

**BYLAWS OF THE  
IEEE ELECTRON DEVICES SOCIETY**

January 17, 2024

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1. **Introduction** - These Bylaws provide detailed guidance for the supervision and management of the affairs of the IEEE Electron Devices Society (EDS) in accordance with the Society Constitution. Amendments may be made by means of the procedures described in Article VIII, Section 2 of the Constitution.
  
2. **Membership** - There shall be only one grade of Society membership available to all IEEE members, based on the payment of annual dues prescribed in Bylaw 10.1.
  - 2.1 **Affiliates** - Affiliation may be based on membership in other societies that have been recognized for affiliate purposes by specification of the Society Forum (Forum). A list of approved societies is maintained by the IEEE staff.

A Society Affiliate cannot serve in any elective office in the Society or in a Chapter. An Affiliate can serve on a Society committee in any appointive office in the Society or a Chapter of the Society. A Society Affiliate is entitled to receive notices of all meetings sent to Society members and, by payment of IEEE and Society Affiliate member charges, to receive copies of publications of the Society and attend and to participate in any functions of the Society.
  - 2.2 **Reduced Fees** - Reduction of the annual fee shall be made for student members, life members, unemployed members, retired members, and such other special categories as may be provided in IEEE rules and regulations.
  
3. **Board of Governors (BoG) and Forum** - Article V, Section 1, of the Constitution provides that there will be a Board of Governors and a Forum.
  - 3.1 The Board of Governors, the Forum, or any committee thereof may 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.
  - 3.2 The Board of Governors, the Forum, or any committee thereof may take action without a meeting if applicable (e.g. email voting). 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. "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.
  - 3.3 When an in-person meeting is taking place, mail-in voting for an election or vote on other Society business is not permitted. For the Officer and member-at-large elections when a voting member cannot be present, the only option to participate in the elections would be to telephone in during the elections and remain on the line until the elections are over.
  - 3.4 In order to ensure an active BoG, members who miss two consecutive meetings may be dropped from BoG membership with the approval of two-thirds vote of the BoG with quorum present. Vacancies thus or otherwise created shall be filled by the appointments for the unexpired terms by the President with the consent of the BoG, in accordance with Article VI, Section 3 of the Constitution.
  - 3.5 Robert's Rules of Order (latest edition) shall govern the conduct of Society meetings on all matters not otherwise specified in the Constitution, Bylaws, or other society governing documents.
  
4. **Nominations and Elections Committee** – The Nominations and Elections Committee shall be comprised of the Board of Governors members holding the positions of President, Jr. Past President, and Sr. Past President.

The Chair of the Nominations and Elections Committee shall be the Jr. Past President. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations and Elections Committee available shall be the Chair of the Nominations and Elections Committee. The Nominations and Elections Chair shall preside over the BoG during society elections and will be excluded from voting for the Officer and member-at-large elections, except in the case of a tie.

With extenuating circumstances, a different individual may be appointed Chair of the Nominations and Elections Committee. Such a Chair shall not be eligible to be elected to the Board of Governors during their term of service. A member of the Nominations and Elections Committee may be nominated and run for a position for which the Nominations and Elections Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member

of the Nominations and Elections Committee and (ii) the member resigns from the Nominations and Elections Committee prior to its first meeting of the year in which the nomination shall be made.

