-third of the franchised Board members and received by the secretary at least 10 days prior to the Board meeting. The Board of Governors shall select by secret ballot a slate of candidates not less than two or more than three candidates from the proposed nominees. Nominations from the floor shall not be permitted during the Board meeting at which the selection occurs. The approved name(s) shall be transmitted as required by IEEE Bylaws, as Society candidate(s).

A notice that nominations for the position of Delegate-Director by petition shall be published in a Society publication normally reaching the entire membership. This shall be done sufficiently in advance of the IEEE deadline for receipt of petitions to allow a reasonable time to obtain the necessary signatures. Petitions shall be submitted to the IEEE in accordance with IEEE Bylaws and Policies.

ARTICLE III - BOARD OF GOVERNORS

Section 1: Board of Governors Responsibility

The Board of Governors shall be responsible for providing guidance, at the policy level, to all of the organizational entities within the Society. The Board shall set direction and strategy for the Society, and shall review the performance of the program boards and other committees and entities to assure compliance with its policy directions.

Operational issues should not normally be considered by the Board except in exceptional cases, or when there are requests for policy clarification or change related directly to operational or other program board matters.

Section 2: Officers

The officers of the Board shall be the Society's president, president-elect, past president, first vice president, second vice president, and secretary. The secretary shall be elected by the Board at its annual meeting from the franchised Board members for the following year.

Section 3: Meetings

The Board shall hold its annual meeting in the last third of each year. Additional meetings shall be held each year as required. The Board of Governors meeting and election schedule for each year shall be approved at or before the annual Board of Governors meeting of the preceding year.

Section 4: Notice of Meetings

No meeting of the Board shall be held to transact business unless each Board member has been notified of the time and place of the meeting 20 days prior to the scheduled date of the meeting by the secretary or his/her designee. Notice of Board meetings shall be published in a Society publication that nominally reaches the entire membership.

Section 5: Quorum

A roll call shall be taken at the beginning of each Board meeting. The secretary shall record the names of those franchised members present and announce whether a quorum exists.

Individuals holding more than one position on the Board or any committee thereof, shall be limited to one vote on each matter being considered by the Board or committee.

Proxy voting is not allowed.

Section 6: Action of the Board and Committees Thereof

1. All decisions of the Board and any subcommittees thereof shall be made by a majority of the votes of the members present and entitled to vote provided a quorum is present.

2. The Board, 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.

3. The Board, 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 voting members of the Board 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 Board 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: Vote of the Presiding Officer

The presiding officer of the Board shall have no vote on the Board except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

Section 8: Change of Meetings

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 14 days before the original date or the new date set for the meeting, whichever is earlier. The annual meeting cannot be canceled.

Section 9: Recording of Board Activities

The secretary shall cause to be transmitted in writing within 20 days after their adoptions all motions, directives, and orders of the Board to the persons or members affected. He or she shall transmit a complete and accurate copy of the minutes of each meeting of the Board to all members of the Board and designated IEEE groups, Boards, and committees within 30 days after the meeting.

Section 10: Policies and Procedures

Policies and procedures, including the Society dues and fees, may be established or modified by a majority vote of the franchised members of the Board (not simply a majority of those present at a particular meeting). Policies and procedures shall be codified in the appropriate manuals of the Society.

Section 11: Parliamentary Authority

Parliamentary authority, procedure and conduct of the Board meetings shall be governed by Robert's Rules of Order insofar as they are applicable and not inconsistent with the Society Constitution and Bylaws, Policies & Procedures Manual, or the Constitution, Bylaws and Policies of the IEEE.

Section 12: Suspension of Rules

Any provision in these Bylaws relating to the transaction of business may be temporarily suspended by the unanimous vote of the Board present consisting of not less than two-thirds of franchised Board members.

Section 13: Vacancies and Removal from Office

If for any reason the best interests of the Society require a change in the officers or the Board members 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 two percent 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 a meeting notice, or 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 shall be filled as defined in the governing documents of the Society, or if not so defined, may be filled for the unexpired term upon nomination from the floor. Positions for which the Board has the privilege of consent may be declared vacant at a meeting of the Board providing the procedures above are followed.

