



IEEE Electromagnetic Compatibility  
(EMC) Society  
Constitution



# IEEE Electromagnetic Compatibility (EMC) Society Constitution

(Revised April 2018)

Date of Society Board of Directors approval:	12 April 2018
Date of Vice President, Technical Activities approval:	27 June 2018
Effective Date of Constitution:	1 November 2018



## **Article I: Name and Objective**

**Section 1:** This organization shall be known as the IEEE Electromagnetic Compatibility Society (EMCS).

**Section 2:** The Society shall promote scientific, literary, educational, and professional aspects detailed in Article II, in consonance with the Constitution and Bylaws of the IEEE.

**Section 3:** The Society shall aid in promoting cooperation and exchange of technical information among its members and other professional societies, either IEEE or non-IEEE.

## **Article II: Field of Interest**

**Section 1:** The Field of Interest of the Society involves engineering related to the electromagnetic environmental effects of systems to be compatible with themselves and their intended operational environment. This includes: standards, measurement techniques and test procedures, instrumentation, equipment and systems characteristics, interference control techniques and components, education, computational analysis, and spectrum management, along with scientific, technical, industrial, professional or other activities that contribute to this field.

**Section 2:** The field of interest of the Society may be enlarged, reduced or shifted as the needs of the occasion indicate with the provision that such revisions shall be processed as an amendment to this Constitution in accordance with the process outlined in the TAB Operations Manual. Editorial changes for clarification shall not require formal amendment as detailed in Article X.

## **Article III: Membership**

**Section 1:** Membership in the Society shall be available only to members of the IEEE in any



grade, including students, having a professional interest in any phase of the Field of Interest of the Society, providing payment of dues is current.

**Section 2:** Affiliates may participate in Society activities, as provided by the IEEE Bylaws, subject to applicable IEEE rules and regulations, and any additional limitations imposed by the Society Bylaws.

## **Article IV -Financial Administration**

**Section 1:** The Society shall collect from its members an annual assessment, or fee, in accordance with the IEEE Bylaws and applicable rules and regulations.

**Section 2:** The Society may make registration charges at its Society meetings, symposia, conferences, and conventions.

**Section 3:** The Society may raise revenues by other means, such as publications, advertising, requests for grants or contributions, and charges for sending out notices to non-Society members, provided such means are consistent with applicable IEEE rules and regulations. Any revenue means not explicitly covered by IEEE rules and regulations must be approved by the appropriate authority within the IEEE before being adopted by the Society.

**Section 4:** Monies held by or for the Society legally belong to the IEEE, and shall not be expended for activities prohibited by the Constitution, Bylaws and Statements of Policy of the Institute, the Constitution and Bylaws of the Society, or any other purposes known to be inimical to the interests of the IEEE. Returns from investment of Society funds shall be credited to the Society.

**Section 5:** The Executive Directors of the Society shall have the sole authority to obligate the funds and assets of the Society to promote the Society's activities. No Society officer or representative shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE for activities prohibited by the Bylaws of the IEEE or the Constitution and



Bylaws of the Society.

**Section 6:** No officer of the Society or Editor shall receive, directly or indirectly, any honorarium, compensation, or emolument from the Society as an officer or in any other capacity unless authorized by Board of Director or by the Bylaws of the Society in a manner in conforming to IEEE policies and procedures on travel and financial matters.

## **Article V: Society Administration**

**Section 1:** The Society is managed by a Board of Directors who shall consist of:

1. Directors-at-Large: Members of the Society elected by the Society membership as detailed in the Society's Bylaws.
2. Executive Directors: Executive officers are members of the Society elected by the Board of Directors to designated offices as detailed in the Society's Bylaws.
3. Ex-Officio Directors: Members appointed or elected to designated positions or offices as detailed in the Society's Bylaws. Ex-officio Directors are non-voting members.

Ex-Officio Directors may be elected to serve as Directors-at-Large or Executive Officer, and if elected have full rights and privileges, including the right to vote in Board proceedings. Ex Officio Directors who are elected as Directors-at-Large or Executive Officer are not considered as Ex Officio for the duration of the term of elected office.

At least half of the voting members of the Board of Directors must be elected by the Society membership at large.

