

# **ELECTRONICS PACKAGING SOCIETY CONSTITUTION AND BYLAWS**

## **IEEE ELECTRONICS PACKAGING SOCIETY**

**CONSTITUTION** (effective date: 18 March 2022)

### **Article I Name, Purpose and Field of Interest**

#### **Sec. 1. Name**

This organization shall be known as the IEEE Electronics Packaging Society, hereafter referred to as the EPS or the Society.

#### **Sec. 2. Purpose**

**A.** The Society is an organizational unit of the IEEE, and its activities shall be in line with the purpose of the IEEE. The governing documents of the Society shall conform to, and not conflict with, the provisions of the governing documents of IEEE.

The governing documents of the Society shall include this Constitution and the Bylaws of the Society. Additional governing documents may include operations manuals and policy statements approved by the Society's Board of Governors (BoG).

**B.** The Society's objectives shall be scientific, literary, and educational in character. The Society shall strive for the advancement of the theory and practice of electrical and electronics engineering and of the allied arts and sciences, and the maintenance of a high professional standing among its members and others and with special attention of such aims within the field of interest of the Society as are hereinafter defined. The Society shall promote close cooperation and exchange of technical information among its members and others, and to this end shall hold meetings for the presentation and discussion of papers, shall provide for the publication of technical work to merit, and shall study and provide for the needs of its members and affiliates.

#### **Sec. 3. Field of Interest**

**A.** The EPS field of Interest includes all aspects of packaging and integration of electrical, electronic, optoelectronic, biological, micromechanical and sensing components; addressing signal and power delivery, material aspects, thermal and structural design and reliability. The Society drives science, technology, engineering, test, modeling, simulation, design, manufacturing, interconnection and performance of integrated components. It sponsors and provides electronics packaging education and reports on electronics packaging research worldwide.

**B.** The process for modifying the Field of Interest shall be in accordance with the procedures defined in the IEEE Technical Activities (TAB) Operations Manual.

### **Article II Bylaws**

**Sec. 1.** Bylaws shall be established and shall exist for the purposes of governing the operations and administration of the Society. The term "Bylaws" as used in this Constitution refers to the EPS's Bylaws.

### **Article III Membership**

**Sec. 1.** IEEE members in any grade will become Members of the Society upon application and payment of Society dues as prescribed in the Bylaws.

**Sec. 2.** A Society Affiliate refers to an individual who is not an IEEE member but who is entitled to participate in certain activities of the Society as prescribed in the Bylaws.

**Sec. 3.** There may be special categories of membership, with appropriate fees, as specified in the Bylaws.

### **Article IV Finances**

**Sec. 1.** The Society may collect dues and fees from its members as prescribed in the Bylaws.

**Sec. 2.** The Society may charge registration fees at its Society meetings, symposia, conferences, and other technical meetings.

**Sec. 3.** The Society may collect revenues by other means, such as advertising, exhibits, sale of publications or requests for contributions.

**Sec. 4.** The Society's Board of Governors is responsible for the management of the Society's assets.

**Sec. 5.** The fiscal year of the Society shall be the same as the fiscal year of the IEEE.

### **Article V Technical Meetings**

**Sec. 1.** The Society may hold technical meetings alone or in cooperation with other IEEE organizational units or other technical organizations.

**Sec. 2.** Technical meetings of the Society shall be open to all IEEE members. Requirements regarding meetings and their registration fees shall comply with IEEE policy.

### **Article VI Publications**

**Sec. 1.** The Society may have publications. All aspects related to the management of the publications program shall be specified in the Bylaws, with additional detail included in other governing documents.

## **Article VII Board of Governors**

**Sec. 1.** The Society shall be managed by a Board of Governors (BoG).

**Sec. 2.** The BoG shall consist of the Officers, Members-at-Large, Program Directors, appointed members and ex-officio members as specified in the Bylaws.