Section 14: Executive Committee

Executive Committee members shall be *ex officio* members of the Board, without vote, unless otherwise holding a vote as a franchised Board member.

Section 15: Franchised Members of the Board

Franchised members of the Board are the primary policy makers of the Society and, thus, shall have access to information relative to proposing and altering policy, and determining the adequacy of procedures that implement existing policy. Members of the Board shall respect the confidentiality of sensitive or personal information made known to them in executive session or other circumstances. Members of the Board must have access to appropriate means of contact by electronic communication.

Section 16: Vote to Remove a Board Member or Member of a Standing Committee

1. Vote to Remove an Appointed Member of the Society Board or Committee. A member of the Board or Committee may be removed as a member of that Board or Committee, with or without cause, by affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such Board or Committee member.

2. Vote to Remove an Elected Member of the Board. An Officer/Elected Member elected by the voting members of the IEEE Computer Society may be removed from office, with or without cause, by a vote of the voting members of the IEEE Computer Society who elected that person, within 30 days following either:

- (a) the affirmative vote of two-thirds of the members of the Board present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or
- (b) the receipt by IEEE of a petition signed by at least 10% of the total

number of voting members in the Society moving for the removal of such individual. A ballot on such motion shall be submitted to the voting members of the Society. If a majority of voting members vote to remove such individual, that individual shall be removed.

Section 17: Position Statements

When voting matters are before the Board by means other than at a physical face to face meeting or before the membership by electronic ballot, such as for a constitutional amendment, the opportunity for presenting an opposing view shall be provided. The *IEEE Computer Society Policies & Procedures Manual* (PPM) shall prescribe the conditions and procedures for presenting opposing views.

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1: Composition

The president shall chair the Executive Committee; other members shall be the president-elect, all the vice presidents, the secretary, the treasurer, the immediate past president (hereinafter referred to as the past president), the Society Executive Director, the IEEE division directors and division director-elect elected by the Computer Society. The IEEE directors, director-elect, and the Society Executive Director shall be *ex officio* members, without vote, unless otherwise holding a vote as a franchised member of the Executive Committee.

Section 2: Office Operations

The Executive Committee shall serve as the volunteer oversight body for staffing, facilities, capital expenditures, and other matters relating to the operation of the Society's offices.

The headquarters office of the IEEE Computer Society shall be located in the Washington, D.C. metropolitan area.

Section 3: Delegation of Authority by the Board of Governors

The Executive Committee shall act for the Board on subjects for which it has been authorized by the Board.

Section 4: Recommendations to the Board

The Executive Committee may make recommendations to the Board on matters which requires Board approval.

Section 5: Quorum

A quorum shall consist of a majority of the Executive Committee members. A majority vote of those present is required to transact business. Proxies shall not be allowed.

Section 6: Conduct of Business

Meetings of the Executive Committee shall be open to Board members and others on the invitation of the president. The president shall have the sole power to call a meeting of the Executive Committee.

ARTICLE V - POWERS AND DUTIES

Section 1: Presidential Duties

The president shall be an *ex officio* member, without vote, of all Boards and standing committees, except the audit, awards, elections, fellows, and nominations committees, and also of the committees and boards of the IEEE and other organizations as designated by the Board. The president shall appoint the vice presidents, other than the first and second vice presidents, with the advice and consent of the Board of Governors, and shall appoint the Board and standing committee chairpersons unless otherwise specified herein. The president may appoint such ad hoc committees as he/she may deem desirable. The president shall appoint representatives to duly constituted organizations as may be provided for by the Society or the IEEE. The president may, with the consent of the Board, designate these representatives as *ex officio* non-voting members of the Board. The president may declare vacant positions for which the president has sole power of appointment, or for which the president delegates the authority to appoint.

In the absence of established procedures, the president serves as a point of conflict resolution for the Society. When conflicts are brought to the attention of the president, the president appoints an ad hoc conflict resolution committee consisting of at least three disinterested members who have no prior involvement in the issue. Additional experts can be added to the committee as needed.

All deliberations of the committee should be handled in a confidential manner. The conflict resolution committee should make a recommendation on the conflict resolution to the president in 30 days from the time they receive their charge.

