

Bylaws of the IEEE Professional Communication Society

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I. Definitions

Board	Board of Governors of the Professional Communication Society
Electronic communication	Any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, which creates a record that may be retained, retrieved and reviewed by a recipient thereof, and which may be directly reproduced in paper form by such a recipient.
Member	Where used in these Bylaws, the term “member,” when printed without an initial capital letter, includes all grades of membership.
Society	IEEE Professional Communication Society
TAB	IEEE Technical Activities Board
<i>Transactions</i>	<i>IEEE Transactions on Professional Communication</i>

II. Governing Documents

Sect. 01 Principal Documents

The principal governing documents for the Society are (a) its Constitution, (b) its Bylaws, and (c) its Operations Manual.

Sect. 02 Modification

Modifications to the Bylaws shall be made in accordance with the procedures set forth in the Constitution.

Sect. 03 Operations Manual

The Operations Manual provides rules, procedures, and detailed information to aid the Board in its governance of the Society. Modifications to the Operations Manual shall be approved by the Board.

III. Membership

Sect. 01 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 defined within these Bylaws.

Sect. 02 Grades

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

Sect. 03 Categories

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

Sect. 04 Privileges

- a) 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.
- b) 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

Sect. 01 Dues, Fees and Assessments

The Board, through the budgeting process, shall establish dues, fees, and assessments for services provided by the Society. Dues for Life Members are waived in accordance with IEEE Bylaws.

Sect. 02 Society Funds

IEEE shall act as bursar for all Society funds.

Sect. 03 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.

Sect. 04 Management of Society Funds

The Treasurer maintains current financial records that enable timely reporting of all Society obligations and disbursements in accordance with the current Society budget.

Sect. 05 Disbursement of Society Funds

The Society Treasurer approves or disapproves the disbursement of Society funds.

V. Publications

Sect. 01 Management

In accordance with the Constitution, the Society may have publications. The overall responsibility for the management of the publications program rests with the Board, and the various aspects related to that management shall be specified in the Operations Manual.

Sect. 02 Rules, Procedures and Actions

All rules, procedures and actions related to the publications program are subject to all applicable IEEE policies, procedures, and operations.

Sect. 03 Appointments

The President appoints and oversees the following ex-officio positions related to the Society's publications with the advice and approval of the Board members-at-large.

- a) *Transactions on Professional Communication* Editor-in-Chief
- b) IEEE PCS-Wiley Book Series Editor
- c) Director of Digital Content

The term of these appointed ex-officio members is three years. they may be reappointed for multiple consecutive terms.

VI. Chapters

Sect. 01 Definition

Chapters are Subgroups organized on a geographical basis. This subject is fully treated in the IEEE Bylaws, in the IEEE Societies Section of the Technical Activities Manual, and in the Section Manual.

Sect. 02 Oversight

The Membership Engagement Committee is responsible for the oversight of chapter activities. Policies and guidelines regarding chapters of the Society are contained within the Operations Manual.

VII. Awards

Sect. 01 Purpose

The Society recognizes the achievements of outstanding individuals and their achievements in the field of technical and professional communication through various Society-level awards. All awards of the Society, along with their descriptions, any associated processes, and other details are given in the Operations Manual.

Sect. 02 Oversight

The Immediate Past President is responsible for the oversight of the awards program and activities.

Sect. 03 Revisions to Existing Awards

The Board is authorized to revise existing awards through its approval of recommendations brought forth by the Awards Committee.

Sect. 04 Creating of New Awards

The Board is authorized to establish new awards through its approval of recommendations brought forth by the Awards Committee. Recommendations for new Society-level awards shall be sent to TAB for approval.

VIII. Governance

Sect. 01 Composition of the Board of Governors

In accordance with the Constitution, the Board shall consist of

- a) Members-at-large elected by the membership of the Society
- b) Officers, who may serve concurrently in-term as members-at-large of the Board
- c) The Immediate Past President
- d) The Editor-in-Chief of the *Transactions on Professional Communication*
- e) The Series Editor of the Wiley-IEEE ProComm Book Series
- f) The Director of Digital Content
- g) Other special appointees named by the President and approved by the Board

Sect. 02 Parliamentary Procedure

The latest revision of *Robert's Rules of Order* shall be used to conduct business at meetings of the Board and any committees thereof.

Sect. 03 Action of the Board 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 Board or any committee thereof.
- b) The Board or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to communicate with each other at the same time.
- c) The Board 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 Board or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic communication. The writings or electronic communication shall be filed with the minutes of the proceedings of the Board or any committee thereof.
- d) *Voting*. Individuals holding more than one position on the Board or any committees thereof shall be limited to one vote on each matter being considered by the Board or committee. Proxy voting is not allowed.

Sect. 04 Meetings

In accordance with the Constitution, during each IEEE fiscal year, the Board shall hold at least two scheduled business meetings, including one meeting conducted on site at the International Professional Communication Conference (ProComm).