### **Sec. 3. Voting Privileges**

There are three voting categories for BoG members: (1) Complete voting privileges on any issue before BoG. These privileges belong to all Members-at-Large, the President, President Elect, Vice Presidents, and the Senior and Junior Past Presidents. (2) Limited voting privileges. These votes are not considered in: Constitution or Bylaw issues, Officer appointments, creation or filling of vacancies in Member-at-Large positions, Society budgets and consent decisions to adding ex-officio or appointed members with limited vote. These privileges are assigned to Program Directors who are not Members-at-Large and, with approval of the BoG, to special appointees. (3) No voting privileges.

### **Sec. 4. Officers**

Officers of the Society are the President, President Elect and Vice Presidents. Vice President positions are specified in the Bylaws.

### **Sec. 5. President**

**A.** The President is the presiding officer of the EPS.

**B.** The President shall serve as an ex-officio member of all committees within the Society, except where prohibited in the Bylaws.

**C.** The President shall serve as a member of TAB and represent the Society on the TAB. Alternates may be designated in accordance with IEEE procedures and the procedures defined in the TAB Operations Manual.

**D.** The succession to act for the President in their absence or incapacitation shall be: Junior Past President followed by the President Elect. In years where there is not a sitting President-Elect, the VP of Technology may act for the President if the Junior Past President cannot. If all named individuals cannot act on behalf of the President, the appointment will be made at the discretion of the Board of Governors

### **Sec. 6. Terms and Length of Service**

**A.** The President is appointed for a two-year term and may be reappointed for a second consecutive term.

**B.** The President Elect shall be appointed prior to the last year of the residing President's term, and shall serve a one-year term concurrent with the last year of the residing Presidents term.

**C.** Vice Presidents are appointed for a two-year term, usually coincident with the term of the President. There is no restriction to being reappointed to the same Vice President position for multiple consecutive terms.

**D.** Members-at-Large are elected for a three-year term and may be re-elected to a second consecutive term. After serving two consecutive terms, a Member-at-Large may be re-elected after a one-year absence from the position.

**E.** Program Directors are appointed for a two-year term, usually coincident with the term of the President. There is no restriction to being reappointed to the same Director position for multiple consecutive terms.

**F.** Committee Chairs are appointed for a two-year term and may be reappointed for multiple terms in the same position with no limit.

**G.** There is no limit to the number of years an individual can serve on the BoG.

### **Sec. 7. Committees**

The BoG may establish standing and ad hoc committees as it deems necessary to meet the mission of the Society.

### **Sec. 8. Meetings**

**A.** The BoG shall hold two meetings each year.

**B.** Additional regular meetings and provisions for special meetings and the manner of giving notice of additional regular and special meetings shall be specified in the Bylaws.

### **Sec. 9. Quorum**

The quorum shall be specified in the Bylaws.

### **Sec. 10. Vote of the Presiding Officer**

The presiding officer of the BoG shall have no vote on the BoG except if the vote is by secret ballot or unless his/her vote can change the outcome of the vote.

## **Article VIII Vacancies**

The existence of a vacancy on the BoG will be in accordance with the Bylaws.

## **Article IX Removal of a Member**

### 1. Vote to Remove an Appointed Member of the Society BoG or Committee.

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

## 2. Vote to Remove an Elected Member of the Society BoG.

An Officer/Elected Member elected by the voting members of IEEE EPS may be removed from office, with or without cause, by a vote of the voting members of the IEEE EPS who elected that person, within thirty days following either:

- (a) the affirmative vote of two-thirds of the votes of the members of the [Governing Body] present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or
- (b) the receipt by IEEE of a petition signed by at least 10% of the total number of voting members in the society moving for the removal of such individual, a ballot on such motion shall be submitted to the voting members of the society. If a majority of the ballots cast by the voting members for or against such motion are to remove such individual, the individual shall be removed from such positions.

## **Article X Nominations and Elections**

**Sec. 1.** Members-at-Large are nominated by the Nominations Committee and elected by the Society membership through a process defined in the Bylaws. Members-at-Large may also be nominated via petition through a process defined in the Bylaws.

**Sec. 2.** Officers are nominated by the Nominations Committee and appointed by the BoG through a process defined in the Bylaws.

## **Article XI Amendments**

### **Sec. 1. Constitution**

**A.** Amendments to this Constitution may be initiated by two-thirds majority vote of the BoG members with complete voting privileges, copies of the proposed amendments having been distributed to all members of the BoG at least two weeks prior to the voting.