Section 2: Past President Duties

Duties of the past president shall be as stipulated in the *IEEE Computer Society Policies & Procedures Manual* or assigned by the president or by the Board. The past president shall be the individual who was president the year previously. The past president shall serve as a franchised member *ex officio* of the Board of governors and chairs various committees as stipulated in the Standing Committees section of these Bylaws.

Section 3: President-Elect Duties

Duties of the president-elect shall be assigned by the president or by the board. The president-elect shall become president the following year. The president-elect shall serve as a franchised member *ex officio* of the board of governors and chairs various committees as stipulated in the Standing Committees section of these Bylaws.

Section 4: Vice Presidential Duties

Vice presidential duties shall be assigned by the president, and each vice president shall have responsibilities as specified elsewhere in these Bylaws.

Section 5: Secretary's Duties

In addition to the duties for the meetings of the Board of Governors as specified elsewhere in these Bylaws, the secretary shall also perform the same duties for the Executive Committee meetings.

Section 6: Treasurer's Duties

The treasurer shall be responsible for preparing the Society's annual budget, monitoring its income and expenses, and coordinating with the IEEE on the Society's financial matters including the Society's assets and investments.

Section 7: Computer Society Executive Office

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may create an

Executive Office supported by IEEE staff. The Society's Executive Office functions to coordinate and carry-out the day-to-day operations, policies and procedures concerning all aspects of the Society's business. The Office also maintains corporate memory and provides ongoing and ad hoc management reports/documents. In addition, the Society's Executive Office serves as one of the Society's primary points of contact for both members and IEEE staff.

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may determine the budget for the Executive Office. The staff is hired by the IEEE and all conditions of employment will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

The Society Executive Director is the most senior position on the IEEE staff that supports the Society, and as such, he/she manages and develops, personally and through subordinate management staff, the paid IEEE staff members that support the Society's operations and activities. The Society Executive Director supports the Society president, officers and volunteer leadership to achieve the Society goals. This Society Executive Director reports through the Managing Director - Technical Activities, to the IEEE Executive Director.

The Society Executive Director shall be an *ex officio* member of the Board of Governors and the Executive Committee without voting privileges. The Society Executive Director shall be an *ex officio* member, without vote, of all boards and standing committees, except the audit, awards, elections, fellows, and nominations committees. The Society Executive Director shall appoint members of the staff to provide primary support to each program board and standing committee and such staff shall be *ex officio* members of such boards and committees without voting privileges.

Section 8: Appointments

Unless stated otherwise in an IEEE or Board-approved Constitution, Bylaw, Policy, or Procedure that creates the position, appointments to volunteer positions within the IEEE Computer

Society shall be for a term not exceeding one year. Unless stated otherwise, appointees serve at the pleasure of the occupant of the position that appoints them. Appointees remain in their position, including the situation when their term has expired, until replaced by a successor, or until the position is dissolved because the purpose has been served, or until the position is declared vacant under the appropriate authority.

ARTICLE VI - TECHNICAL AND CONFERENCE ACTIVITIES

Section 1: Technical and Conference Activities Board

The Technical and Conference Activities (T&C) Board shall oversee and set policy for the Society's task forces (TFs), technical committees and technical councils (together, TCs), conferences, symposia, workshops and tutorials which shall be in accordance with the IEEE conference policies and procedures. The T&C Board shall be chaired by the vice president for technical and conference activities.

Section 2: Membership

The T&C Board membership shall be defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 3: Standing Committees

The T&C Board shall have standing committees as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 4: Appointments

Except as otherwise provided in the *IEEE Computer Society Policies & Procedures Manual*, the vice president for technical and conference activities shall appoint the chairs of its standing committees and ad hoc committees and liaisons to other IEEE Computer Society program boards and committees.

ARTICLE VII – PROFESSIONAL AND EDUCATIONAL ACTIVITIES

Section 1: Professional and Educational Activities Board

The Professional and Educational Activities Board (PEAB) shall develop, implement, and evaluate programs and services for computing students, educators, practitioners and employers. The PEAB shall be chaired by the vice president for professional and educational activities.