**Section 2:** The Board of Directors shall in every even numbered calendar year elect one of its Directors-at-Large, or one of its Executive Directors as President-Elect, whose term shall be for one year and shall then serve as President for a two-year term, followed by a two-year term as Immediate Past President. A Secretary, Treasurer and Vice-Presidents shall also be



elected or reelected for a two year term subject to term limits detailed within the Bylaws. The Secretary, Treasurer, President and Vice-Presidents need not be Directors-at-Large. No person who has served as President may again serve as President-Elect or President of the Society.

**Section 3:** Newly elected President-Elect, Secretary, Treasurer, Vice-Presidents and new members of the Board of Directors shall assume office on the first of January of the year following the year in which elected.

**Section 4:** The duties, term limits, and responsibilities of the officers shall be as defined hereunder and in the Bylaws and as delineated by the Board of Directors.

**Section 5:** The President, under direction of the Board of Directors, shall have general supervision of the affairs of the Society. The President shall preside at meetings of the Board of Directors, at general meetings of the Society, the Annual Meeting of the Society, and perform other duties as provided in the Society Bylaws, or as may be delegated by vote of the Society Board of Directors. In the President's absence or incapacity, the Immediate Past President shall perform Presidential duties during the President's first year in office and by the President-Elect during the President's second year in office.

**Section 6:** The President shall be an ex-officio member of all Committees of the Society except the Nominations Committee. The President is a member of the IEEE Technical Activities Board, and when notified of a meeting of said Board, the President shall ensure representation of the Society either in person or by an alternate. If an alternate cannot be found, the President may represent the views of the Society by correspondence. This correspondence is not considered a vote.

**Section 7:** The Board of Directors may establish standing or ad hoc committees as prescribed in the Bylaws, including both functional (e.g., Awards, Chapters, Membership, Nominations) and technical. Technical committees are established as needed to develop specific areas detailed within the Field of Interest.



**Section 8:** The Board of Directors may utilize the services of IEEE as bursar, for all or part of the Society funds, as provided by the IEEE Bylaws, rules and regulations. If any part of the Society funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to the provisions of the Society Bylaws and to any special limitations imposed by the Board of Directors.

**Section 9:** Neither the IEEE Electromagnetic Compatibility Society, nor any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, or in any way bind the Society or IEEE, except in accordance with previously approved budgets.

## **Article VI: Nomination, Election & Appointment of Board of Directors**

**Section 1:** The nomination and election of Directors-at-Large to the Board of Directors shall be as prescribed in the Bylaws.

**Section 2:** The nominating procedure for Directors-at-Large positions shall include provision for petition by Society members to place a name on the ballot as prescribed in the Bylaws.

**Section 3:** Within-term vacancies of elected members of the Board of Directors shall be filled by appointment, for the unexpired term, by the President of the Society with the consent of the majority of the voting members of the Board of Directors. The full elective rights and responsibilities associated with the vacated position shall pass to the appointee for the unexpired term.

## **Article VII: Meetings**

**Section 1:** The Society may hold meetings, conferences, symposia, or conventions either alone or in cooperation with sectional, regional, international or national convention committees of the IEEE, or other technical and professional non-IEEE organizations, subject to IEEE rules and regulations. The Society shall sponsor at least one technical conference



each year.

**Section 2:** Meetings, conferences or conventions of the Society shall be open on an equal basis to both members and non-members of the IEEE. The Society may not sponsor or co-sponsor a meeting which is subject to the need for having a security clearance issued by any government or private entity worldwide.

**Section 3:** The Board of Directors shall hold at least two meetings each calendar year. Meetings of the Board of Directors shall be held at such times as necessary and/or convenient. Special meetings of the Board may be called by the President of the Society at the President's discretion or upon request of six or more members of the Board of Directors with at least 30 days notice.

**Section 4:** A majority of the voting members of the Board of Directors or any committee thereof shall constitute a quorum. All voting members shall have an equal vote. Written proxies will not be accepted in determining a quorum except where provided for by electronic voting as prescribe in the Bylaws. (Ref: IEEE Bylaw I-300.5)

**Section 5:** A majority vote of the voting members of the Board of Directors attending a meeting (quorum required) shall be necessary for the conduct of its business except as otherwise provided in the Constitution.

