

# BYLAWS of the IEEE COUNCIL on ELECTRONIC DESIGN AUTOMATION

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# BYLAWS OF THE IEEE COUNCIL ON ELECTRONIC DESIGN AUTOMATION

These Bylaws provide detailed rules for the supervision and management of Council affairs, by the Board of Governors, in accordance with the Council Constitution. Amendments or additions may be made by means of the procedures described in Article XI, Section 2, of the Constitution.

## ARTICLE I: RULES OF ORDER

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

## ARTICLE II: MEMBER SOCIETIES AND MEMBER TECHNOLOGY ORGANIZATIONS

### Section II.1. Member Societies

The Member Societies of the Council shall be those formally admitted by the IEEE Technical Activities Board in accordance with the Council Constitution. The Society Members are:

- |                                   |                  |
|-----------------------------------|------------------|
| ● Antenna and Propagation Society | Founding Member  |
| ● Circuits and Systems Society    | Founding Member  |
| ● Computer Society                | Founding Member  |
| ● Electron Devices Society        | Founding Member  |
| ● Electronics Packaging Society   | Joined Jan. 2018 |
| ● Microwave Theory and Techniques | Joined Nov. 2005 |
| ● Solid State Circuits Society    | Founding Member  |

The TAB Secretary at IEEE Headquarters will maintain a current listing of Member Societies.

### Section II.2. Society Responsibilities

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

### Section II.3. Member Technology Organizations

The Member Technology Organizations shall be those formally admitted to the Council by the Board of Governors in accordance with the Council Constitution. The Member Technology Organizations are:

- Design Automation Conference Founding Member
- Design Automation and Test in Europe Conference Joined Nov. 2011
- International Conference on Computer-Aided Design Founding Member
- Embedded System Letters Joined Nov. 2011
- Transactions on Computer-Aided Design of Integrated Circuits & Systems Founding Member
- Design & Test Magazine Founding Member
- Design Technology Council Joined June 2011
- Test Technology Technical Council Joined Nov. 2011
- Design Automation Technical Committee Joined Nov. 2013
- System Validation and Debug Technology Committee Joined June 2016
- The Technical Committee on Cyber-Physical Systems Joined April 2017

## **Section II.4. Technology Organization Responsibilities**

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

## **ARTICLE III: COUNCIL OFFICERS**

The Council Officers shall form the Council Executive Committee (ExCom). The terms of office for the Council Officers shall be two years. All Officers with the exception of the President, President-elect and Immediate Past-President may seek reelection to succeed themselves in the same office one time. The President, President-elect and Immediate Past-President shall not be eligible to succeed him/herself. All Officers become eligible for reelection after a lapse from that office of two years and, after successful election, may again seek reelection to that same office one time. An Officer may run for election to a different office without restriction.

The President, newly elected Officers, and newly appointed Officers shall normally assume office on January 1st following their election, or as soon thereafter as practicable.

### **Section III.1. List of Officers**

The list of Council Officers shall be:

- President
- President-elect
- Secretary
- Vice-President for Finances

- Vice-President for Activities
- Vice-President for Conferences
- Vice-President for Publications
- Vice-President for Publicity
- Vice-President for Strategy
- Vice-President for Awards
- Vice-President for Initiatives
- Vice-President for Standards
- Immediate Past-President
- Young Professionals Coordinator

### **Section III.2. President**

The President shall supervise the affairs of the Council and shall speak for the Council on all matters not specifically delegated to others. The President will call all regular, annual, and special Council Board of Governors meetings and will preside over them. The President coordinates and supervises activities of the Council and may have such other powers and perform such other duties as provided for in the Council Constitution or Bylaws or as delegated to the President by vote of the Council Board of Governors. The President makes appointments from names provided by the Nominations and Appointments Committee as outlined in Article IV of these bylaws. It is the President's duty to see that the orders and resolutions of the Council, the IEEE TAB, the IEEE Executive Committee, and the IEEE Board of Directors are carried out. The President is an ex officio member of all standing and ad hoc committees of the Council except the Nominations and Appointments Committee. The President will ensure representation of the Council at meetings of the IEEE TAB, in accordance with the alternate process defined in the TAB Operations Manual.