Section 2: Membership

The PEAB membership shall be defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 3: Standing Committees

The PEAB shall have standing committees as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 4: Appointments

Except as otherwise provided in the *IEEE Computer Society Policies & Procedures Manual*, the vice president for professional and educational activities shall appoint the chairs of its standing and ad hoc committees and liaisons to other IEEE Computer Society program boards and committees.

ARTICLE VIII – MEMBER AND GEOGRAPHIC ACTIVITIES

Section 1: Member and Geographic Activities Board

The Member and Geographic Activities (MGA) Board shall define, plan, implement and evaluate the policies and strategies related to the recruitment and sustainment of membership in the Society and the development, implementation, and evaluation of all policies and programs for the organization of chapters of members and student activities. The MGA Board shall be chaired by the vice president for member and geographic activities.

Section 2: Membership

The MGA Board membership shall be defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 3: Standing Committees

The MGA Board shall have standing and ad hoc committees as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 4: Appointments

Except as otherwise provided in the *IEEE Computer Society Policies & Procedures Manual*, the vice president for member and geographic activities shall appoint the chairs of its standing and ad hoc committees and liaisons to other IEEE Computer Society program boards and committees.

ARTICLE IX - PUBLICATIONS

Section 1: Publications Board

The Publications Board shall formulate the policies for IEEE Computer Society publications and shall advise and monitor its operations committees which are charged with the execution of these policies. The Publications Board has the responsibility for recommending new periodicals publications, monitoring the quality of present publications, altering the scope and direction of present publications, recommending termination of publications and making budgetary recommendations to the Finance Committee and Board of Governors. The Publications Board shall be chaired by the vice president for publications.

Section 2: Membership

The Publications Board membership shall be defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 3: Operations Committees

The Publications Board shall have operations and ad hoc committees as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 4: Appointments

Except as otherwise provided in the *IEEE Computer Society Policies & Procedures Manual*, the vice president for publications shall appoint the chairs of its operating and ad hoc committees, and liaisons to other IEEE Computer Society program boards and committees.

Section 5: Editor-in-Chief Appointments and Terms

1. There shall be an editor in chief appointed for each periodical publication.
2. The Publications Board shall recommend to the president candidates for each editor in chief position, as specified in the *IEEE Computer Society Policies & Procedures Manual*, at various times as required.
3. The president, with the advice and consent of the Board of Governors, shall appoint each editor in chief. EICs may be appointed for a maximum of two consecutive terms for a given position. A first term is three years and a reappointment is for a two-year term. For a new publication, the first three-year term of office of the EIC shall begin on 1 January of the first year of publication.

ARTICLE X - STANDARDS ACTIVITIES

Section 1: Standards Activities Board

The Standards Activities Board (SAB) shall formulate the policies and practices with respect to standards, and other consensus documents and agreements and monitor all such activities to assure conformance to approved policies and practices. It shall be chaired by the vice president for standards activities.

Section 2: Membership

The SAB membership shall be defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 3: Standing Committees

The SAB shall have standing committees as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 4: Appointments

Except as otherwise provided in the *IEEE Computer Society Policies & Procedures Manual*, the vice president for standards activities shall appoint the chairs of standing committees and ad hoc committees and liaisons to other IEEE Computer Society program boards and committees.

ARTICLE XI - STANDING COMMITTEES**Standing Committee Organization**

The Standing Committees shall include the following:

1. Audit Committee
2. Awards Committee
3. Constitution & Bylaws Committee
4. Elections Committee
5. Fellow Evaluating Committee
6. Finance Committee
7. History Committee
8. Intersociety Cooperation Committee
9. Nominations Committee
10. Planning Committee

Unless otherwise specified, each committee chairperson shall appoint the members of his/her committee and designate a member as vice chairperson who shall act for the chairperson at his/her request.

Section 1: Audit Committee

The Audit Committee shall be appointed by the Board of Governors with the recommendation of the Nominations Committee. It shall review the Society's policies, procedures, and practices, including finance, and recommend such changes as it considers desirable. The Audit Committee shall consist of not fewer than three or more than five franchised members of the Board of Governors, none of whom shall be a Society officer. The Audit Committee shall select its own chairperson.

Section 2: Awards Committee

The Awards Committee shall have the responsibility for:

1. selecting and recommending recipients for awards administered by the Society in accordance with applicable policies and procedures established by the Board of Governors; and

2. nominating and recommending candidates for IEEE administered awards.