**B.** Each proposed amendment will be transmitted for administrative approval to the IEEE Vice President, Technical Activities. If approved by the IEEE Vice President, Technical Activities the proposed amendment shall be published in the Society Newsletter or otherwise publicized by direct mailing (print or electronic) to the membership with notice that it goes into effect unless 40 or more Society members object in writing within 30 days.

**C.** Amendments may also be initiated by petition submitted to the Society President by a minimum of 40 members of the Society. For each amendment petition submitted by Society members, the BoG shall prepare summary statements for and against the proposed amendment and make its decision for or against adoption via a two-thirds majority vote of the BoG members with complete voting privileges. If the BoG votes in favor, the proposed amendment shall be transmitted to the IEEE Vice President, Technical Activities for administrative approval. If approved by the IEEE Vice President, Technical Activities the proposed amendment shall be published in the Society Newsletter or otherwise publicized by direct mailing (print or electronic) to the membership with notice that the recommendation decision it goes into effect unless 40 or more Society members object in writing within 30 days. If the BoG votes against the proposed amendment, the proposed amendment shall be published with BoG decision and summary statements in the Society Newsletter or otherwise publicized by direct mailing (print or electronic) to the membership with notice that the decision becomes final unless 40 or more Society members object in writing within 30 days.

**D.** If objections to a proposed amendment or decision on a proposed amendment are received from 40 or more Society members, a copy of the proposed amendment with a ballot shall be distributed to all voting members of the Society at least 30 days before the date appointed for return of the ballots. The ballots shall carry a statement of the time limit for their return. Approval of the amendment by at least two-thirds of the ballots legally cast shall be necessary for its adoption.

**E.** Amendments to this Constitution shall take effect 30 days after adoption, but if by amendment Officers and Officers-elect are changed in status or the number of Members-at-Large is reduced, each Officer and Member-at-Large shall continue to serve until their term expires.

**F.** A final copy of the approved Constitution with the effective date shall be filed with the Secretary of the IEEE Technical Activities Board.

### **Sec. 2 Bylaws**

**A.** Proposed Bylaws changes and reasons therefore shall be sent to all members of the Society's Board of Governors at least 20 days before the stipulated meeting of that body at which the vote shall be taken. The vote of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaws, amendments or revocation. Proposed Bylaws changes may be adopted by a two-thirds mail or e-mail vote of the members of the BoG with complete voting privileges provided a 30-day period is allowed for such responses.

**B.** Each proposed amendment will be transmitted for administrative approval to the IEEE Vice President, Technical Activities. A copy of the approved Bylaws or amendments shall be provided to the Secretary of the IEEE Technical Activities Board in order to ensure compliance with IEEE policy and to ensure the amendments are properly recorded.

**C.** The approved Bylaws or amendments shall be published in the Society Newsletter or otherwise publicized by direct mailing (print or electronic) to the membership.

**D.** A final copy of the approved Bylaws with the effective date shall be filed with the Secretary of the IEEE Technical Activities Board.

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**IEEE ELECTRONICS PACKAGING SOCIETY**  
**BYLAWS** (effective date: 16 February 2022)

These Bylaws provide for governing the operations and administration of the Society, in accordance with the Society Constitution.

**Section I Membership**

**A. Grades**

1. Where used in these Bylaws, the term “member” when printed without an initial capital letter, includes all grades of membership.
2. The IEEE grade shall be the same as the member’s grade within the Society.
3. The Society may award the designation of Honorary Member. Such membership, exempt of the payment of the annual fee, shall be based on the recommendation of the Society Awards Committee and the endorsement of the BoG.

**B. Categories**

1. The IEEE membership category shall be the same as the member’s category within the Society in accordance with IEEE Bylaws and Policies; i.e., Life Members, retired, minimum income, unemployed.
2. In accordance with the Society Constitution, there may be Society Affiliates who are not members of the IEEE. TAB shall establish the qualifications for Society Affiliates, for which the associated rights and privileges shall be contained in these Bylaws.

