

CONSTITUTION OF THE IEEE ELECTRON DEVICES SOCIETY

February 13, 2020

Article I Name and Object

Section 1. This organization shall be known as the Electron Devices Society (EDS) of the Institute of Electrical and Electronics Engineers, Inc. (IEEE).

Section 2. Its objectives shall be scientific, literary, and educational in character. The Society shall advance the theory and practice of electrical and electronics engineering and of the allied arts and sciences. It shall promote a high level of technical excellence among its members, in consonance with the Constitution and Bylaws of the IEEE and with special attention to such aims within the field of interest of the Society as are hereinafter defined.

Section 3. The Society shall aid in promoting close cooperation and exchange of technical information among its members by publication of technical papers and by holding meetings for the presentation and discussion of technical papers, and through its committees shall study and provide for the needs of its members.

Article II Field of Interest

Section 1. The field of interest for EDS includes all electron and ion based devices, in their classical or quantum states, using environments and materials in their lowest to highest conducting phase, in simple or engineered assembly, interacting with and delivering photo-electronic, electro-magnetic, electromechanical, electro-thermal, and bio-electronic signals. The Society sponsors and reports on education, research, development and manufacturing aspects and is involved in science, theory, engineering, experimentation, simulation, modeling, design, fabrication, interconnection, reliability of such devices and their applications.

Section 2. The field of interest of the Society may be changed or shifted moderately as needed and appropriate, in accordance with the process defined in the IEEE Technical Activities Board (TAB) Operations Manual, with the provision that such revisions shall meet with the approval of the Society Board of Governors (as defined in Article V) and TAB and shall be published in one of the Society's publications which goes to all members. Any substantial revisions, as determined by the Society Board of Governors, shall be processed as an amendment to this Constitution.

Article III Membership

Section 1. Membership in the Society shall be available only to members of the IEEE in any grade, having a professional interest in any phase of the field of interest of the Society.

Section 2. 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 contained within the Society Bylaws.

Article IV Financial Support

Section 1. The Society shall collect annual dues from its members, in accordance with the IEEE Bylaws and applicable rules and regulations.

Section 2. The Society may make registration fees at its workshops, meetings, symposia, conferences, and conventions. The registration fee for non-members of the IEEE shall be higher than for IEEE members and affiliates.

Section 3. The Society may raise revenues by other means, such as advertising, shows, requests for contributions, etc., provided such means are consistent with applicable IEEE rules and regulations. Any new means of generating revenue

not explicitly covered by IEEE rules and regulations must be approved by the IEEE before being employed by the Society.

Article V Organization

Section 1. The Society shall be managed by a Board of Governors (BoG) consisting of 22 elected members-at-large plus the President, the President-Elect, the Junior and Senior Past Presidents, the Secretary, and the Treasurer. All members of the Board of Governors must be members of the Society in good standing. BoG members shall have voting privileges as defined in Section 6.

There shall also be a Society Forum (Forum) consisting of all BoG members, Executive Committee members (as defined in Section 10), and Standing and Technical Committee chairs all serving with voting privileges as defined in Section 6. In addition, all members serving on committees chaired by a voting member of the Forum shall be ex-officio members of the Forum without vote. Ad hoc committee chairs and chapter chairs shall also be ex-officio members of the Forum without vote.

Section 2. The terms of the 22 members-at-large of the Board of Governors shall be for three years, with seven or eight members to be elected each year. Only two consecutive full terms are permitted with a maximum of two three-year terms in the position in a lifetime. The elected Board of Governors members-at-large must always have at least two members from each of the following geographic areas: IEEE Regions 1-7 and 9; IEEE Region 8; IEEE Region 10. There also must be at least one IEEE Young Professional (YP) member serving as an elected BoG member. A YP member is defined by IEEE as a member who graduated with his/her first professional degree within the last fifteen years. Whether a member qualifies as a candidate for a YP position will be determined based on the date of the election. If during either the first or second three-year term of an elected member holding a YP position the member no longer qualifies (by definition) as a YP member, the member will be allowed to complete his/her respective three-year term. If there is no other elected YP member serving in the ensuing year, the slot must be filled in the upcoming BoG election. NOTE: IEEE members who affiliate with the Young Professional program, but who do not meet the less than fifteen year since first degree requirement, are not eligible to represent YP on the EDS BoG.