- a) *Presiding officer.* An officer of the Board must preside over all duly called meetings, and the presiding officer may adjourn or continue such meetings when a quorum is not present. In the absence of a quorum, informal discussions may be held, but no actions/votes may be taken.
- b) *Approval of meeting schedule.* The date and location of a regular meeting are normally scheduled and approved by electronic poll administered by the Vice President. Once scheduled, a meeting date or location may be altered or canceled by consent of a majority of all voting members of the Board, secured by or transmitted to the Vice President 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 Operations Manual, 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 communication not less than ten (10) days before the date set for the meeting.
- d) *Special meetings.* Special meetings of the Board may be called by the President
- e) or by any five voting members of the Board 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.
- f) *Waiver of meeting notice.* A meeting of the Board may be held without notice if waivers of notice signed by all of the voting members are filed with the Vice President, with notation thereof entered in the minutes of the meeting.
- g) *Minutes of meetings.* Minutes of all meetings shall be distributed to all members of the Board. Minutes for all Board meetings shall be issued by the Secretary or under their authority within 30 days of such meetings and be delivered to all Board members, with copies to be furnished to the IEEE Technical Activities Board (TAB) Secretary at IEEE Headquarters.
- h) *Reimbursement of expenses.* The Society shall provide, in accordance with the policies specified in the Operations Manual, reimbursement for actual and necessary expenses for the purpose of attending meetings by the members of the Board.

IX. Officers

Sect. 01 Terms

The newly elected or appointed officers shall assume office on the first day of January following their election. All officers' term of office is one year.

Sect. 02 President and Vice President

At the annual election meeting, president and vice president are nominated and elected, after all the Board members-at-large for that year are elected.

Voting shall be held individually, by position. Each incumbent Board member-at-large present at the election meeting shall be entitled to vote for a single candidate for each office. Only those who will be the Board members-at-large during that year are eligible to stand for election to these offices, and only the Board members-at-large at the time of the election are eligible to vote in the election of president and vice president. The winning candidates must be selected by majority vote.

The term limit for the President's and the Vice President is two successive one-year terms. Under exceptional circumstances, this limit of service may be extended by one year. After the limit of service in the Presidency has been reached, an individual is eligible to serve again as President after an absence from office of at least one year.

Sect. 03 Secretary and Treasurer

Secretary and the Treasurer are appointed by the president for a one-year term with the advice and consent of the Board.

X. Standing Committees

Sect. 01 Education & Outreach Committee

The Education & Outreach Committee's mission is to enhance the quality and the professional stature of content and service products produced by the society, including (but not limited to) educational resources, technical publications, and the distinguished lecturers program. The Committee is responsible for planning and developing all such products.

Sect. 02 Membership Engagement Committee

The Membership Engagement Committee is responsible for recruiting and sustaining membership in the Society from the membership of IEEE and eligible technical communicators and members of related professions. The committee initiates the upgrading of current members, and establishes contact with new members to support recruiting activities. The Membership Engagement Committee is also responsible for monitoring and supporting the Society's chapters.

Sect. 03 Conference Committee

The Conference Committee plans, arranges, promotes, and manages the major conferences of the Society. It cooperates with other Society committees in arranging programs at Society meetings, with the program committees of other IEEE societies in arranging participation in IEEE national and international meetings, and with other technical and scientific communication societies in arranging cosponsored or cooperative meetings. The planning committees for the annual ProComm Conferences are subcommittees of the Conference Committee.

At a minimum, the Conference Committee consists of a Chair, a Vice-Chair, and the general chairs of the ProComm conference that are currently active. The Vice President of the Society chairs the Conferences Committee. The Vice-Chair of the Conference Committee is responsible for overseeing and supporting the Conference Planning Committees. The chair may also appoint other members with conference expertise who can serve as advisors and mentors to current and future conference chairs, and contribute their knowledge to the planning of future conferences and to the resolution of problems that may arise in the planning for conferences.

X. Nomination and Election of Members-at-Large

Sect. 01 Nominations Committee

The Chair of the Nomination Committee shall be the Immediate Past President of the Society. The committee is responsible for overseeing the entire election process for electing Board members-at-large. In the event of the incapacity or conflict of interest of the chair, the most recent past chair of the nominating committee available will be the chair of the nominating committee. With extenuating circumstances, a different individual may be appointed to this position.

A member of the nominating committee may be nominated and run for a position for which the nominating committee is responsible for making nominations only if the nomination is made by someone other than a member of the nominating committee and if the member resigns from the nominating committee prior to its first meeting of the year in which the nomination shall be made.

Sect. 02 Members-at-Large Slate

Each year, four Board member-at-large seats shall be filled by election as follows.

- a) IEEE will serve as the teller for the election of Board members.
- b) Two seats shall be filled by election by current members of the Society in good standing from among the slate presented by the Nominations Committee. That election shall be conducted prior to the election meeting in the manner prescribed by the Nominations Committee. The two candidates receiving the greatest number of votes in the balloting shall be declared elected. In case of tie, the winner(s) shall be selected by lot from among the candidates receiving an equal number of votes

- c) The other two seats shall be filled by election by the current members-at-large of the Board from among the names remaining on the slate presented by the Nominations Committee. This election shall take place at the election meeting during the last four months of each calendar year. Only members-at-large are eligible to cast votes in the election of these two members-at-large.

Sect. 03 Slate

The nominating committee will weigh nominations from the members of the committee and from individual ProComm members in good standing equally in forming the slate for the election. The slate will include at least as many names as there are Board members-at-large to be elected plus at least one additional name. The slate will be publicized in the Society website and newsletter at least two months prior to the beginning of the election.

Sect. 04 Election Meeting

The Election Meeting is held during the last four months of each calendar year.

At the Election Meeting, election of Board members-at-large will be held first, followed by the nomination and election of president and vice president.

For the members-at-large election, each incumbent Board member-at-large present at the election meeting shall be entitled to vote for the number of candidates required to fill the Board terms of office that begin in the following year. The candidates receiving the greatest number of votes shall be elected. Ties for the final position(s) shall be decided by a runoff vote.

Sect. 05 Announcements

Announcement of the election meeting and a call for nominees will be made to the entire membership at least four months in advance of the election meeting.

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Date of Vice President, Technical Activities approval: 20 December 2018

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