Section 3: Constitution & Bylaws Committee

The Constitution & Bylaws Committee shall be responsible for reviewing, evaluating, and formulating changes in the Constitution, Bylaws and *Policies & Procedures Manual* of the Society.

Section 4: Elections Committee

The Elections Committee shall be responsible for developing the timetable for implementing the Society's nominations and elections process, notifying the Board of Governors, the Nominations Committee, the candidates, and the appropriate staff members of the required actions in a timely and appropriate manner, and implementing and monitoring the execution of election policies and procedures established by the Board of Governors and ruling on questions and issues that arise. The Elections Committee shall consist of a minimum of three Society members, each with at least full member grade, none of whom will be a candidate for elected office during the term of that Elections Committee.

Section 5: Fellow Evaluating Committee

The Fellow Evaluating Committee shall assist 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 areas of interest to the Society. The Fellow Evaluating Committee shall consist of members as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 6: Finance Committee

The Finance Committee, in cooperation with the treasurer, shall develop and analyze the budget using information provided by the vice presidents and chairs of each board and standing committee.

The treasurer shall chair the Finance Committee. The Finance Committee shall consist of members as defined in the *IEEE Computer Society Policies & Procedures Manual*.

Section 7: History Committee

There shall be a History Committee with the mission of assisting existing IEEE Computer Society, IEEE, national and international organizations in preserving and documenting the history of computing, with particular attention to the history of the IEEE Computer Society.

Section 8: Intersociety Cooperation Committee

The Intersociety Cooperation Committee shall be a standing committee for interacting with other organizations to study, plan, and coordinate actions which lead to mutually acceptable cooperative activities.

Section 9: Nominations Committee

The Nominations Committee shall consist of six members of the Society, selected according to the following procedures and criteria, and selected or appointed in the order specified:

1. The past president of the Society shall be a member of the committee and shall serve as its chair. In the case where the past president is unable or unwilling to serve as chair, then the chair shall be the most recently available past chair of the Nominations Committee. Chairs shall not be eligible to be elected to the Board of Governors during their term of service.
2. One franchised member of the Board of Governors elected by the immediately previous Board of Governors.
3. The president-elect or his/her designee.
4. Two members appointed by the president, one of whom shall be a franchised member of the Board of Governors, and the other of whom shall not be a member of the Board of Governors. In addition, if at least two of the members determined by steps 1-3 do not reside outside IEEE Regions 1-7, one of these two members appointed by the president shall reside outside IEEE Regions 1-7.
5. One member appointed by the past president. If at least two of the members determined by steps 1-4 do not reside outside IEEE Regions 1-7, the member appointed by the past president shall reside outside IEEE Regions 1-7.

A member of the Nominations Committee may be nominated and run for a position for which the Nominations Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same Nominations Committee and (ii) the member resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

Section 10: Planning Committee

The Planning Committee shall assist the Board in strategic planning. The Planning Committee shall develop and recommend the overall strategic direction for the IEEE Computer Society, describe outcomes, monitor progress towards the outcomes, and review results as a basis for revising strategy, and recommend actions to the Board of Governors. The president-elect shall chair the Planning Committee. The Planning Committee shall consist of members as defined in the *IEEE Computer Society Policies & Procedures Manual*.

ARTICLE XII - ADVISORY BOARDS

Advisory Boards guide the development of Society products and services relevant to particular audiences, and review Society plans to engage those audiences. Each Advisory Board must provide a report, at least annually, to the Board of Governors.

Advisory Boards are separate from the Board of Governors and are solely advisory in nature. A new Advisory Board may be formed by recommendation of the Executive Committee, and must be approved by the Board of Governors.

Advisory Board members shall not be franchised members of the Board of Governors with the following exception: The Society President and the Executive Director will be non-voting members of all Advisory Boards. The Chair of an Advisory Board will be elected by its members.

If at any time the Board of Governors determines that an Advisory Board has ceased to provide a valuable service, it can dissolve the Advisory Board by notifying the chair.

The organization and membership of specific Advisory Boards shall be defined in the *IEEE Computer Society Policies & Procedures Manual*.