### **Section III.3. President-elect**

The President-elect shall fulfill the duties of the President in the absence or incapacity of the latter and from time to time shall fulfill such other functions as the President or the Board of Governors shall direct. The President-elect shall assist the President in fulfilling all assigned duties, shall be an ex officio member of all Standing and Ad Hoc Committees of the Council with the exception of the Nominations and Appointments Committee. The President-elect serves as the Council Design Automation Conference Representative.

### **Section III.4. Secretary**

The Secretary shall be responsible for keeping the records of the Board of Governors in the areas commonly ascribable to this function and shall prepare and distribute reports, notices, petitions, records, keeping true and faithful minutes of all meetings of the Council Board of Governors, and such documents as may be required by the President and/or the Board of Governors. 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 letters or bulletins sent and received during the previous four years shall be kept by the Secretary, except for

those specifically assigned to the custody of others, and the Secretary shall send current copies to IEEE Headquarters for archival storage.

The Secretary shall maintain a complete file of other correspondence, which will become the permanent record of the Council. The Secretary may assist the Vice-President of Finances in the preparation of the budget, and in its submission to the IEEE Technical Activities Board via its Finance Office.

The Secretary shall work with the Vice-President for Publicity to maintain the Council Website, which shall include the current version of the Council Constitution and Bylaws and other procedure documents, as well as a protected area for archival storage with electronic versions of all former versions of the above documents as well as all minutes of Board of Governors meetings, the budget and other important Council documents. The Secretary shall act as Chair of the Constitution and Bylaws Committee.

### **Section III.5. Vice-President for Finances**

The Vice-President for Finances shall maintain a complete file of financial records and will make them part of the permanent record of the Council. The Vice-President for Finances, assisted by the Finance Committee, will prepare the budget for the Council, submit it to the Council Board of Governors and to the IEEE Technical Activities Board for approval, and make it part of the protected area on the Council Website. The Vice-President for Finances shall prepare financial reports as requested by the Council President, and shall keep the Treasurers of the Member Societies informed on Council financial matters affecting their budgets. Unless another previously approved method has been established, the Vice-President for Finances shall approve the budgets of all sponsored Conferences after they are approved by the Conferences and Meetings Committee and prior to being forwarded to IEEE Headquarters for review and final approval.

The Vice-President for Finances shall approve for the Council expense reports submitted by members of the Board of Governors and forward those approved expense reports to the Technical Activities Board Finance Office for payment. The Vice-President for Finances shall monitor the income and expenses of the Council to ensure they are in accordance with the approved budget and shall make regular reports on income and expenses to the Council Board of Governors. In the event expenses or income diverge significantly from the budget, the Vice-President for Finances shall inform the President, the President-Elect, and the appropriate Vice-President.

If the Vice President for Finances is disabled or unable to serve, the President may make disbursements during his/her incapacity.

### **Section III.6. Vice-President for Activities**

The Vice-President for Activities, with the participation of the Activities Committee, shall provide direction for the activities of the Council, including but not limited to organizing special events at CEDA sponsored conferences, distinguished lectures and educational programs. In addition, this officer is responsible for supporting and maintaining effective relations with Council Chapters, tracking their activities and integrating them into the Councils overall strategy.

### **Section III.7. Vice-President for Conferences**

The Vice-President for Conferences, with the participation of the Conferences and Meetings Committee, shall provide direction for the conference, workshop and meeting activities of the Council, including but not limited to overseeing, coordinating, and monitoring the annual conferences of the Council and all conferences co-sponsored by the Council or in cooperation with the Council.

### **Section III.8. Vice-President for Publications**

The Vice-President for Publications shall provide direction for the publications activities of the Council. This officer shall consider, with the participation of the Publications Committee, the publication needs of the Council and shall propose to the Board of Governors the creation, cancellation, expansion, or contraction of Council publications. The Editors-in-chief of each Council publication shall apprise this officer of 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.

### **Section III.9. Vice-President for Publicity**

The Vice-President for Publicity, with the participation of the Publicity Committee, shall provide direction for all publicity activities, external communications and the Council Website. In addition, this officer is responsible for supporting and maintaining effective relations with sponsoring Societies and identifying specific initiatives that will benefit both organizations.

