

## **Bylaws of the IEEE Instrumentation and Measurement Society**

These Bylaws supplement the Constitution of the IEEE Instrumentation and Measurement Society (the Society). They provide additional details for governing the operations and administration of the Society in accordance with its Constitution. These Bylaws are supplemented by the current Society Handbook.

### **I. Definitions, Acronyms and Initialisms**

AdCom	Administrative Committee of the I&M Society.
electronic transmission	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.
I&M Society	IEEE Instrumentation and Measurement Society
Magazine	IEEE Instrumentation & Measurement Magazine
member	Where used in these Bylaws, the term “member,” when printed without an initial capital letter, includes all grades of membership.
N&A	Nominations and Appointments
Society	IEEE Instrumentation and Measurement Society
TAB	IEEE Technical Activities Board
Transactions	IEEE Transactions on Instrumentation and Measurement

### **II. Governing Documents**

- A. The principal governing documents for the I&M Society are (1) its Constitution, (2) its Bylaws, and (3) the Society Handbook.
- B. Amendments to the Constitution shall be proposed, approved and adopted in accordance with the Constitution.
- C. Modifications to the Bylaws shall be in accordance with the procedures set forth in the Constitution.
- D. The Society Handbook provides rules, procedures, and detailed information to aid the AdCom in its governance of the Society. Modifications to the Society Handbook shall be subject to the same rules as modifications to the Bylaws, except that no publicizing of the modifications is required.

### III. Membership

#### A. Availability

Society membership is available to all IEEE members.

Individuals who are not IEEE members may join the Society as an IEEE Society Affiliate. TAB shall establish the qualifications for Society Affiliates, whose associated rights and privileges shall be contained within these Bylaws.

#### B. Grades

A member's grade within the Society shall be the same as that member's IEEE grade.

#### C. Categories of Society membership shall be in accordance with IEEE Bylaws.

#### D. Privileges

1. Members who hold the grade of Graduate Student Member, Member, Senior Member, or Fellow in the IEEE shall have all the rights and privileges of membership within the Society unless otherwise specified in these Bylaws.
2. Student Members, Associate Members, and Affiliates shall have all the rights and privileges of membership within the Society with the exception of the right to vote on matters presented to the Society membership and the right to hold office.

### IV. Finances

A. The AdCom, through the budgeting process, will establish dues, fees, and assessments for services provided by the Society.

B. Dues for Life Members are waived in accordance with IEEE Bylaws.

C. *Authorization of Expenditures and Obligations.* No fiscal expenditure or obligation of Society funds may be undertaken that is inconsistent with the approved Society budget. The Treasurer must approve all expenditures prior to submitting them to the TAB Finance Group for reimbursement.

D. *Management of Society Funds.* The Treasurer will maintain current financial records that enable timely reporting of all Society obligations and disbursements in accordance with the current Society budget.

E. *Disbursement of Society Funds.* The Society Treasurer will approve or disapprove the disbursement of Society funds.

F. IEEE shall act as bursar for all Society funds.

### V. Publications

- A. In accordance with the Constitution, the Society may have publications. The overall responsibility for the management of the publications program rests with the Publications Committee, and the various aspects related to that management shall be specified in the Society Handbook.
- B. All rules, procedures and actions related to the publications program are subject to all applicable IEEE policies, procedures and operations.

## VI. Chapters

The overall responsibility for oversight of chapter activities rests with the Membership Development Committee, and rules regarding chapters of the Society are contained within the Society Handbook.

## VII. Awards

- A. The Society recognizes the achievements of outstanding individuals and their achievements in the field of instrumentation and measurement through various Society-level awards. The Awards and Membership Recognition Committee is responsible for oversight of the awards program and activities.
- B. All awards of the Society, along with their descriptions, any associated processes, and other details are given in the Society Handbook.
- C. The AdCom is authorized to establish awards through its approval of recommendations brought forth by the Awards and Membership Recommendation Committee.
- D. Recommendations for new, or revisions to, Society-level awards shall be sent to TAB for approval.