5. **Nomination and Election of BoG Members-at-Large** – The BoG shall conduct an election every year to fill the positions of members-at-large (as defined in Article V, Section 2 of the Constitution).
  - 5.1 The Nominations and Elections Committee shall direct the Editor of the Society publication going to all members to publish a notice of the forthcoming member-at-large election of BoG members and the provisions of these Bylaws pertaining to nomination or self-nomination of BoG members-at-large. Such notice shall be published at least two months prior to the deadline for nominations or self-nominations.
  - 5.2 Any member of the Society in good standing that has previously served for at least one year as a Forum (or its predecessor) Member, not otherwise disqualified, may be nominated or self-nominated for election to member-at-large of the BoG by correspondence with the Nominations and Elections Committee accompanied by appropriate resume information received by the advertised nomination deadline date (normally Oct. 15<sup>th</sup>). Each nomination must be endorsed by one BoG member. Each BoG member can endorse multiple candidates.
  - 5.3 A person can serve a maximum of two three-year terms as a BoG member-at-large in a lifetime.
  - 5.4 The Nominations and Elections Committee will verify that all nominees for member-at-large positions meet the qualifications as defined in Section 5.2 and the term limit as defined in Section 5.3. A slate of nominees for members-at-large comprising a minimum of 1.5 times the number of vacancies to occur on the BoG shall be put forth by the Nominations and Elections Committee. In the event that the minimum number of nominations is not received, the IEEE Vice President for Technical Activities may allow a smaller slate. All nominees shall have indicated a willingness to serve if elected and must meet the requirement of having their nomination endorsed by one BoG member. The Nominations and Elections Committee shall cause the nominations report to be mailed to each member of the BoG at least 30 days before the annual election of the same.
  - 5.5 At the last scheduled meeting in each calendar year, hereby designated as the Annual Meeting of the Society, the BoG shall conduct elections to fill vacancies in the BoG that will occur on the succeeding 1 January. A majority of votes shall elect subject to the provisions of Article V, Section 2 of the Constitution. The BoG may hold contingent elections of those nominated, to be effective in case a member-at-large fails to accept the office. The Executive Office shall provide the names of all members-at-large to the IEEE Technical Activities Board.
  - 5.6 When voting for members-at-large, BoG members are required to rank order each candidate they select for the purpose of breaking ties for the final open BoG position(s). If any ties remain after considering the rank order totals, the Nominations and Elections Chair would make the final decision on which candidate(s) would hold the remaining position(s).
6. **Officers** - The President, President-Elect, Secretary and Treasurer shall be the Officers of the Society. All Officers shall continue to serve until their successors take office.
  - 6.1 President – The President shall serve a term of two years, commencing on January 1. The President shall not be eligible for reelection since the President-Elect automatically becomes President at the end of the current President’s term. The President shall supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others. The President is responsible for the fiscal health of the society and in consultation with the EDS Forum is responsible for taking steps necessary to ensure the same.
  - 6.2 President-Elect – The President-Elect shall serve a term of two years and shall become President at the end of the current President’s term. The President-Elect shall fulfill the duties of the President in the President’s absence or incapacity.
  - 6.3 The Secretary and Treasurer shall serve a term of two years, commencing on January 1 and shall be responsible for keeping the records of the BoG and Forum in the areas commonly ascribable to their functions. They shall prepare and distribute reports, notices, or such documents as may be required by the President and the Forum. Two consecutive terms are permitted. Once having served two consecutive terms, a person needs to step down from the position for at least one year before being qualified to serve again in the position.
7. **Nominations and Election of the Society Officers** -The BoG shall conduct an election every two-years to fill the office of President-Elect, Secretary and Treasurer.
  - 7.1 All candidates must have expressed a willingness to serve if elected, must be members in good standing of the Society and

must have previously served for at least one year as a member of the BoG or ExCom.

- 7.2 Nominations for any of the officer positions may be made by a member of the BoG and endorsed by two BoG members. Each BoG member can only nominate one candidate for each officer position, but can endorse multiple candidates. Also, BoG members cannot nominate or endorse each other for an officer position. Such nominations shall be received by the Nominations and Elections Committee by the advertised nomination deadline date (normally Oct. 15<sup>th</sup>). The Nominations and Elections Committee shall put forth the slate of candidates who have met the requirements of one nomination from a BoG member and two endorsements from other BoG members. The origin of all nominations shall be shown on the ballot.
- 7.3 The Nominations and Elections Committee will verify that all nominees for officer positions meet the qualifications as defined in Sections 7.1 and 7.2 and the term limit requirement. A slate of nominees comprising a minimum of 1.5 times the number of vacancies for each position shall be put forth by the Nominations and Elections Committee. In the event that the minimum number of nominations is not received, the IEEE Vice President for Technical Activities may allow a smaller slate. All nominees shall have indicated a willingness to serve. The Nominations and Elections Committee shall cause the nominations report to be mailed to each member of the BoG at least 30 days before the start of the annual election of the same.
- 7.4 To win the election for an officer position, the nominee must receive a majority of the votes (greater than 50%) of the BoG members voting in the election, with a quorum present. If no candidate receives a majority vote, the candidate with the lowest number of votes is dropped from the ballot and another election is held. In case there is a tie of more than two candidates, another vote will take place until there are two candidates remaining, i.e., always dropping the candidates with the lowest number of votes. When there are two remaining candidates, if there is still a tie, the Nominations and Elections Chair will cast the deciding vote.
- 7.5 Should the President-Elect position become vacant at any time during the two-year period, a special election will be held to fill the vacancy.