### **Section III.10. Vice-President for Strategy**

The Vice-President for Strategy, with the participation of the Strategy Committee, shall develop and maintain a strategy and planning document for all CEDA activities. Vice-President for Strategy shall be responsible for review of organizational structure of CEDA and its operations as well as its overall status and relationship with IEEE and its societies. In addition, the Vice-President for Strategy shall work with the Technical Committees listed in Section II.3 to develop plans for supporting the Technical Committee activities and integrating them into primary Council activities. CEDA's strategy along with quantitative measures of progress shall be reviewed with the Board of Governors annually.

### **Section III.11. Vice-President for Awards**

The Vice-President for Awards shall serve as the Chairperson of the Awards Committee. The Vice-President for Awards, with the participation of the Awards Committee, shall be responsible for identifying deserving candidates for awards and prizes in recognition of valuable contributions to the EDA/CAD field in accordance with requirements, requests, and rules and regulations of the IEEE, both for general IEEE awards and Council awards.

### **Section III.12. Vice-President for Initiatives**

The Vice-President for Initiatives shall serve as the Chairperson of the Initiatives Committee. The Vice-President for Initiatives, with the participation of the Initiatives Committee, shall provide direction for the new initiatives for emerging technical areas linked to Council's mission statement and direction for educational programs and activities related to WIE. In addition, the Vice-President for Initiatives should support and maintain effective relations with sponsoring Societies to identify specific opportunities for mutual benefit in any new joint activities.



### **Section III.13. Vice-President for Standards**

The Vice-President for Standards, with the participation of the Standards Committee, shall provide directions for all standards participation activities, maintain links with industry and global standards organizations, to help CEDA benefit from current and emerging global standards linked to CEDA mission. The Vice-President for Standards shall identify opportunities for conference and academia to integrate EDA standards in their programs for the benefit of students and working professionals.

### **Section III.14. Immediate Past-President**

Upon completion of his or her term in office, the President shall assume the office of Immediate Past-President and shall fulfill such responsibilities as the President or Board of Governors shall direct. The Immediate Past-President shall be the chair of the Nominations and Appointments Committee.

### **Section III.15. Young Professionals Coordinator**

The Young Professionals Coordinator shall be responsible for educational programs and activities linked to Council's mission statement and targeting Young Professionals. In addition, the Young Professionals Coordinator shall support and maintain effective relations with IEEE YP.

## **ARTICLE IV: STANDING COMMITTEES**

### **Section IV.1. List of Committees**

The Standing Committees of the Council shall be the following:

- Conferences and Meetings Committee
- Publications Committee
- Nominations and Appointments Committee
- Finance Committee
- Standards Committee
- Activities Committee
- Publicity Committee
- Strategy Committee
- Awards Committee
- Fellow Evaluation Committee
- Initiatives Committee
- Constitution and Bylaws Committee

### **Section IV.2. Additional Committees**

The Board of Governors may establish such additional Standing Committees as may be deemed desirable. Additional Standing Committees shall be ratified through the process of amending these Bylaws.

## **Section IV.3. Subcommittees**

Each Standing Committee shall have the power to create subcommittees of its own selection.

## **Section IV.4. The Conferences and Meetings Committee**

### **IV.4.1. Duties**

The Conferences and Meetings Committee coordinates Council sponsorship and participation in future technical meetings, workshops and conferences, and monitors current ones.

### **IV.4.2. Chairperson and Members**

The Vice-President for Conferences chairs the committee. The Council President shall appoint at least four additional members from a list prepared by the Vice-President for Conferences.

### **IV.4.3. Annual Report**

The Committee's annual report to the Board of Governors shall present a report of currently sponsored or affiliated meetings, workshops, and conferences and a plan of future activities covering a period of at least three years. The report and plan shall include a timetable for meetings, scope, attendance, financials, etc.

### **IV.4.4 Sponsored Conferences and Meetings**

The Conference and Meetings Committee, with the approval of the Board of Governors, may financially sponsor Conferences and Technical Meetings. The Conference and Meetings Committee, with approval of the Board of Governors may also issue a financial advance to a sponsored Conference or Technical Meeting. The organization of each Conference or Technical Meeting sponsored by the Council shall include a Steering Committee and a Program Committee. The General Chair and Program Chair shall be approved by the Council President upon the recommendation of the Conferences and Meetings Committee. The General and Program Chairs shall appoint the individual members of the respective committees with the advice and consent of the Conferences and Meetings Committee.

