



IEEE SYSTEMS COUNCIL BYLAWS

Date of Society AdCom approval: 30 August 2019
Date of Vice President, Technical Activities approval: 19 November 2019
Effective Date of Amendments: 19 November 2019

These Bylaws provide the supervision and management of Council affairs in accordance with the Council Constitution. Amendments or additions are made by means of the procedures described in Article XI, Section 1, of the Constitution.

ARTICLE I - RULES OF ORDER

Section 1. In all matters not covered by the Constitution and Bylaws, the Council shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE II - MEMBER SOCIETIES

Section 1. The Member Societies of the Council shall be as defined in the Council Constitution, Article III.

Section 2. Any Member Society unwilling or unable to continue to share responsibilities as defined in the Council Constitution may resign from the Council. When a letter of resignation has been received by the Council Secretary, the resigning Society shall be dropped from the Council roll at the end of the calendar year. Any former Member Society may later rejoin, without prejudice, on the same basis as any new applicant.

Section 3. Any IEEE Society that is not a member of the Council may send a non-voting liaison to attend for the purpose of establishing communication between the Council and the non-Member Society.

Section 4. It shall be the duty of each representative of a Member Society to participate in matters before the Council Administrative Committee (AdCom), and to keep their home Society informed about Council business and activities.

ARTICLE III - NOMINATIONS, ELECTIONS, AND APPOINTMENTS

Section 1. The Nominations and Appointments Committee shall be constituted per Article V Section 6 of these Bylaws.

Section 2. The Chairperson of the Nominations and Appointments Committee shall consult with each candidate prior to nomination to determine willingness to serve.

Section 3. The Nominations and Appointments Committee shall be guided in its selections by geographical distribution, past history, technical interest, and evidence of participation in Council activities.

Section 4. The Chairperson of the Nominations and Appointments Committee shall submit the Committee's list of candidates to the Council AdCom at the Annual Meeting, or with the approval of the Council President, by letter or email to all qualified voting members and representatives on the Council AdCom prior to the Annual Meeting, held in the fall of each year. From the floor of the same meeting, or by letter or email sent to the entire Council AdCom, the officers and representatives may make additional nominations.

Section 5. The names of candidates to the Council whom are not eligible under the Constitution or Bylaws shall be withdrawn by the President of the Council or the Chairperson of the Nominations and Appointments Committee. The reason for withdrawal of the candidate name(s) shall be made known to the Council AdCom and the candidate.

Section 6. Election of officers shall be from those nominated as specified in these Bylaws. Elections shall be by ballot of the voting members. Secret balloting may be used for offices with two or more candidates. Elected officers will assume their position of office on January 1 of the following year.

Section 7. The AdCom shall elect the President-Elect first from members who have served as Officers within the previous three years. If a candidate for President-Elect cannot be identified from within these ranks, then candidates for President-Elect may be chosen from current Society appointed members of the AdCom, followed by past members of the AdCom. If candidates cannot be identified from the above pool, they may be chosen from the general membership of member societies.

Section 8. The AdCom shall next elect the Vice-President for Conferences, Vice-President for Technical Operations, Vice President for Member Services, Vice-President for Publications, and Vice President for Finances from current members or among past members of the AdCom, including ex-officio members. If candidates cannot be identified from the above pool, they may be chosen from the general membership of member societies.

Section 9. The term of office and eligibility for reelection shall be as follows:

Past President (1 year non-renewable)
President (2 years non-renewable)
President-elect (1 year non-renewable)
Vice-President for Technical Operations (2 year, renewable once)
Vice-President for Conferences (2 years, renewable once)
Vice President for Member Services (2 years, renewable once)
Vice-President for Publications (2 years, renewable once)
Vice President for Finances (2 years, renewable once)
Young Professionals Representative (2 years, renewable once)

At the completion of the term as President, this individual may be elected again as President-Elect after a one-year lapse of office.

Section 10. Eligibility for a particular office shall be restored after a lapse from that office of one year.

Section 11. If any Council office becomes vacant at any time during the term, and if the vacant office cannot be filled by logical succession of an existing Council officer as described in the Constitution and Bylaws, the Council will promptly hold an election to fill the existing vacancy by voting representatives of the Member Societies.