8. **Sub-Groups** - Sub-Groups are voluntary associations of a significant portion of the total Society membership, and hence are not equivalent to the committees, which are appointive.
- 8.1 Chapters - Chapters are sub-groups organized on a geographical basis. This subject is fully treated in the IEEE Bylaws and the Societies and Sections Manuals. Chapter Chairs shall be ex-officio members of the Forum without vote.
- 8.2 Technical Sub-Groups - A technical sub-group may be organized to cover a specified portion of the field of interest of the Society. Each technical sub-group shall be governed by a Technical Committee. With the approval of the Forum, sub-groups may organize sessions at a Society symposium or technical conference and may also organize separate, specialized symposia. Sub-groups may also, with the approval of the Publications and Products Committee, recommend special issues of the Transactions or a special section in an issue. Any service for sub-group members, beyond those provided all Society members, must be paid for by the sub-group. If this takes the form of a special sub-group assessment, its form and amount must be endorsed by the Forum.
9. **Publications** - The Society shall sponsor such publications and programs as are recommended by the Publications and Products Committee and approved by the Forum. Each publication sponsored by the Society will have an Editor-in-Chief (EIC). EICs of publications sponsored solely by the Society will be recommended by the VP Publications and Products in accordance with the committee's charter (per the guidelines specified in Section 13). Once recommended, EICs of publications sponsored solely by the Society must then be appointed by the President and approved by the Forum.
- 9.1 Term of Office - EICs of publications sponsored solely by the Society will serve a term of three years which may be renewed for one more three-year term to maximum of two terms or six years in the position in a lifetime. With a two-thirds majority of the Forum, the President can remove an EIC or appoint a new EIC at any time. The compensation for such Editors-in-Chief, if any, may be set by the President, with the advice and approval of the Forum.
- 9.2 Appointments of Editors-in-Chief and Representatives of EDS publications
- 9.2.1 Editors-in-Chief of the publications sponsored solely by the Society, including the EDS Newsletter/Magazine, shall be Forum voting members. Editors in Chief for the Society's co-sponsored publications shall be ex-officio members of the Forum without vote.
- 9.2.2 Editors-in-Chief of the publications sponsored solely by the Society shall be members of the Publications and Products Committee.

9.2.3 The Representatives of EDS Publications, with the approval of the Forum, are appointed by the President for the Society's co-sponsored publications. The term is two years or otherwise as defined in the MoU of the co-sponsored publications. Two consecutive terms are permitted. Once having served two consecutive terms, a person needs to step down from the position for at least one year before being qualified to serve again in the position.

9.3 Editors-in-Chief shall be responsible for implementing the publication program defined by the Publications and Products Committee. In accordance with the guidance of this committee and general IEEE rules and regulations, Editors-in-Chief shall designate editors and special guest editors.

9.4 For the publications sponsored solely by the Society, except EDS Newsletter/Magazine, the editor's term is three years and up to three three-year terms in the position are permitted in a lifetime.

9.5 For EDS Newsletter/Magazine, the editor's term is three years. Three consecutive terms are permitted. Once having served three consecutive terms, a person needs to step down from the position for at least one year before being qualified to serve again in the position.

9.6 With the approval of the Forum, the President or a representative designated by the President may make arrangements with other entities for the publication of further journals and for their availability to Society members.

10. **Society Funds** - The Society may raise funds, as specified in Article IV of the Constitution, and the IEEE Bylaws and rules and regulations.

10.1 The annual Society dues shall be set annually by the Forum.

10.2 IEEE shall act as bursar for all Society funds except as specified hereunder. Billings and receipt of the annual dues shall be via the IEEE. All other fiscal affairs shall be handled through the IEEE by the Society Treasurer and Society Executive Office.