### **IV.4.5 Co-sponsorship**

The Conference and Meetings Committee, with the approval of the Board of Governors, may financially co-sponsor Conferences and Technical Meetings with other professional organizations, inside or outside IEEE, and plan, organize and sponsor other activities held in conjunction with the conferences of technical meetings of such organizations. In cases where the Conference or Technical Meeting has established a Sponsors Steering Committee to coordinate its relationship to its multiple sponsors, the Council will delegate its power to appoint or approve the positions of General Chair and Program Chair to the Sponsors Steering Committee. The Sponsors Steering Committee may further delegate the power to appoint or approve the positions of General Chair and Program Chair to the Executive Committee of the co-sponsored Conference or Technical Meeting.

### **IV.4.6 Conference Representatives**

The Council President may appoint, for a period of two years, individuals to act as coordinators to each of the Council's financially sponsored or co-sponsored conferences. The Conference

Coordinators act to maintain continuity and format of the conferences in cooperation with the Conferences and Meetings Committee. They also advise the Conference Chairs on the directives of the Council. In cases where there is a Sponsor Steering Committee, the Conference Coordinators will serve as members of that committee.

#### **IV.4.7 Technical Sponsorship**

The Conference and Meetings Committee, with the approval of the Council President, may technically sponsor or co-sponsor Conferences and Technical Meetings. Technical sponsorship does not imply any financial commitment or responsibility of the Council toward the technically sponsored Conference or Technical Meeting. The Council may appoint individuals as Council liaison to specific technically sponsored Conferences and Technical Meetings. The Conference and Meetings Committee will keep the Board of Governors informed of all Conferences and Technical Meetings technically sponsored by the Council.

### **Section IV.5. The Publications Committee**

#### **V.5.1. Duties**

This Committee shall establish publication policy, page budgets and financial budgets for the Council Periodicals subject to annual review by the Council and in adherence to IEEE Publication Policies. It shall assist the appropriate Editors in Chief of the Council Periodicals in the choice of special issue topics and in guiding and planning all Publications.

#### **IV.5.2. Chairperson and Members**

The Vice-President for Publications chairs this committee. Members of the committee shall be the Editors-in-chief of all the publications of the Council (as ex officio, voting members), and at least 2 additional members who are appointed by the Council President from a list prepared by the Vice-President for Publications.

#### **IV.5.3. Associate and Guest Editors**

Editors-in-chief may appoint associate editors and special guest editors as needed. Challenges to these appointments may be made to the Publications Committee or to the President. The Board of Governors will resolve any issues that cannot be resolved by the Publications Committee or the President.

#### **IV.5.4. Publications Budget**

Editorial expenses must be in accordance with an annual budget approved by the Council. Editors-in-chief may authorize publication expenses but shall be responsible for adherence to the publication financial and page budgets.

#### **IV.5.5. New Publications**

The Council must approve sponsorship of a new Publication recommended by an editor and associate editors. The Publication must be targeted at the technology field of interest of the Council, have the endorsement of the Publication Committee and obtain the approval of the Board of Governors. The proposed Publication must conform to the IEEE Bylaws. The proposal for a new Publication shall include a budget covering the first three years of publication. Existing publications requesting

sponsorship by the Council must meet the other requirements of this paragraph and obtain the approval of the Board of Governors.

## **Section IV.6. The Nominations and Appointments Committee**

### **IV.6.1. Duties**

The Nominations and Appointments Committee generates a slate of nominees for the Council Offices for each election. Where the chairperson of a Standing Committee is not specified in these bylaws, the Nominations and Appointments Committee nominates for those positions. The President also approves the members of the Standing Committees submitted by the Standing Committee Chairs. The Chairperson of the Nominations and Appointments Committee shall consult with each candidate prior to nomination to determine willingness to serve if elected.

### **IV.6.2. Chairperson and Members**

The Chairperson of the Nominations and Appointments Committee shall be the Immediate Past-President of the Council. Should the Immediate Past-President be unable or unwilling to serve, the Past Past-President shall become the Chairperson. Should both the Past Past-President and the Past-President be unable or unwilling to serve, the President shall appoint the Chairperson. The President-elect shall be a member of the Nominations and Appointments Committee.

