

# 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 as defined in Article XI, Section 2.
- 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. A majority of the voting members of the Board or any committee thereof shall constitute a quorum.
- 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 transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Board or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transition 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 Board or any committees thereof shall be limited to one vote on each matter being considered by the Board or committee.
- e) 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.

## **XI. Nomination and Election of Members-at-Large**

### *Sect. 01 Nominations and Appointments (N&A) Committee*

- a. The Chair of the N&A 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 N&A Committee available will be the Chair of the nominating committee. With extenuating circumstances, a different individual may be appointed to this position.



- b. Chairs shall not be eligible to be elected to the Board during their term of service.
- c. At least two-thirds of the voting members of the N&A Committee shall be elected or appointed by the Board.
- d. A member of the N&A Committee may be nominated and run for a position for which the nominating 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.

*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.
- d) Within-term vacancies may be filled, only for the duration of the specific vacancy, by appointment of the President and approval of the remaining members-at-large.

*Sect. 03 Petition Signature Requirements*

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

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.

The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

#### *Sect. 04 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. 05 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. 06 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.

#### *Sect. 07 Removal of a Member of the Board or Member of a Standing Committee*

- a) Vote to Remove an Appointed Member of the Board or Standing Committee.

A member of the Board or a Standing Committee may be removed as a member of the 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.

b) Vote to Remove an Elected Member of the Board.

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

- i. the affirmative vote of two-thirds of the votes of the members of the Board present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or
- ii. 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.
- iii. Any further procedures should be specified in this section.

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Date of Society AdCom approval: 24 September 2022

Date of Vice President, Technical Activities approval: XXXX

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