## VIII. Management

- A. Administrative Committee (AdCom)
  - 1. *Composition.* In accordance with the Constitution, the AdCom shall consist of:
    - a. Members-at-large elected by the membership of the Society;
    - b. Officers who are not otherwise currently in-term members-at-large of the AdCom;
    - c.
    - d. The Editor-in-Chief of the *Transactions* and the Editor-in-Chief of the *Magazine*;
    - e. The Undergraduate Student Representative and the Graduate Student Representative;
    - f. The Young Professional Representative;
    - g. Any special appointees;
    - h. IEEE representatives; and
    - i. Other, external representatives, as required.

2. *Parliamentary Procedures.* The latest revision of *Robert's Rules of Order* shall be used to conduct business at meetings of the AdCom and any committees thereof.
3. *Voting Members.* The voting members of the AdCom include all members except the following:
  - a. IEEE representatives;
  - b. Other, external representatives.
4. *Action of the AdCom and committees thereof.*
  - a. Except as otherwise required by *Robert's Rules of Order*, the vote of a majority of the votes of the members present and entitled to vote at the time of vote, provided a quorum is present, shall be the act of the AdCom or any committee thereof. In the absence of a quorum, informal discussions may be held, but no actions/votes may be taken.
  - b. The AdCom 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 communicate with each other at the same time.
  - c. The AdCom or any committee thereof may take action without a meeting if applicable (e.g., e-mail voting may be used). An affirmative vote of a majority of *all* the voting members of the AdCom 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 or electronic transmissions shall be filed with the minutes of the proceedings of the AdCom 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.
  - d. Voting. Individuals holding more than one position on the AdCom or any committees thereof shall be limited to one vote on each matter being considered by the AdCom or committee.
  - e. Proxy voting is not allowed.
5. *Meetings.* In accordance with the Constitution, during each IEEE fiscal year, the AdCom shall hold at least two scheduled business meetings plus an officers' and editors' strategic-planning meeting.
  - a. *Presiding officer.* An officer of the AdCom must preside over all duly called meetings, and the presiding officer may adjourn or continue such meetings when a quorum is not present.
  - b. *Approval of meeting schedule.* The date and location of a regular meeting are normally scheduled and approved during the most recently preceding AdCom meeting. Once scheduled, a meeting date or location may be altered or canceled

by consent of a majority of all voting members of the AdCom, secured by or transmitted to the Executive Vice President or the Executive Assistant not less than twenty (20) days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be communicated to all members of the body not less than ten (10) days before the original date or the new date of said scheduled meeting, whichever is earlier.

- c. *Notice of meetings.* Any notice of meetings, whether regular or special, or other official business required by the Society Constitution, these Bylaws, or the Society Handbook shall give the time, location and purpose of the meeting, and shall be sent so as to ensure receipt by all members not less than 21 days before the date set for the meeting. For meetings to be held by teleconference, notice shall be sent to all members via electronic transmission not less than ten (10) days before the date set for the meeting.
- d. *Special meetings.* Special meetings of the AdCom may be called by the President or by any five voting members of the AdCom on notice to all other members. Notice of such special meetings shall give, in addition to the time, location and purpose of the meeting, the names of the members calling the meeting.
- e. *Waiver of meeting notice.* A meeting of the AdCom may be held without notice if waivers of notice signed by all of the voting members are filed with the Executive Assistant, with notation thereof entered in the minutes of the meeting.
- f. *Minutes of meetings.* Minutes of all meetings shall be distributed to all members of the AdCom. Minutes for all AdCom meetings will be issued by the Executive Assistant or under their authority within 30 days of such meetings and be delivered to all AdCom members, with copies to be furnished to the IEEE Technical Activities Board (TAB) Secretary at IEEE Headquarters
- g. *Reimbursement of expenses.* The Society shall provide, in accordance with the rules specified in the Handbook, reimbursement for actual and necessary expenses for the purpose of attending meetings by the members of the AdCom and invited participants.