Unless specifically designated in these Bylaws, other Officers of the Council may not serve on the Nominations and Appointments Committee nor be ex officio members. The Nominations and Appointments Committee shall consist of the Chairperson, the President-elect, and at least four other members. At least one member shall not be a current Board of Governors member but shall belong to at least one Member Society. The President shall appoint the members of the committee.

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 of the year in which the nomination shall be made.

### **IV.6.3. Guiding Principles**

The Nominations and Appointments Committee shall be guided in its selections by the principles of efficiency, geographical distribution, past history, and technical interest.

## **Section IV.7. The Finance Committee**

### **IV.7.1. Duties**

The Finance Committee shall assist the Vice-President for Finances in developing Council budgets, reviewing long-range fiscal planning, and suggesting new sources of income. The Committee will oversee the investment of funds held in escrow by IEEE. The Committee will report to the Council annually on the trends in income and expenditures for the different activities authorized by the Council and make recommendations and predictions about the financial health of the Council.

### **IV.7.2. Chairperson and Members**

The Chairperson of the Finance Committee shall be the Vice-President for Finances. The Council President shall appoint at least four additional members to this committee from a list prepared by the Vice-President for Finance.

## **Section IV.8. The Standards Committee**

### **IV.8.1. Duties**

The Standards Committee shall be involved in developing Electronic Design Automation and Computer Aided Design standards and will be responsible for the implementation of the IEEE Standards process. It shall work closely with the Vice-President for Strategy and the Technical Committees to identify the need for specific standards and to develop those standards in accordance with the IEEE Standards process. In seeking to develop such standards, will work with established bodies in a cooperative fashion. The Vice-President for Strategy is an ad hoc member of the Committee. The Chair will appoint additional members from Technical Committees to the Committee as needed, with approval from the President.

### **IV.8.2. Chairperson and Members**

The Chairperson of the Standards Committee shall be the VP for Standards. The President will appoint at least three additional members to the committee from a list prepared by the Vice-President for Standards.

## **Section IV.9. The Activities Committee**

### **IV.9.1. Duties**

The Activities Committee shall be responsible for coordinating and directing the Activities of the Council, including but not limited to organizing special events at CEDA sponsored conferences, distinguished lectures and educational programs. In addition, this committee is responsible for supporting and maintaining effective relations with Council Chapters, tracking their activities and integrating them into the Councils overall strategy.

### **IV.9.2. Chairperson and Members**

The Vice-President of Activities is the chair of the Activities Committee. The President will appoint at least four additional members to this committee from a list prepared by the Vice-President for Activities.

## **Section IV.10. The Awards Committee**

### **IV.10.1. Duties**

The Awards Committee shall be responsible for identifying deserving candidates for awards and prizes in recognition of valuable contributions to the EDA/CAD field in accordance with requirements, requests, and rules and regulations of the IEEE, both for general IEEE awards and Council awards. The Committee will review and comment on nominations for IEEE Technical Field Awards and medals, as requested by the IEEE.

#### **IV.10.2. Chairperson and Members**

The Vice-President for Awards shall serve as the Chairperson of the Awards Committee. The President will appoint at least four additional members to this committee from a list prepared by the Vice-President for Awards.

### **Section IV.11 Fellow Evaluation Committee**

#### **IV.11.1. Duties**

The Fellow Evaluation Committee assists the IEEE Fellows 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 Council in accordance with policies outlined in the IEEE Fellow Operations Manual. The committee members must determine whether the work of each candidate is recognized and considered outstanding in the Council's field of interest. The committee provides a succinct statement of the candidate's qualifications for a Fellow grade. The members rate the candidate's contributions relative to the contributions of IEEE Fellows. The Fellows Committee chair is responsible for merging the evaluators' input into a coherent whole, for reaching consensus with the committee on ranking the candidates and for making the final decision on the content of the evaluation forms.

#### **IV.11.2. Chairperson and Members**

The Fellow Evaluation Committee chair and vice chair are appointed by the Board of Governors. The chair recruits committee members who are Council members chosen from among those of Fellow grade within the IEEE.