10.3 All Society workshops, meetings, conferences, symposia and conventions must be approved by the Forum. Once so approved and subject to the acceptance of a budget by the Vice-President of Meetings and Conferences, the meeting Treasurer or fiscal officer may open a bank account to be used for the deposit and disbursement of funds for the meeting. In addition, the meeting may request and be granted from the Vice-President of Meetings and Conferences, a loan for conduct of the meeting. Upon completion of a meeting, the meeting treasurer or fiscal officer shall repay any loan and pass through to the Society any surplus funds or loss based on the meeting's predefined sponsorship percentages. The meeting must fulfill all rules established by the IEEE and the Society with respect to conduct of the meeting and its finances including all auditing and reporting functions.

10.4 EDS publications may have optional or mandatory page charges depending on the type of publication. The page charges shall conform to those set by IEEE annually and shall be indicated in the "Information for Authors" section of each journal issue and on the journal website. Such page charge policy shall also be communicated to the authors by the journal editor in the paper acceptance letter

10.5 Disbursement of funds against previously budgeted accounts may be made by the President, Treasurer or Society Executive Office without further approval by the IEEE, but subject to approval as noted below, provided that the total approved expenditures budgeted in any major category, e.g., meetings, publications, are not exceeded thereby. Individual disbursements of up to \$3,000 may be made with approval of two of the following three individuals: President, Treasurer or Society Executive Director. Disbursements of more than \$3,000 require approval by the Forum.

11. **Society Business** - The President and officers shall conduct the Society affairs subject to the advice and consent of the Forum, except where other authorization is specified.

No Forum meeting shall be held for the purpose of transacting business unless each Forum member shall have been given notice of the time and place of such meeting at least 30 days prior to the scheduled date of the meeting.

12. **Technical Committees** – A Technical Committee, which may organize a sub-group if desired, functions in a specific technical area of the EDS Field of Interest and shall report to the Forum at least once a year. EDS Technical Committees and their scopes shall be listed on the EDS website.

12.1 Vice-Presidents of Technical Committees – These 1-3 persons will oversee the organization and coordination of the

activities of the EDS Technical Activities. The organization structure of the EDS Technical Committees and their responsible Vice-Presidents are proposed by the society President and approved by the BoG when a change is necessary. The term of the Vice-Presidents is two years and up to two two-year terms in the position are permitted in a lifetime. A Vice-President of Technical Activities whose term has expired prior to his/her successor taking office shall continue in office as an ex-officio member of the Forum with vote until his/her successor is appointed.

- 12.2 Appointments - Technical Committees Chairs and its members shall be appointed by the Society President, with the advice and consent of the Forum. The President may work with the current Vice-Presidents of Technical Activities and Technical Committee Chairs on the Technical Committee member appointments prior to the consent of the Forum. Chairs of Technical Committees shall be ex-officio members of the Forum with vote. Technical Committee Chairs and members shall be appointed for a two-year renewable term with a maximum of two consecutive terms in the position. Once having served two consecutive terms, a person needs to step down from the position for at least one year before being qualified to serve again in the position. Technical Committee (TC) Members can serve a third consecutive term with causes, proposed by the TC Chair and supported by the related Vice-President of Technical Activities. In some rare occasions, further extension of a TC member's consecutive term due to an on-going project must be proposed by the TC Chair, supported by both the related Vice-President of Technical Activities and the Society President. TC Chairs whose terms have expired prior to their successors taking office shall continue in office as ex-officio members of the Forum with vote until their successors are appointed. In some rare occasions, further extension of a TC Chair's consecutive term due to an on-going project can be proposed by the related Vice-President of Technical Activities and supported by the Society President.
- 12.3 Functions - Each Technical Committee shall promote activities in its field under the overall supervision and administration of the Forum and shall provide the expert knowledge and assistance to:
- a. Organize and operate sessions at meetings of IEEE at all levels and at meetings of other organizations with which the Electron Devices Society is desirous of cooperating. They may organize technical symposia and conferences in the area of their technical coverage, as well as act as an advisor to the Forum concerning Society approval of new meetings in their area.
  - b. Recommend through the Publications and Products Committee and appropriate editors for publishing pertinent papers in IEEE publications.
  - c. Encourage, generate, and review papers within their scope in cooperation with the Society Editors.
  - d. Highlight new developments in the field and recommend actions for the Society in the annual report to the Forum.
- 12.4 Operations - The operations of each Technical Committee shall be in accordance with procedures prescribed in IEEE Manuals and as approved by the Forum.

- 13. Standing Committees** - Standing Committees shall be appointed by the Society President, with the advice and consent of the Forum. The President may work with the current Standing Committee Vice Presidents/Chairs on the Standing Committee member appointments prior to the consent of the Forum.