Section 3. The Board of Governors shall elect biannually a President-Elect. The President-Elect shall assume the Presidency for a two-year term at the conclusion of his/her term as President-Elect and thereafter hold the offices of Junior Past President and Senior Past President each for a two year term. The Board of Governors shall elect a Secretary and Treasurer for a two year term. .

Section 4. The newly elected President-Elect, Secretary and Treasurer shall assume office on the first of January of every other year, unless a different time is provided in the Bylaws. The newly elected members-at-large of the Board of Governors shall assume office on the first of January of each year, unless a different time is provided in the Bylaws.

Section 5. The duties and responsibilities of the officers shall be as defined hereunder in the Bylaws and as delineated by the Board of Governors.

Section 6. The voting privileges of the Board of Governors include Constitution and Bylaw changes and the election of Society officers and Board of Governors members-at-large.

The Forum votes on administrative matters of the Society excluding Constitution and Bylaw changes and the election of Society officers and Board of Governors members-at-large.

Section 7. The President, under direction of the Forum, shall have general supervision of the affairs of the Society. The President shall preside at meetings of the Board of Governors, the Forum, and at meetings of the Society as a whole, and have such other powers and perform such other duties as may be provided in the Society Bylaws, or as may be delegated to the President by vote of the Forum. The President-Elect shall perform the duties of the President in the absence or incapacity of the latter.

Section 8. The President shall be an ex-officio member without vote of all committees of the Society, unless specified otherwise. As a member of the IEEE Technical Activities Board, the President shall represent the Society at such meetings or appoint an alternate for this purpose.

Section 9. The President, with the approval of the Forum, may establish standing and technical committees needed to cover specific functions and areas of the field of interest, as prescribed in the Bylaws. All appointments or reappointments to committees and similar posts will be for a renewable term of two years with a maximum of two two-year terms in the given position in a lifetime.

Vice Presidents shall be appointed by the President by the start of his/her term, with the approval of the Forum for a renewable term of two years with a maximum of two two-year terms in the given position in a lifetime. Should a Vice President position become 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 Society President, with the approval of the Forum, may establish ad hoc committees to fulfill specific needs of finite duration.

Section 10. To help in the management of the Society, there shall be an Executive Committee (ExCom) comprised of the following positions: President; President-Elect; Secretary; Treasurer; Jr. Past President; Sr. Past President; Vice-President of Membership and Services; Vice-President of Technical Committees, Vice President of Meetings; Vice-President of Publications and Products; Vice-President of Regions and Chapters; Vice-President of Educational Activities; and the Vice-President of Strategic Directions. The Executive Committee shall function to help develop and propose the strategic and long-term plans for the Society, oversee the finances and operations of the Society, and facilitate the proposing of new initiatives and policy and procedure changes.

Section 11. Sub-groups may be formed as provided in the IEEE rules and regulations, and the supervision of sub-group affairs shall be as prescribed in the Bylaws.

Section 12. The Forum may utilize the services of the IEEE as bursar, for all or part of the Society funds, as provided by the IEEE Bylaws and rules and regulations. If any part of the Society funds is received and deposited separately, the terms and conditions shall be in accordance with IEEE policies, the Society Bylaws and any special limitations imposed by the Forum.

Section 13. Neither the Electron Devices Society, nor any officer or representative thereof, shall have any authority to contract debts for, pledge the credit of, nor in any way bind the IEEE, except within prior IEEE approved Society budgets or plans. Approval for the disbursement of previously budgeted funds shall be as prescribed in the Bylaws.

Section 14. The presiding officer of the BoG or any Standing, Technical or ad hoc Committee shall have no vote on the BoG or any Standing, Technical, or ad hoc Committee except if the vote is by secret ballot (as defined in the latest edition of Robert's Rules of Order) or unless the Chair's vote can change the outcome of the vote.

Article VI

Nomination and Election of Board of Governors

Section 1. The nomination procedure shall include a provision for Society members to place names on the ballot as specified in the Bylaws.

Section 2. Election of the 22 members-at-large of the Board of Governors shall be as prescribed in the Bylaws.

Section 3. Within-term vacancies on the Board of Governors shall be filled by appointments, for the unexpired terms, by the President with the consent of a majority of the members of the Board of Governors provided a quorum is present.