Section 12. Elections shall be held for the office of President, President-elect, Vice-President for Conferences, Vice President for Technical Operations, Vice President for Member Services, Vice President for Publications, Vice President for Finances and Young Professionals Representative, in that order. To be elected, a nominee must receive a majority of the votes cast. If no candidate receives a majority on a ballot, the name of the candidate receiving the smallest vote shall be withdrawn and a second ballot taken. This procedure shall be repeated until one candidate receives a majority vote based on the total membership of the AdCom.

The Council AdCom may hold contingent elections by regular mail or email if an elected officer fails to accept office, is disapproved by IEEE Headquarters because there has been some irregularity in the nominations and election procedures, or the candidate has failed to maintain both IEEE membership and sponsoring Society membership.

Section 13. The President of the Council shall inform each successful candidate of their election and shall arrange for the transfer of responsibility. The name of each elected officer is reported to both the Vice President, Technical Activities, and TAB Managing Director.

Section 14. The term of office for Editors of the Council's Periodicals is two years, renewable twice. Upon vacancy or an expiration of a term, the President may appoint a qualified individual to an Editor post upon the advice of the Vice President for Publications. Formal approval by the AdCom is required for all Council Publications Editors. No Editor may serve more than six years in the same post.

Section 15. The term of office for the Young Professionals representative is two years, renewable once. The Young Professional's role is to engage with Young Professionals' representatives of MGA and member societies and assist in furthering the needs of Young Professionals with an interest in the Council's Field of Interest. The term Young Professional is as defined by IEEE.

ARTICLE IV – OFFICER DESCRIPTION

Section 1. The duties of Officers, other than the President which are defined in the Constitution, and the Secretary, Treasurer and Vice-President for Finances which are defined in subsequent sections, shall be as follows:

- a) The President-Elect or Past President shall assist the President in fulfilling all assigned duties, and shall be an ex-officio member of all Committees of the Council except those chaired by other Officers. He shall also assist with liaison activities to outside organizations including transnational and inter-Society. Per Article IV Section 1 there is not a concurrent President-elect and Past President.
- b) The Vice-President for Technical Operations shall provide direction for the technical operations of the Council, including but not limited to technical studies, policies, guidance, and other products and services. With the approval of the Council AdCom, the Vice-President for Technical Operations may sponsor subordinate technical committees.
- c) The Vice-President for Conferences, serves as chair the Meetings Committee, and shall provide direction for all conferences, symposia and workshop activities of the Council, including but not limited to overseeing, coordinating, and monitoring the annual conferences, symposia and workshops of the Council and all conferences, symposia and workshops sponsored or cosponsored by the Council.
- d) The Vice-President for Publications shall provide direction for all publication activities of the Council. This officer shall consider, with participation from the publications committee, the needs of the Council and shall propose to the AdCom the creation, cancellation, expansion, or contraction of Council publications. He/she shall receive from the editor of each Council sponsored publication recommendations related to policy matters such as the designation and development of special issues, recommendation for a change in the number of published pages, and the appointment of Associate Editors.
- e) The Vice-President for Member Services provides guidance and oversight for any member services which includes, but not limited to: Chapter support, creation and funding; distinguished lecture program; educational activities; and cooperation with both IEEE and non-IEEE entities.

Section 2. The Secretary shall be responsible for all reports, petitions and records concerning the Council, keeping true and faithful minutes of all meetings of the Council, and shall prepare such reports as may be required by the Council, the IEEE Technical Activities Board, or the IEEE Executive Committee. The Secretary shall send out notices when instructed to do so by the President or in accordance with requirements of the Council Constitution or Bylaws. Copies of all meeting notices, minutes of meetings, and letter or bulletins sent and received during the previous two years shall be kept by the Secretary, except for those specifically assigned to the custody of others. The Secretary shall send archive copies to IEEE Headquarters. The Council may procure the services of an Executive or Administrative Assistant. The Assistant, if such is available, will assist the Secretary in the above duties. The Assistant, if such is available, will also support the President and other elected Officers in the performance of their official duties as may be needed or desired.

Section 3. The Treasurer shall maintain complete financial records and other correspondence, which become a permanent record of the Council. The Treasurer may assist the Vice President of Finances in the preparation of the budget as directed.