The following standing committees will exist: Awards, Educational Activities, Fellow Evaluations, Finance, Meetings, Membership and Services, Newsletter, Nominations and Elections, Publications and Products, Strategic Directions, Humanitarian Activities, Regions and Chapters, and Communications.

The following committees will be chaired by the Vice President overseeing the respective area of that committee: Meetings and Conferences, Membership and Services, Publications and Products, Educational Activities, Strategic Directions and Regions and Chapters. The Secretary will chair the Newsletter Committee and the Communications Committee will report to the Secretary. The Treasurer will chair the Finance Committee. The Junior Past President will chair the Nominations and Elections Committee (as defined in Section 7). The chairs of the Awards Committee, Fellow Evaluation Committee and Humanitarian Activities Committee will be appointed by the President subject to the approval of the BoG.

- 13.1 Charters - Each Standing Committee will draft a Charter outlining areas of responsibility, necessary subcommittees, and operating policies not otherwise specified in the Constitution and Bylaws. Each Charter must contain a provision for updates and renewals. Each charter will be approved by the Forum.
- 13.2 Organization - Chairs of Standing Committees shall be ex-officio members of the Forum with vote. Chairs shall be appointed by the President by the start of his/her term with the approval of the Forum, unless otherwise specified. If a Chair position becomes vacant prior to the start of the incoming President's term, the sitting President can make the interim appointment, with the approval of the Forum.

The Vice-Presidents and Standing Committee Chairs are appointed for a term of two years and up to two two-year terms in the position are permitted in a lifetime. Vice Presidents and Standing Committee Chairs whose terms have expired prior

to their successors taking office shall continue in office as ex-officio members of the Forum with vote until their successors are appointed.

The Standing Committee members are appointed for a term of two years and two consecutive terms are permitted. Once having served two consecutive terms, a person needs to step down from the position for at least one year before being qualified to serve again in the position.

**14. Sub-Committees and Ad Hoc Committees** - Sub-Committees or Ad hoc committees may be created by the President, with the approval of the Forum, except in cases related to activities specific to the BoG in which case the Sub-Committee and Ad hoc committee must be approved by the BoG.

14.1 The following Sub-Committees will exist: EDS Student Fellowship, Special Projects Oversight, Women in Electron Devices, Young Professionals Oversight and Subcommittee for Regions and Chapters (SRC). Each Sub-Committee will report to a Chair as specified on the EDS Roster. The Student Fellowship Sub-Committee will report to the Education Activities Vice President. The Special Projects Oversight Committee will report to the Treasurer. The Women in Electron Devices Committee and the Young Professionals Committee will report to the Membership Services Vice President. The Subcommittee for Regions and Chapters (SRC) will report to the Regions and Chapters Vice President.

For each such case, the Forum shall specify the number of members the committee shall have, how the members are to be selected, and the terms of the chairs and members if other than for the life of the committee, however, are not to exceed two consecutive terms in the position. Further, for subcommittee chairs, the term limit is two terms in a lifetime, and they are ex-officio members of the Forum without vote. Ad hoc committees shall be dissolved automatically after one year unless the Forum sets a different expiration date. Chairs of such ad hoc committees shall be ex-officio members without vote of the Forum.

**15. IEEE Council/Committee Representatives** - The Representatives, with the approval of the Forum, are appointed by the President. The service term and its limit are usually defined in the related IEEE documents.

15.1 If the service term and its limit are not specified in the related IEEE documents, the term will be two years and two consecutive terms are permitted. Once having served two consecutive terms, a person needs to step down from the position for at least one year before being qualified to serve again in the position or as defined in the related IEEE documents.

**16. IEEE Technical Councils** - Where it will further the interest of members, the Society may join with other IEEE Societies or entities to form an IEEE Technical Council, or a similar entity, for the purpose of administering conferences and/or publications.

16.1 When such action is contemplated, a specific description of the proposed Council and its Bylaws shall be circulated to all Forum members at least 30 days prior to the meeting at which the proposal will come up for approval. In all cases, the financial and appointive responsibility of the Society shall be completely delineated in the Bylaws of the Council.

16.2 Approval of the participation of the Society in a Council shall require the same voting as a change in the Bylaws.