**C. Privileges**

1. Members who hold the grade of Fellow, Senior Member, Member, Associate Member or Graduate Student Member in the IEEE shall have all the rights and privileges of membership within the Society unless otherwise specified in these Bylaws.
2. Student Members 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 elected office.
3. Society Affiliates have all the rights and privileges of Members. They may serve in appointive capacities that do not require IEEE membership as a prerequisite.

**Section II Finances**

- A. Society dues and fees are set each year through the budgeting process, and are approved by the BoG.
- B. Some categories of membership may have reduced dues and Life Member dues are waived in accordance with IEEE Bylaws.
- C. No fiscal expenditure or obligation of Society funds may be undertaken that is inconsistent with the approved Society budget, unless approved by the BoG.
- D. IEEE shall serve as bursar for all Society funds.

**Section III Publications**

- A. The Society shall sponsor such publications as are approved by the BoG. All publications are subject to applicable IEEE policies, procedures and operations.
- B. Editors shall be appointed by the BoG for a term of four years. The appointments may be renewed by the BoG.

**Section IV Chapters**

Chapters of the Society shall be established through a process defined in IEEE governing documents, which includes approval of the Society President.

**Section V Management**

**A. Board of Governors**

**1. Composition**

In accordance with the Constitution, the BoG shall consist of the Officers, Members-at-Large, Program Directors, and appointed and ex-officio members as specified in the Bylaws.

- a. The President shall supervise the affairs of the Society, shall speak for the Society on all matters not specifically delegated to others.
- b. The President Elect shall support the Society and presiding President’s goals and develop strategic plans to implement during his or her Presidency.
- c. The Vice President, Technology shall oversee the Technical Committees and coordinate the technical activities of the Society.
- d. The Vice President, Conferences shall oversee the conference and technical meeting activities of the Society.
- e. The Vice President, Publications shall oversee and coordinate the Transactions, Newsletter and other publication activities of the Society.
- f. The Vice President, Education shall oversee and coordinate the educational activities of the Society.
- g. The Vice President, Finance shall oversee and coordinate the financial activities of the Society.
- h. The Vice President, Membership shall oversee and coordinate the membership activities of the Society.

- i. Program Directors may be appointed by the President with the advice and consent of the BoG to provide focused strategic planning and/or operational oversight of key existing and emerging Society areas. Such areas may include, but not be limited to: industry programs, student programs, awards, chapters, Regions 1-7 & 9, Region 8 programs, Region 10 programs.
- j. Nineteen Members at Large.
- k. Ex-officio members, including: Senior Past President, Junior Past President, Standing Committee Chairs, Technical Committee Chairs, and the Society Executive Director.
- l. Special appointees, appointed by the President with the advice and consent of the BoG.

## **2. Parliamentary Procedures**

Robert's Rules (latest revision) shall be used to conduct business at meetings of the BoG and any committees thereof.

## **3. Quorum**

A quorum of the BoG shall consist of a majority of the total BoG members with complete voting privileges and include at least 50% of the elected Members-At-Large.

## **4. Actions of Board of Governors and Committees thereof**

- a. A majority vote of those members with voting privileges (either complete or limited) attending a meeting in which a quorum is present, shall be necessary for the approval of actions except as otherwise provided in the Bylaws. If the issue requires a decision by individuals with complete voting privileges only, then only a majority vote of attendees with these privileges is needed, unless otherwise provided in the bylaws.
- b. The BoG or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.
- c. The BoG or any committee thereof may take action without a meeting if applicable (e.g., e-mail voting). An affirmative vote of a majority of all the voting members of the BOG or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the BoG 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 BoG or any committee thereof shall be limited to one vote on each matter being considered by the BoG or committee.
- e. Proxy voting is not allowed.

## **5. Meetings**

In accordance with the Constitution, the BoG shall hold two meetings each year.