The Treasurer shall approve expense reports submitted by members of the Administrative Committee, and for forwarding those approved expense reports to the IEEE. The Treasurer shall monitor the income and expenses of the Council to ensure they are in accordance with the approved budget. The Treasurer shall make regular reports on income and expenses to the Council. In the event expenses or income diverge significantly from the budget, the Treasurer shall inform the Vice President of Finances, President, President-Elect, and the appropriate Vice President details on this divergence.

The Treasurer shall utilize the services of IEEE headquarters as bursar for all or part of the Council funds, as provided by the IEEE Bylaws and Statements of Policy. If any Council funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to Council and Institute Bylaws, including and limitations imposed by the Council AdCom. Disbursements shall be made on the signature or instructions of the Vice President for Finances. If the Vice President for Finances is disabled or unable to perform their duty of office, the President may make disbursements during this period of incapacity.

Section 4. The Vice President for Finances shall prepare a budget for Council operations to be endorsed by Council AdCom, to be approved by TAB, and shall monitor expenditures to verify that they are in accordance with the approved budget. The Vice President for Finances shall prepare financial reports and shall keep Member Societies informed on Council financial matters.

Section 5. The President and all officers shall assume office on 1 January following their election, or as soon thereafter as practicable.

Section 6. No officer of the Council, member of the Council, or Editor shall receive, directly or indirectly, any honorarium, traveling expenses, compensation, or emolument from the Council unless authorized by Council AdCom, or as detailed within these Bylaws of the Council in a manner that conforms to IEEE policies and procedures.

ARTICLE V - STANDING COMMITTEES

Section 1. The Council may establish Standing Committees as deemed desirable. The Standing Committees of the Council may include the following. The recommended committees listed below are defined in detail within this section of the Bylaws.

- Meetings and Conferences Committee
- Publications Committee
- Nominations and Appointments Committee
- Constitution and Bylaws Committee
- Fellows Committee
- Standards Committee
- Finance Committee
- Liaison and Transnational Committee

Section 2. Each Standing Committee shall have the power to create subcommittees of its own, in coordination with their respective Vice President, without the need for consent of its membership or by the Council AdCom.

Section 3. Individuals appointed as committee officers or members shall serve a nominal term of one year but may continue to serve until successors are appointed or the committee is dissolved, except where other terms are specifically designated by the Council Constitution or Bylaws.

Section 4. Each Conference or Technical Meeting sponsored by the Council shall include a Steering

Committee and a Program Committee whose Chairperson shall be appointed by the Vice-President for Conferences upon the recommendation of the Meetings Committee and with the advice and consent of the Council AdCom. The Meetings Committee, with approval of the Council may plan, organize, and sponsor other activities held in conjunction with Conferences of other societies. The Meetings Committee shall be chaired by the Vice President for Conferences.

Section 5. The Publications Committee shall consist of the Vice President for Publications (as Chair), the Editors of all the publications of the Council (as ex officio, voting members), and up to four additional members who are or have been members of the Council's Administrative Committee. This Committee shall establish publication policy subject to annual review by the Council AdCom. The Publications Committee shall assist the Editors of the Council's Periodical(s) in the choice of special topics/issues.

Editors may designate associate editors, special guest editors, and manuscript reviewers in accordance with IEEE Policies.

Editorial expenses must be in accordance with an annual budget approved by the Council AdCom. Editors may authorize publication expenses. Editors shall be responsible for adherence to the publication budget.

Section 6. The Nominations and Appointments (N&A) Committee shall be appointed by the President of the Council in accordance with the provisions of the Constitution, and appropriate Sections of these Bylaws.

- a) The Chair of the N&A Committee shall be the Past President. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the N&A Committee available shall be the Chair of that respective N&A Committee. With extenuating circumstances, the Council may appoint a different individual to this position.
- b) The N&A Committee Chair shall not be eligible for election to the Board of Directors during their term of service except under extenuating circumstances.
- c) At least two-thirds of the voting members of each N&A Committee shall be elected or appointed by the governing body of the Council.
- 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 in which the nomination shall be made.

Section 7. The Secretary of the Council may serve as the Chairperson of the Constitution and Bylaws Committee in the event that no other appointment has been made. Additional members may be appointed by the President upon request of the Council's AdCom or the Secretary.