### **Section IV.12. The Constitution and Bylaws Committee**

#### **IV.12.1. Duties**

The Constitution and Bylaws Committee will perform the following duties:

- Maintain up-to-date copies of the Constitution and Bylaws and make them available on the Council's Website.
- Assure that the Constitution and Bylaws are not in conflict with any requirements or rules of the IEEE.
- Recommend changes in the Constitution or Bylaws as may be necessary to conform to the actions and motions of the Board of Governors or to changes made by the IEEE.

#### **IV.12.2. Chairperson and Members**

The Secretary shall serve as the Chairperson of the Constitution and Bylaws Committee. The President will appoint at least three additional members to this committee from a list prepared by the Chair.

## **Section IV.13. The Publicity Committee**

### **IV.13.1. Duties**

The Publicity Committee shall be responsible for coordinating and directing all external communication and press releases, as well as maintaining the Council website. Finally, this committee will work with the sponsoring Societies to identify areas of cooperation and propose specific initiatives that will benefit both organizations.

### **IV.13.2. Chairperson and Members**

The Vice-President of Publicity is the chair of the Publicity Committee. The President will appoint at least four additional members to this committee from a list prepared by the Vice-President for Publicity.

## **Section IV.14. The Strategy Committee**

### **IV.14.1. Duties**

The Strategy Committee shall be responsible for the long-range planning for the Council. They will develop and maintain a Strategy document that covers all Council activities at a high level. The Strategy Committee shall supervise and coordinate the operation of the Technical Committees listed in Section II.3 and integrate their activities with the Council's strategy. CEDA's strategy along with quantitative measures of progress shall be reviewed with the Board of Governors annually.

### **IV.14.2. Chairperson and Members**

The Vice-President for Strategy is the chair of the Strategy Committee. The chair, with the participation of the Strategy Committee, shall develop and maintain a strategy and plan document for all CEDA activities. In addition, the chair shall work with the Technical Committees listed in Section II.3 to develop plans for supporting the Technical Committee activities and integrating them into primary Council activities. CEDA's strategy along with quantitative measures of progress shall be reviewed with the Board of Governors annually. CEDA President and CEDA President Elect are members of the Strategy Committee. The President will appoint up to four additional members to this committee from a list prepared by the Vice-President for Strategy.

## **ARTICLE V: NOMINATIONS, ELECTIONS, AND APPOINTMENTS**

### **Section V.1. Officer Nominations**

The Nominations and Appointments Committee, a standing committee of the Council, shall provide nominations for Officers of the Council.

### **Section V.2. Nominations and Appointments Committee Report**

The Chairperson of the Nominations and Appointments Committee shall submit the Committee Report to all voting members of the Board of Governors at the beginning of each Annual Meeting, or at the time requested by the Council President. The report shall contain nominations and appointment

recommendations for all open positions and every two years for the election of officers. The voting members of the Board of Governors may make additional recommendations and nominations from the floor at the same meeting.

### **Section V.3. Withdrawal of Ineligible Candidates**

The Council President shall withdraw the names of any candidates who are not eligible under the Constitution or Bylaws of the Council.

### **Section V.4. Balloting and Contingent Elections**

Candidates for election as Council Officers, at the normal election time or to fill a vacancy, shall be from those nominated as specified in these Bylaws. Elections shall be by secret ballot of the voting members of the Board of Governors as specified in the Council Constitution.

To be elected, a nominee must receive a majority of the proper votes cast by the Council Board of Governors. If no candidate receives a majority, the candidate receiving the smallest vote shall be withdrawn and a second ballot shall be taken. This procedure shall be repeated until one candidate receives a majority of the vote.

The Council shall resolve any tie or, if impossible, shall refer the question to the IEEE Vice President, Technical Activities, which is hereby empowered to work with CEDA to break the tie.

### **Section V.5. Standing Committee Appointments**

The Nominations and Appointments Committee shall provide to the Council President nominations for members of Standing Committees and chairpersons of Standing Committees when the Chairperson is not specified otherwise in these bylaws. The Council President appoints the chairpersons and members of the Standing Committees, unless specified otherwise in these Bylaws. Standing Committee Chairs shall be approved by the Board of Governors.