- a. The regular meetings of the BoG are normally scheduled in conjunction with the annual Electronic Components and Technology Conference (ECTC) and with the ECTC Paper Selection Meeting.
- b. No BoG meetings shall be held for the purpose of transacting business unless each member shall have been sent notice of the time and place of such meeting at least 30 days in advance of the meeting.
- c. Meetings may be altered or canceled only for sufficient cause by majority vote of the BoG in accordance with voting rules specified in the Bylaws, secured by or transmitted to the President not less than 20 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be mailed to all members of the body not less than 10 days before the original or the new date of said scheduled meeting, whichever is earlier.
- d. Special meetings of the BoG may be called by the President or by any five voting members of the BoG on notice to all other members. Notice of such special meetings, giving the time and place of meeting, the purpose of the meeting, and the names of the members calling the meeting shall be sent to all members not less than 20 days before the date set for the special meeting. For special meetings to be held by teleconference or web conference, notice shall be sent to all members via telephone, e-mail, facsimile, or recognized courier service, not less than 10 days before the date set for the special meeting.
- e. A meeting of the BoG may be held without notice if waivers of notice signed by all of the voting members are filed with the President, with notation thereof entered in the minutes of the meeting.
- f. Minutes of all meetings shall be distributed to all members of the BoG.
- g. The Society will reimburse actual and necessary expenses for the purpose of attending meetings by members of the BoG with complete or limited voting privileges. The maximum amount of reimbursement per member will be set each year as part of the Society budget.

## **B. Vacancies**

- 1. A Member-at-Large position shall be declared vacant if the Member-at-Large misses two consecutive meetings, unless voted otherwise by the BoG. A Member-at Large position may be also be declared vacant as the result of resignation, incapacity or death, or if the Member-at-Large is removed from office in accordance with the process outlined in the Constitution. Within-term vacancies for Members-at-Large shall be filled by appointment by the President, with the advice and consent of the BoG.
- 2. An Officer position shall be declared vacant as the result of resignation, incapacity or death, or if the Officer is removed from office in accordance with the process outlined in the Constitution. Within-term vacancies for Officers

shall be filled by appointment of the BoG based on the recommendation of the Nominations Committee.

3. The role of Junior Past President or Senior Past President shall be declared vacant as the result of resignation, incapacity or death, or if the individual is removed from office in accordance with the process outlined in the Constitution. Within-term vacancies for these roles shall be filled by appointment of the BoG based on the recommendation of the Nominations Committee. Preference shall be given to individuals who have served in one of these roles previously.

4. A Committee Chair or Program Director position shall be declared vacant as the result of resignation, incapacity or death, or if the individual is removed from office in accordance with the process outlined in the Constitution. Within-term vacancies for these roles shall be filled by appointment by the President, with the advice and consent of the BoG.

### **C. Operating Committee**

The President, President Elect, Vice Presidents, Junior and Senior Past Presidents, and Program Directors shall constitute an Operating Committee of the BoG, empowered to conduct such Society business as must be transacted between BoG meetings.

### **D. Committees**

1. Technical Committees (TCs) shall be established by the BoG in specific technical areas with scopes to be approved by the BoG.

The Chair of each TC shall be appointed by the President with the advice and consent of the VP, Technology and the BoG. The TC Chairs shall be ex-officio members of the BoG with no voting privileges.

a. The terms of office of the TC Chair and members shall be two years, or until a successor is appointed and takes office, unless a different term of office is designated by the BoG.

2. Standing Committees shall be established by the BoG to address key operational and strategic activities of the Society. It will be discretionary with the President to appoint any part or all of any Standing Committee, or to appoint its Chair only and request the latter to appoint additional committee members. Standing Committee Chairs shall be ex-officio members of the BoG with no voting privileges. The appointment of the Fellows Evaluation Chair/Vice Chair shall be in accordance with the IEEE Fellows Evaluation Operations Manual.

a. The terms of office of the Standing Committee Chair and members shall be two years, or until a successor is appointed and takes office, unless a different term of office is designated by the BoG. The terms of the Chair/Vice Chair and members of the Fellows Evaluation Committee shall be in accordance with the IEEE Fellows Evaluation Operations Manual.

3. Special or ad hoc committees may be created by the BoG. For each such case, the BoG may specify the number of members the committee shall have and how the members are to be selected, and the terms of the members. Special or ad hoc committees shall be automatically dissolved after one year unless the BoG sets an expiration date.

### **E. Awards**

The Society may establish awards to recognize members and individuals for technical achievements, service to the Society and other contributions to the technical community within the Society field of interest upon approval of the BoG. All new awards and revisions to existing awards shall be sent to TAB for approval.

