

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 IEEE 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 President-Elect/Immediate Past President (in alternating years) 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) Vice Presidents, who may serve concurrently in-term as members-at-large of the Board, and 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 President-elect/Immediate Past President (in alternating years). 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 President-Elect/Immediate Past President (in alternating years) 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 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.
- e) *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

President-Elect/Immediate Past President (in alternating years), with notation thereof entered in the minutes of the meeting.

- f) *Minutes of meetings.* Minutes of all meetings shall be distributed to all members of the 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.
- g) *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 and Vice Presidents

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 President-Elect

At the annual selection meeting, the President-Elect is nominated and selected, after all the Board members-at-large and Vice-Presidents for that year are selected.

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

The term limit of service for the President and President-elect shall be one year as President-elect, two years as President and one year as Immediate Past President. 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 Immediate Past President 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.

Sect. 04 Vice Presidents

There are three Vice Presidents;

- Vice President – Membership
- Vice President – Content
- Vice President – Conferences

All should have significant society experience. If the successful candidate is an incoming or continuing member-at-large, that position becomes vacant at the start of the Vice President term and the vacant member-at-large position is filled by the President with consent of the Board of Governors.

At the annual selection meeting, the nomination and selection for each Vice President is conducted after the President-Elect is selected and before selection of the members-at-large.

Voting shall be held individually, by position. Each incumbent Board member-at-large present at the selection 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 selection to these offices, and only the Board members-at-large at the time of the selection are eligible to vote in the selection of Vice Presidents. The winning candidates must be selected by majority vote.

The term limit of service for each Vice President is one year, with reappointment permitted for an additional two years.

Sect. 05. Vacancy

In the event of a vacancy in the office of President, the President-Elect will immediately take office as President.

In the event of a vacancy in the position of President-Elect, the position will be filled by vote of the Board of Governors at the next regularly scheduled Board of Governors meeting.

In the event of a vacancy in the position of Immediate Past President, the Board of Governors will fill the position, giving preference to the most recent Immediate Past President. If the most recent Immediate Past President is unable or unwilling to take the position, the position will be filled by a vote of the Board of Governors upon recommendation by the President.

In the event of a vacancy in any other position of officer, vice president or member-at-large, the position will be filled by a vote of the Board of Governors upon recommendation by the President.

X. Standing Committees

Sect. 01 Content Committee

The Content 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, publications, and the ProComm Expert Network. The Committee is responsible for planning and developing all such products/services. The committee is chaired by the Vice President – Content. At a minimum, the Content Committee consists of a Chair, Director of Digital Content, and Editor of the *Transactions*.

Sect. 02 Membership Committee

The Membership 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. As the primary contact for the ProComm chapters, the Membership Committee is also responsible for monitoring and supporting the Society's chapters, young professionals, and engaging IEEE's sections. To achieve these objectives, the Membership Engagement Committee makes plans and develops appropriate activities in consultation with the Board. The committee is chaired by the Vice President – Membership.

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. The committee is chaired by the Vice President – Conferences.

At a minimum, the Conference Committee consists of a Chair and the general chairs of the ProComm conference that are currently active. The 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 President-Elect/most recent Past President (in alternating years) of the Society. The committee is responsible for overseeing the entire selection process for selecting 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 selected 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 selection 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 selection 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 selection meeting during the last four months of each calendar year. Only members-at-large are eligible to cast votes in the selection 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 N&A 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 Selection Meeting

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

At the Selection Meeting, election of President-Elect will be held first, followed by the nomination and selection of Vice Presidents and members-at-large.

For the members-at-large election, each incumbent Board member-at-large present at the selection 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 selected.

Ties for the final position(s) shall be decided by a runoff vote.

Sect. 06 Announcements

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

Date of Society BoG approval: 2 December 2024

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