### **Section V.6. Notification of Election Results**

The Council Secretary shall inform all candidates and the Board of Governors of the election results and shall arrange for the transfer of responsibility. The Council Secretary will report the name of each elected officer to the Secretary of the IEEE Technical Activities Board.

### **Section V.7.**

#### **Vacancies**

If any Council Office becomes vacant at any time during the year, and if the vacant office cannot be filled by logical succession of an existing Council Officer as described in the Constitution and Bylaws, the President will promptly request nominations from the Nominations and Appointments Committee and hold an election to fill the existing vacancy.

### **Section V.8: Appointment of Editors-in-chief**

The term of office for Editors-in-Chief of the Council's periodicals is two years (exception: inaugural Editor-in-Chief's first term is 3 years), renewable once for two years, unless specified otherwise in individual Publication Policies. Upon a vacancy or the expiration of a term, the President may appoint a qualified individual to an Editor-in-chief post with the advice of the Nominations and



Appointments, and the Publications Committees and the approval of the Executive Committee. Eligibility for an Editor-in-chief post shall be restored after a lapse of two years.

## **ARTICLE VI: FINANCES**

### **Section VI.1. Budget and Report**

The Vice-President for Finances shall submit at the Annual Meeting, or at a more appropriate time as directed by the Council President, a proposed Council budget for the ensuing year in accordance with IEEE budget development guidelines. Copies of the proposed budget shall be distributed to the Board of Governors members and other interested parties at least two weeks prior to the meeting at which the budget is to be discussed. When approved by the Council and the IEEE TAB, 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 the funds in amounts not to exceed any budgeted item.

The Vice-President for Finances shall be responsible for forwarding the approved budget to IEEE Headquarters, and Headquarters will be thereby authorized to disburse the 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 all members of the Board of Governors. The Vice-President for Finances shall also keep a running account of commitments to date.

### **Section VI.2. Financial Support**

The Council shall derive financial support from income from the sales of Council Periodicals, Books, Videotapes, IEEE Press publications, and any other publications, from its share of any surplus from Council sponsored Conferences, and from any income realized through investments. Periodicals subscription prices to members of the Council Member Societies shall be set to no less than a self-sustaining level.

As defined in a Memorandum of Understanding (MOU), the Council shall receive contributions from Member Societies in amounts set with mutual agreement between the Member Society and the Council Board of Governors. The annual contributions requested from the Member Societies shall remain the same as the previous year, unless the Council Vice-President for Finances requests a change before submitting the budget for the following year. The new contribution requests are then voted on separately and are accepted by a majority vote of the Board of Governors.

IEEE Policy permits organizational units to accept donations for activities of scientific or technical nature. These donations are tax deductible. The Council will adhere to IEEE policies relating to contributions or grants.

### **Section VI.3. Distribution of Surplus or Deficit**

As defined in an MOU, in the event of a distribution of a surplus or a payment of a deficit and unless provided for elsewhere in these Bylaws, each Member Society shall receive or pay a share determined by length of membership in the Council until the Society has been a member for three years at which time the Society's share shall be equal.

The Council, as part of the annual budget process and with the approval of IEEE TAB, shall decide with a majority vote whether surpluses, part of a surplus, or any deficits should be distributed to Member Societies.

#### **Section VI.4. First Year Periodical Distributions**

Unless otherwise specified, in the event of a distribution of a surplus or payment of a deficit during the first year of publication of a Council periodical, each Council Member Society shall receive or pay an equal share.

#### **Section VI.5. Subsequent Year Periodical Distributions**

Unless otherwise specified, in the event of a distribution of a surplus or payment of a deficit during the second and third years of publication of a Council periodical, each member Society's share will be weighted in proportion to the number of years that Society has been a Member Society of the Council with all Member Societies with more than three years membership being counted equally.

#### **Section VI.6. Conference Bank Accounts**

The Treasurer of Council-sponsored Conferences is authorized to open a bank account in the Conference's name, to be used for the deposit and disbursement of funds related to the Conference. The Council shall be advised of the name of the bank, the names of the account, the anticipated size of the account, the signatories, and the arrangements for insurance and bonding.

### **ARTICLE VII: COUNCIL MEETINGS**

#### **Section VII.1. Notification**

The Secretary shall announce to the members of the Board of Governors, all Chairpersons of Standing and Ad Hoc Committees, and appropriate guests of the time, place, and agenda of all meetings of the Board of Governors at least twenty-five days in advance of the meeting.