### **F. Nominations and Election**

#### **1. Nominations Committee**

a. The Chair of the Nominations Committee shall be the 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 Nominations Committee available shall be the Chair of the Nominations Committee. With extenuating circumstances, a different individual may be appointed to this position.

b. The Nominations Committee Chair shall not be eligible to be elected to the BoG during their term of service.

c. At least two-thirds of the voting members of the Nominations Committee shall be elected or appointed by the BoG.

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

#### **2. Officers**

The Nominations Committee shall submit nominations for President, President Elect (in years consistent with Article VII, Section 6B) and Vice Presidents to BoG members with complete voting privileges by no later than 1 November of the year prior to the beginning of the new terms. The deadline for the return of the ballots shall be determined by the Nominations Committee Chair.

a. To qualify for nomination the candidate for President shall have been at some time an elected Member-at-Large or Vice President.

b. Each Officer must be a member of the Society at the time of nomination and during their term of office.

c. The newly appointed President, President Elect and Vice Presidents shall assume office on the first day of the year.

#### **3. Members-at-Large**

The geographic composition of eighteen BoG Members-At-Large will reflect the geographic composition of Society membership.

a. Annually, prior to formulating the slate of candidates, the Nominations Committee, using IEEE Region definitions and Society membership statistics as of 31 December of the preceding year, will determine the proportion of Society members in each of the following Regions/grouping of Regions: 1-6 (US), 7 (Canada), 8 (Europe, Africa, Middle East), 9 (Central and South America), 10 (Asia, Pacific). Any Region/grouping of Regions determined to have at least 10% of EPS total members will have the proportional number of Member-at-Large positions designated to it for representation on the BoG. The slate of candidates for

each year's election will be constructed to ensure that the resulting total of newly elected Members-at-Large plus continuing Members-at-Large has the proper proportion of representatives from each Region/grouping of Regions.

b. Candidates will be solicited and selected by the Nominations Committee from among members of the respective Regions/grouping of Regions, by a process that ensures input from Society volunteers in the respective Regions/grouping of Regions, as well as from members of the BOG, and chairpersons of all other organizational entities of the Society. The slate will contain candidates at least 1.5 times the number of forthcoming vacancies (rounded up to the next integer.)

c. Society members in each Region/grouping of Regions with designated BoG positions will vote for their Region/grouping of Regions' respective positions only. That is, members in Region 8 will vote for Members-at-Large for Region 8 only. Society members in Regions without designated BoG positions will vote with the Region/grouping of Regions with the majority of members.

d. The Nominations Committee shall cause to be published for the Society membership a call for nomination by petition, such petitions to include statements of nominees' qualifications and willingness to serve if elected, to be received by the Chair before a specified date, which shall be at least 28 days before the date of the election.. A petition nominating a Society member in good standing and supported by the identifiable signatures of at least 2% of the eligible voters shall automatically place that member's name on the slate. Signatures can 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 identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE 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.

e. One additional Member at Large position will be reserved for a Young Professional. The terms of service and term limits will be same for all Members at Large. The Young Professional Member at Large will be elected by all members of the Society from a slate that is finalized by the Nominations Committee.

The list of candidates will need to confirm their willingness to serve before the vote can go out.

f. The Chair shall ensure that all candidates are properly qualified. Each Member-at-Large must be a member of the Society at the time of nomination and during their term of office. The ballot shall provide for write-in candidates. The ballots shall be distributed to the voting members of the Society. The results of the vote shall be transmitted to the President and Nominations Committee Chair by no later than 31 December of each year. Newly elected BoG members assume their positions on the first day of the year.

g. Those candidates having a majority of votes will be declared to be elected. Ties shall be broken by the BoG. If an elected member fails to accept the office, the candidate receiving the next highest number of votes will be certified as elected. If the vacancy cannot be filled in this manner, the President shall make appointments in cooperation with the Nominations Committee Chair.

h. The Nominations Committee and the BoG should provide names periodically to the EPS President for consideration to Divisional Director positions and other IEEE posts.

#### **G. Society Executive Office**

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

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

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

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