## B. *Vacancies*

1. In accordance with the Constitution, the AdCom shall determine when a vacancy on the AdCom occurs or when a Society office is vacant. The criteria for determining such vacancies are as follows:
  - a. When a Society officer or member of the AdCom is deceased.
  - b. When a Society officer or member of the AdCom submits his or her written resignation to the President.
  - c. When a Society officer or member of the AdCom has been removed from office, as outlined in Bylaws VIII. F and G.
2. A special meeting of the AdCom to fill any vacancy occurring among the Society officers and other AdCom voting members shall be called within 45 days following existence of such vacancies.

The Nominations and Appointments Committee will propose one or two names for the AdCom to consider for filling the remaining term of an AdCom Member-at-Large position, or one name to fill the remaining term for an Officer position, student representatives, and the Young Professionals representative. An affirmative majority vote of the AdCom, provided a quorum is met for the vote, is required to approve a candidate to fill the vacancy.

*C. Standing Committees of the AdCom*

By authorization of the Constitution, this bylaw establishes the following standing committees, with duties and responsibilities as described, and with powers conveyed upon them as set forth in these Bylaws and the Society Handbook, and as may be given to them by the AdCom. If not otherwise specified in this bylaw, the membership and activities of each standing committee are specified in the Society Handbook. Rules regarding required activities (e.g., meetings, reporting, etc.) of standing committees are contained in the Society Handbook.

*1. Society Management:*

- a. Implements tools and processes to facilitate effective management and governance of the Society. Utilizes web-based tools wherever possible and practical. Provides necessary training to AdCom members to effectively use and utilize the established tools.
- b. Annually collects, analyzes and revises the Society long-range plans.
- c. Reviews, determines, and recommends changes to the Society Constitution, the Bylaws and the Society Handbook, and then prepares such recommended changes for subsequent approval. This committee is responsible for the initiation, negotiation, preparation, and completion of agreements with other IEEE entities or other organizations as may be approved by the IEEE Executive Committee.

*2. Nominations and Appointments:* Searches for and nominates candidates for election as members-at-large to the AdCom and for appointment to Society offices and positions.

- a. The Chair of the N&A Committee shall be Junior Past President of the Society. 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 the N&A Committee. Under extenuating circumstances, a different individual may be appointed to this position.
- b. During his or her term of service, the Chair of the N&A Committee shall be ineligible to be nominated for election to the AdCom as a member-at-large.
- c. At least two-thirds of the voting members of the N&A Committee shall be appointed by the AdCom.
- d. A member of the N&A Committee may be nominated and run for a position for which the N&A Committee is responsible for making nominations only under the condition that the member resigns from the N&A Committee prior to its first meeting of the year in which the nomination shall be made.

*3. Finance:* Plans and prepares the Society's budget, oversees the Society's financial affairs, and advises the President and the AdCom with regard to all financial matters.

4. *Publications*: Plans and oversees all Society-sponsored publications, and ensures coordination with IEEE Publications Board.
5. *Technical and Standards*: Oversees and administers the Society's Technical Committees and their administrative entities through periodic review.
6. *Conferences*: Oversees and administers the Society's sponsorship, co-sponsorship and participation in conferences, symposia and workshops. Establishes the process and methodology for organization and successful execution of all Society conferences, symposia and workshops, in a consistent manner that meets all IEEE conference policies and rules. Recommends to the AdCom those contractors needed to implement the process and organizational structure.
7. *Awards and Membership Recognition*: Seeks candidates for IEEE and Society awards. Evaluates candidates for Fellow grade and awards on behalf of the Society.
8. *Membership Development*: Promotes Society membership in conjunction with the various Society activities, and develops plans for stimulating greater member participation in various sponsored activities. Promotes the development of new chapters. Develops membership-education programs in conjunction with the various Technical Committees.
9. *Education*: Provides for the professional development of the Society membership and for the profession with meaningful educational opportunities and activities. Strives to serve the technical advancement of the profession in the Instrumentation and Measurement fields. Collaborates with various standing committees, such as Publications and Membership Development, to maximize the spread of these educational activities.