**Section 6:** Business of the Board of Directors may be handled by correspondence, telephone, or other electronic means where, in the opinion of the President, matters requiring action can be adequately handled in that manner.

**Section 7:** Action of the governing body and committees thereof. (Ref: IEEE Bylaw I-300.4)

- a) A majority vote, provided a quorum is present, shall be the determining factor for the issue at hand.
- b) The Board of Directors may meet and act upon the vote of its members by any means of telecommunication. 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 Board of Directors or any committee thereof may meet and take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the voting members of the Board of Directors 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 governing body. "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 governing body or any committees thereof shall be limited to one vote on each matter being considered by the governing body or committee.
- e) Proxy voting is not allowed.
- f) The presiding officer (President of the Society or the Chair of any Committee), shall have no vote on the (Society or Committee) except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

**Section 8:** Meetings of the Board of Directors or Committees may be canceled only by consent of a majority of all members not less than 30 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such cancellation or changed date shall be sent to all members by email or regular mail.

**Section 9:** Robert's Rules of Order (latest edition) shall govern conduct of the Board of Directors except where otherwise specified in the Constitution or Bylaws.





## Article VIII: Publications

**Section 1:** Publications undertaken by the Society shall be subject to IEEE policies and to any further guidance or controls prescribed by the Board of Directors. The Society shall be responsible for the financial aspects of its Publications program.

**Section 2:** Editors in Chief (EiC) of Societies periodicals shall be appointed by a majority vote of the Board of Directors from a slate of candidates as prepared and presented by the Periodicals Committee. The duties, authority, and responsibilities of an editor shall be detailed in the Bylaws.

## Article IX: Recall

**Section 1:** If at any time during the year, and for any reason in the interests of the Society which requires a change in an elected Director-at-Large or non-membership elected Executive Directive, the matter shall be discussed at a regular or a special meeting of the Board of Directors called for the purpose of considering and voting upon the recommended change. At least twenty days before the meeting, notice of such proposed action shall be given.

**Section 2:** An affirmative vote of two-thirds of the voting members of the Directors-at-Large shall be necessary to declare a vacancy with or without cause. For the purposes of recall voting, an abstention shall be counted as a negative vote. If the vote is in the affirmative, the officer recalled is immediately relieved of their position.

**Section 3:** The President of the Society, upon approval of an officer from the Board, may replace the recalled officer in accordance with other sections of this Constitution and as prescribed in the Bylaws. To replace a recalled officer, a majority vote is required. An abstention shall be counted as a negative vote.



## Article X: Amendments

**Section 1:** Amendments to this Constitution may be initiated by petition submitted by at least 1% members of the Society, or by the Board of Directors. Board of directors approval is subject to the same two-thirds majority and advance notice requirements as Bylaws amendments described in Section 2. Such petition or Board approved amendment(s) shall be submitted to the IEEE Vice President, Technical Activities for approval. After approval, the proposed amendment shall be published in the Society Magazine, or otherwise publicized by direct mailing to the membership, with notice that it goes into effect unless ten percent of the Society members object within 30 days. If such objections are received, a copy of the proposed amendment shall be mailed with a ballot to all members of the Society at least 30 days before the date appointed for return of the ballots. The ballot must carry a statement of the time limit for their return to the IEEE office. When a mail vote of the Society membership is required, approval of the amendment by at least two-thirds of the ballots returned shall be necessary for its enactment.

**Section 2:** Amendments to the Bylaws may be adopted by a two-thirds vote of the Board of Directors present in a meeting assembled, provided that notice of the proposed amendment has been sent to each member of the Board of Directors at least 15 days prior to such meeting; or an amendment may be adopted by a two-thirds mail or email vote of the members of the Board of Directors provided a 30-day period is provided for such responses. The amendment shall then be submitted to the IEEE Vice President, Technical Activities for approval. Upon such approval, the amendment shall be published in the Society's Magazine or other appropriate publication. No amendment shall take effect until it has been published. Editorial changes which clarify the meaning, structure or operation of the Board of Directors shall require only the approval of the Board of Directors and the IEEE Vice President, Technical Activities, without notification to the Society membership.

**Section 3:** The Constitution, Bylaws and Statements of Policy of the IEEE shall, at all times, take precedence over those of the Society.