#### **Section VII.2. Quorum**

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

#### **Section VII.3. Notification of Meeting Results**

The Secretary shall distribute within ten days of their adoption notification of all motions, directives, or orders of the Council to the persons affected. The Secretary shall distribute a copy of the minutes of the Board of Governors to the officers, members of the Board of Governors, Chairpersons of the Standing and Ad Hoc Committees, and to the Secretary of the IEEE Technical Activities Board within thirty days of the meeting. As soon after January 1 as practicable, the Secretary shall provide a directory listing the names, addresses and email addresses of all of the above-mentioned people to each person named therein.

#### **Section VII.4. Non-voting Attendees**

The Chairpersons of all Standing and Ad Hoc Committees who are not voting members of the Board of Governors are welcome to attend all meetings of the Board of Governors as observers and advisors, when the meeting is not in executive session.

#### **Section VII.5. Meeting Cancellation or Date Change**

Meetings of the Board of Governors may be canceled or the date may be changed only by consent of a majority of all the members of the Board of Governors not less than fourteen days before the original date or the new date set for the meeting, whichever is earlier. Notice of such cancellation or changed date shall be given to all Board of Governors members not less than ten days before the original or the new date, whichever is earlier.

#### **Section VII.6. Meeting Locations**

Meetings of the Board of Governors may be held at international or regional technical meetings or conferences of the IEEE, anywhere in the world, jointly with a Section, separately, or jointly with another Society.

## **History:**

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- 06/19/05 These bylaws, version 0.6.2 (3/23/05), were approved by the Ad Hoc Committee, each of the initial Member Societies, the IEEE TAB and the IEEE BoD as part of the process creating the Council.
- 11/05/06 These bylaws, were modified by vote of the IEEE-CEDA Adcom with the following changes:
- The name of the governing body is changed from Administrative Committee (Adcom) to Board of Governors (BoG)
  - Make the Past-President the Chair of the Nominations and Appointments Committee
  - Restrict the Chair of the N&A Committee from running for office
- 06/05/08 These bylaws were modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- Add the President-Elect as a member of the Nominations and Appointments Committee
  - Remove the requirement that the appointments of all chairs and members of CEDA committees be approved by the BoG
- 11/09/08 These bylaws were modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- Add conditions under which a member of a Nominations and Appointments Committee may be nominated to a position by that committee
- 05/06/11 These bylaws were modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- General Chair and Program Chair of sponsored conferences no longer requires BoG approval; can now be approved by Conference and Meetings Committee
  - If co-sponsored conferences have a Sponsors Steering Committee, Council will delegate appointment of General and Program Chairs to this committee
  - Added definition and requirements for Technical Sponsorship of a conference.
- 06/05/11 These bylaws were modified by vote of the IEEE-CDA Board of Governors with the following changes:
- Microwave Theory and Techniques added to list of Member Societies along with dates that each member Society joined.

- Maximum number of Member Technology Organizations increased from six to seven.
  - Design Technology Council added to list of Member Technology organizations along with dates that each Member Technology organization joined.
- 11/06/11 These bylaws were modified by vote of the IEEE-CDA Board of Governors with the following changes:
- The changes add two new officer positions and three new Technical Member Organizations. They also complete the implementation of the intent of the 06/05/08 change, namely that Board of Governor approval is needed for Standing Committee Chairs, but not committee members.
  - Maximum number of Member Technology Organizations language was removed
- 11/17/13 These bylaws were modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- With the reconstitution of DATC as a committee of CEDA, it was removed as a CS founding Member Technology Organization and added as a new MTO
  - Section VI.7 was removed, since it referred to the initial formation of CEDA.
- 11/02/14 These bylaws were modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- The phrase "Technology Organization Members" was changed to "Member Technology Organizations".
  - Corrections to reflect responsibility for Chapters moves from VP Publicity to VP Activities
  - Financial responsibilities of member societies are defined in a memorandum of understanding.
  - Other minor wording changes recommended by IEEE TAB for clarity and compliance
- 06/05/16 These bylaws were modified by vote of the IEEE-CEDA Board of Governors with the following changes:
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