Article VII

Meetings

Section 1. The Society may hold workshops, meetings, conferences, symposia, or conventions either alone or in cooperation with Sectional, Regional, or other Convention Committees of the IEEE, or other technical organizations, subject to IEEE rules and regulations. The Society shall sponsor at least one technical conference each year, which may be held during some other IEEE meeting or as a separate conference.

Section 2. Workshops, meetings, conferences, symposia, or conventions of the Society shall be open to all members of the IEEE, except for meetings sponsored or co-sponsored by the Society that require governmental security clearance, and those designated as "by invitation only". However, the sponsorship or co-sponsorship by the Society of a meeting requiring governmental security clearance or "by invitation only" shall be in accordance with the appropriate IEEE rules and regulations.

Section 3. The Board of Governors and Forum shall hold at least two joint meetings annually, one being the Annual Meeting as specified in the Bylaws. Other meetings of the Board of Governors or Forum shall be held at such times as are found necessary and convenient. Special meetings may be called at the discretion of the President or upon request of five other members of the Forum, with at least 30 days notice to all Forum members.

Section 4. For the BoG and the Forum, a quorum is defined as having a majority of voting members of the respective body present. Each member shall have only one vote irrespective of the current number of BoG or Forum positions a member holds.

Section 5. The approval of an action will require a majority vote except as otherwise provided in this Constitution. Proxy votes not permitted.

Section 6. Business of the Board of Governors or Forum may be handled by any means of telecommunication where, in the opinion of the President, matters requiring action can be adequately handled without convening a meeting. A majority vote of the members of the Committee eligible to vote is necessary for approval of actions handled in this manner, except as otherwise provided herein. Business handled in this manner must be completed within 30 days of initial notification. Further details concerning this matter are outlined in Section 3 of the Bylaws.

Article VIII Amendments

Section 1. Amendments to this Constitution may be initiated by the Board of Governors or by petition submitted to the Board of Governors by 25 or more members of the Society. Amendments to the Constitution must be adopted by a two-thirds vote of the members of the Society Board of Governors present in an assembled meeting, provided that notice of the proposed amendment has been sent to each member of the Board of Governors at least two weeks prior to such meeting. Alternatively, an amendment may be adopted with approval of a minimum of two-thirds of the members of the Board of Governors via a mail vote, provided that BoG members receive notice at least thirty days prior to the date when votes are due. After such approval, the proposed amendment shall be submitted to the IEEE Technical Activities Board for approval. After such approval, the proposed amendment shall be publicized in one of the Society's publications that reach all members (such as the EDS Website or Newsletter) or by a direct or electronic mailing to the membership with notice that it goes into effect unless five percent or more of the members object within 30 days. If such objections are received, the proposed amendment shall be submitted by a mail ballot to all members of the Society. Ballots shall be mailed to Society members at least 30 days before the date appointed for the return of the ballots and the ballots shall carry a statement of the time limit for their return to the IEEE office. When a mail vote of the entire membership is made necessary, 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 members of the Board of Governors present in an assembled meeting provided that there are present and voting on such bylaw or amendment no fewer than a majority of such members and provided that notice of the proposed bylaw or amendment has been sent to each member of the Board of Governors at least two weeks prior to such meeting. Alternatively, a bylaw or amendment may be adopted with approval of a minimum of two-thirds of the members of the Board of Governors via a mail vote, provided that BoG members receive notice at least thirty days prior to the date when votes are due. In either case, after such approval, the proposed bylaw shall be submitted to the IEEE Technical Activities Board for approval for approval. No bylaw, or amendment, shall take effect until it has been published in one of the Society's publications (such as the EDS Website or Newsletter) or otherwise publicized by direct or electronic mailing to the membership and reported to IEEE Technical Activities.

Article IX Publications

Section 1. Publications undertaken by the Society shall conform to IEEE policies and to any further guidance or controls prescribed by the Forum or its duly appointed committees. The Society shall be responsible for the financial aspects of its publications program.

Section 2. The President, with the advice and consent of the Forum, shall appoint such editors as may be required to implement the publications program. The duties of an editor, and any funds allocated thereto for the carrying out of his or her duties, shall be as prescribed in the Bylaws.