#### D. *Nominations, Elections and Appointments*

1. *Nominations for AdCom Members-at-Large*. The N&A Committee will prepare and submit a ballot of nominees to the AdCom in accordance with the process outlined in the Society Handbook.
  - a. Nominees may not include current members-at-large of the AdCom serving their second consecutive elected term.
  - b. Nominees may not include members of the N&A Committee who have had any service on that committee during the year in which the nomination is made.
2. *Election of AdCom Members-at-Large*. IEEE will serve as the teller for Administrative Committee elections. The four candidates for AdCom Member-at-Large who receive the most votes will be elected for a four-year term, starting at the beginning of the following year. If an electee should decline the office, then the candidate with the next most votes will be offered the position. In the event of a tie vote, the current AdCom Members-At-Large will resolve the tie by mail ballot or in executive session, considering only the candidates receiving equal numbers of votes.
3. *Petition Process for Positions on the AdCom Elected by the Society's Membership*. For each elective position within of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a

nomination meeting of the IEEE I&M Society, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required. Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

4. *Petition signature requirements for positions on the AdCom elected by the Society's membership.*

- a. Signatures may be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For the purpose of identifying the signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles or other copies of the original signature shall not be accepted.
- b. 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.

5. *Nomination and Appointment of Society Officers.* The Society officers are listed in the Society Handbook. The N&A Committee will prepare a slate of candidates for the offices of the Society in accordance with the Society Handbook. Eligible candidates include current AdCom Members-at-Large and current Society officers. The slate will be presented to the AdCom, the approval by which constitutes appointment of the candidates on the slate to their respective offices for the upcoming term.

6. *Other Appointments.* Special appointments, as well as appointments to standing committees, ad hoc committees, technical committees, directed delegates, etc., shall be as specified in the Society Handbook. Appointments to positions entitled to an AdCom vote and to the I<sup>2</sup>MTC Board Chair shall require approval by the AdCom.

E. *Conflict-Resolution Procedures*

The AdCom shall establish, whenever needed, an ad hoc Conflict-Resolution (CR) Committee, with additional experts added as appropriate. Such experts shall be chosen based upon mediation experience or subject-area experience, as necessary. Additional individuals may be added for other relevant reasons, depending on the circumstances.

1. The CR Committee may be augmented with the agreement of all parties involved.
2. The CR Committee shall consist of more than one (1) person, and the makeup should include at least one (1) person having subject-area experience, and, if available, at least one (1) person with mediation experience or mediation or conflict-resolution training.



3. The time frame for the resolution shall be specified in the process.
  4. All members of the CR Committee chosen should be non-conflicted (i.e., should have had no prior involvement in the situation).
  5. The process shall allow escalation to TAB and the IEEE if the issue cannot be adequately resolved at the Society level.
  6. All discussions and information shall be handled in a confidential manner.
  7. The CR Committee shall provide a short report documenting its findings.
- F. *Vote to Remove an Appointed Officer or Member of the I&M Society AdCom or an appointed I&M delegate with a vote on another IEEE Society Governing Board*

An appointed officer or member of the I&M Society Administrative Committee (AdCom), or an appointed I&M delegate with a vote on another Society Governing Board may be removed as an officer or member of the AdCom or as a delegate, with or without cause, by affirmative vote of two-thirds of the votes of the members of the AdCom, provided a quorum is met for the vote, to remove such Officer, Member, or delegate. Advanced notice to the appointed Officer, member, or delegate to be removed must be given 30 days prior to the vote to remove.

- G. Vote to Remove an Elected Member of the I&M Society Administrative Committee.

An I&M Society AdCom Member elected by the voting members of the IEEE I&M Society may be removed from office, with or without cause, by a vote of the voting members of the IEEE I&M Society who elected that person. A ballot on a motion to remove that person shall be submitted to the voting members of the society within thirty days following either:

- (a) the affirmative vote of two-thirds of the votes of the members of the I&M Society AdCom, provided a quorum is met for the vote, 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.

If a majority of the ballots cast by the voting members for or against such motion are to remove such individual, the individual shall be removed from such position.