The functions of the Constitution and Bylaws Committee will be to:

- a) Maintain up-to-date copies of the Constitution and Bylaws and to make them available on the Council's web site.
- b) Ascertain that the Constitution and Bylaws are not in conflict with any requirements or rules of IEEE
- c) Recommend changes in the Constitution or Bylaws as necessary to conform to the development of the Council.
- d) The Chairperson of the Constitution and Bylaws Committee shall also serve as Parliamentarian and consultant on procedural matters at meetings of the Council AdCom.

Section 8. The Finance Committee shall assist the Vice President for Finances in developing Council budgets, reviewing long-range fiscal planning, and suggesting new sources for income. The Finance Committee is chaired by the Vice President for Finances.

Section 9. The Liaison and Transnational Committee shall assist the President in maintaining the Liaison Activities of the Council. This Committee is chaired by the Past President or President-elect in alternating years.

Section 10. The Standards Committee shall be responsible for working with the IEEE Standards Association, the Vice-President for Technical Operations, and appropriate Technical Committees to identify the need for recommending a new or update to a specific standard, and to provide resources in accordance

with IEEE policies and procedures.

Section 11. The Fellows Evaluation Committee shall be responsible for the Systems Council IEEE Fellow Technical Evaluations as submitted by the IEEE for review. The Fellows Evaluation Committee (FEC) Chair and Vice-Chair(s) shall be approved by the AdCom, upon recommendation of the President, no later than 31 January. In addition:

- Unless otherwise stated, terms are intended to be one-year terms
- FEC Chairs shall not serve more than two consecutive terms
- FEC Chairs may serve as Evaluators for one additional year, immediately after having served as Chair
- Evaluators and Vice-Chairs (if any) shall not serve for more than three consecutive years
- Members shall not serve for more than five consecutive years, regardless of position
- IEEE confidentiality requirements will be strictly adhered to including a prohibition on any communication with unauthorized entities.

Section 12. A Fellows Identification (Search) Committee will be appointed by the President and will perform duties as outlined by the IEEE Fellows Handbook. IEEE confidentiality requirements will be strictly adhered to.

ARTICLE VI - FINANCES

Section 1. The Vice President for Finances shall submit a proposed Council budget for the ensuing year in accordance with IEEE budget development guidelines. When approved by the Council AdCom and TAB Finance Committee, this budget shall become the working budget for the following year. This approved budget will constitute authorization to the Vice President for Finances to disburse funds in amounts not to exceed any budgeted item.

The Vice President for Finances shall be responsible for forwarding to IEEE Headquarters the approved budget, and IEEE Headquarters will be thereby be authorized to disburse funds in accordance with instructions from the Vice President for Finances.

The Vice President for Finances shall obtain a financial statement of receipts, expenditures, and balances from IEEE Headquarters at least twice yearly, and shall distribute copies of this statement to members of the Council AdCom.

Section 2. Financial support for the Council shall be derived from the sale of the Council sponsored periodicals, books, conference proceedings, workshops and tutorial notes, magazine, IEEE Press publications, other media not identified within this section, and from its share of any surplus from Council sponsored Conferences.

Section 3. In the event of a distribution of surplus, or payment of a deficit during the first year of any Council periodical, each Member Society shall receive or pay an equal share of the surplus or deficit.

Section 4. In the event of a distribution of surplus, or payment of a deficit, during the second and subsequent years, each member Society's share will be proportional to the number of years that the Society has been a member of the Council (founded 2006).

Section 5. All Council conferences and symposia shall use IEEE Concentration Banking. The Treasurer of any Council sponsored conference or Symposium is authorized to open an IEEE Concentration Banking account in the Conference's name, to be used for the deposit and disbursement of funds related to the Conference. The Vice-President for Finances shall be a signatory on any bank accounts opened by a meeting or conference sponsored by the Council.

Section 6. The Council may raise revenues by other means provided such means are consistent with applicable IEEE rules and regulations and are within the approved Council's Field of Interest. The Council must receive an opinion from IEEE that any revenue not explicitly covered by IEEE Statements of Policy

does not conflict with IEEE policy before being received by the Council.

ARTICLE VII - COUNCIL MEETINGS

Section 1. The Secretary shall announce to the members of the Council AdCom, all Chairpersons of Standing and Special Committees, and appropriate guests of the time, place, and agenda of all meetings of the Council AdCom at least thirty days in advance of the meeting by email or by first class mail, email or other appropriate electronic transmission. The President determines the dates and location of AdCom meetings.

Section 2. A roll call shall be made at the beginning of each Council AdCom meeting. The Secretary shall record the names of those present and announce whether a quorum exists.

Section 3. The Secretary shall transmit in writing within twenty days of their adoption all motions, directives, or orders of the Council to all AdCom members. The Secretary shall also transmit a copy of the Minutes of the Council AdCom to all officers, members of the Council AdCom, chairpersons of standing and special committees, and to the secretary of the IEEE Technical Activities Board within thirty days of the meeting. As soon after 1 January of each year, as practicable, the Secretary shall provide a directory listing with the names, address and contact information of the above-mentioned to all AdCom members.

Section 4. The Chairpersons of Standing Committees, who are not voting members of AdCom, shall be invited to attend all meetings of the Council AdCom.

Section 5. Meetings of the Council AdCom may be canceled within fourteen (14) days of the scheduled meeting only by consent of a majority of all the voting members of the AdCom. Notice of such cancellation or changed date shall be given to all AdCom members by first class mail or email not less than ten days before the original or the new date, whichever is earlier.

Section 6. Meetings of the Council AdCom may be held at international or regional technical meetings, conference or conventions of the IEEE, jointly with a Section, separately, or jointly with another Society whenever such a meeting is deemed desirable by the AdCom.

Section 7. The AdCom shall approve all Council conferences. The Vice-President, Conferences shall determine the time and location of each sponsored Conference.

ARTICLE VIII – ELECTRONIC VOTING PROCEDURES

Electronic voting is intended to complement the regularly scheduled AdCom meetings, not to replace meetings. Electronic voting may be used for resolving issues that were not decided in a regular AdCom meeting along with time sensitive issues that may occur between regular AdCom meetings and for which the President deems too vital to wait for the next AdCom meeting.

Section 1. Electronic transmission means any form of electronic communication, such as email or teleconference. Electronic transmission does not involve the physical transmission of paper. Although physical paper allows for a written record that can be retrieved and reviewed by anyone, the Secretary of the Council must document all forms of discussion, either electronically or teleconference and transmit minutes of the discussion to all members of the AdCom as well as placed in the records of the Council.

Section 2. Motions may be presented to the AdCom electronically by any member of the AdCom. Motions must follow the same procedures as motions made during regular AdCom meetings. The proposed motion, with a second, must be directed to the President for consideration. The motion and second can be performed electronically with both the motion and second made public to all members of AdCom.

The motion must contain the rationale, pros and cons, cost analysis, and reason for expediting the vote by electronic means. The Council President may choose to defer the proposed motion to the next scheduled

meeting of the Council AdCom, should he/she deem the proposed motion not critical or urgent. The time allowed for discussion shall be at the discretion of the President but shall not exceed 30 calendar days. Responses shall be in accordance with instructions presented with the motion. Upon completion of the discussion period, the President shall call for a vote. The time period to vote shall be no greater than two weeks or at the discretion of the President. The votes must be sent electronically to both the Secretary and President. The Secretary will report the results of the vote when a majority decision has been reached.

Electronic voting shall have four choices YES, NO, ABSTAIN, and POSTPONE (to force an in-person discussion and/or vote on the motion). The motion will be considered as decided when all AdCom members eligible to vote have voted, when the allotted time for discussion has expired, or when one of these three conditions has been met:

- 1) If more than 50% of the eligible voters vote YES, the motion carries.
- 2) If more than 50% of the eligible voters vote NO, the motion is defeated.
- 3) If 50% or more of the eligible voters vote TABLE, the motion is postponed until the next AdCom meeting in person.
- 4) ABSTAIN or lack of response by an eligible voter will be considered and reported as ABSTAIN and counts towards the NO category for the purpose of deciding the outcome of the vote.

For AdCom Committees, the same procedure is to be followed with the exceptions that the Chair of the Committee acts for the Committee, as does the Council President for the Council. Responses must be made to the Committee Chair, who will tabulate and present the results to all Committee members. The Committee Chair will be responsible for submitting the results of electronic voting to the appropriate Vice President, as well as including the results in the official minutes of the Committee.

Amendments to these Bylaws may be made by the process specified in the Constitution.

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