

# BYLAWS: IEEE TECHNOLOGY AND ENGINEERING MANAGEMENT SOCIETY (TEMS)

## **201. INTRODUCTION**

## **202. MEMBERSHIP**

## **203. ADMINISTRATIVE COMMITTEE AND EXECUTIVE COMMITTEE**

## **204. DUTIES OF ADCOM MEMBERS**

## **205. NOMINATIONS AND ELECTIONS**

## **206. SOCIETY BUSINESS**

## **207. COMMITTEES (MISSION FOCUSED AND SUPPORT)**

## **208. CONFLICT-RESOLUTION**

## **209. AMENDMENTS AND ROBERT'S RULES OF ORDER**

## **201. INTRODUCTION**

These Bylaws provide for the management of the Society in accordance with the Society Constitution.

## **202. MEMBERSHIP**

### **202.1: Society Members**

The term "Member" includes all grades of membership as described in the Society's Constitution. Unless otherwise stated, Members are entitled to all rights and privileges of the Society. Student members are not entitled to hold office or vote. Where specifically stated, a particular IEEE member grade may be required. A Society Member who is delinquent in paying Society dues will be dropped from membership according to IEEE procedures.

### **202.2: Life Members**

Society dues shall be waived for those Society members who are Life Members of the IEEE, and who meet the IEEE Bylaw requirements for society life membership (I-108.8). Life Members of the Society's predecessor organizations will continue to be recognized as Life Members of the Society.

### **202.3: Affiliates**

IEEE Society Affiliates may join the Society in accordance with provisions in the IEEE Bylaws, concerning professionals and others who have an interest in the Society activities, but do not desire full IEEE membership. The IEEE Technical Activities Board establishes the rights and privileges for Society Affiliates.

### **202.4: Student Members**

Student Members and Graduate Student Members may join the Society at a reduced annual fee, and have the rights and privileges as prescribed by the IEEE Governing Documents.

## **203. ADMINISTRATIVE COMMITTEE (AdCom) AND EXECUTIVE COMMITTEE (ExCom)**

### **203.1: Administrative Committee (AdCom) Composition and Voting Rights**

An Administrative Committee, known as the AdCom, chaired by the President, shall consist of up to seventeen voting members. The AdCom also includes non-voting and ex-officio members. The voting members include up to ten Members-at-Large duly elected by the

membership of the Society, and seven officers selected by the AdCom. The non-voting members include the Secretary, Treasurer, and exofficio members as specified in the TAB Governing Documents.

**203.2:** The President shall serve as the Presiding Officer of the AdCom and shall have no vote on the AdCom except if the vote is by secret ballot or unless the Presiding Officer's vote can change the outcome of the vote.

**203.3: Society Officers**

The officers of the Society shall be the President, immediate Past-President, President-Elect, Vice President Conferences; Vice President Membership, Marketing and Communications; Vice President Publications; and Vice President Technical Activities. An individual may occupy any elected or selected office in the Society for not more than two successive terms. Candidates for President-Elect must be of Member grade or higher. The normal progression of the President-Elect is to serve a two-year term after which the individual becomes President for a two-year term followed by becoming Past President for two years. An individual may only serve once as President-Elect.

**203.4:** Proxy voting is not permitted.

**203.5:** The AdCom 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.

**203.6:** The AdCom or any committee thereof may take action by electronic means without a meeting if necessary (e.g., email voting). An affirmative vote of a majority, or two-thirds if required, of all the eligible voting members of the AdCom 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 AdCom or any committee thereof. "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.

**203.7:** Individuals holding more than one position on the AdCom or any committees thereof shall be limited to one vote on each matter being considered by the AdCom or committee.

**203.8: Executive Committee (ExCom) Composition and Voting Rights**

The Society Executive Committee (ExCom) will manage the activities of the Society between AdCom meetings within the AdCom approved budget. The Society's President chairs the ExCom. All Society Officers are ExCom voting members. The Secretary and Treasurer, or Secretary/Treasurer, serves on the ExCom as ex-officio non-voting members. The Society Parliamentarian serves as an Advisor to the ExCom. The Presiding Officer shall have no vote on the Executive Committee except if the vote is by secret ballot or unless the Presiding Officer's vote can change the outcome of the vote. The AdCom shall be informed of any actions taken by the ExCom within fourteen days.

**203.9: Secretary and Treasurer**

The Secretary and Treasurer or Secretary/Treasurer, appointed by the President with the advice and consent of the AdCom, shall serve as ex-officio member(s) without vote on the AdCom and ExCom for period of one-year.

#### **203.10: Senior AdCom Members**

The President or Past President may nominate a limited number of Society members as Senior AdCom Members. AdCom approval by majority vote is required. Society members nominated will have provided important services to the Society over the past five years and viewed as having significant skills and experience to maintain the Society and its current elected leadership. Senior AdCom members would serve for a two year term and can be nominated to serve for additional terms. The Senior AdCom appointments must maintain a balance between of members with university and industry experience. Senior AdCom members are considered members of the Administrative Committee with voting rights.

#### **203.11: Editors-in-Chief**

The Editors-in-Chief of Society publications shall be ex-officio members of the AdCom without vote. All Editors-in-Chief must be members of the Society, in good standing.

#### **203.12: Quorum**

A majority of the voting members of the AdCom, ExCom, or any committee thereof shall constitute a quorum. 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 governing body or any committee thereof, except as otherwise provided in this Constitution and the Bylaws and in IEEE Governing Documents.

#### **203.13: Removal of an AdCom or Committee Member**

A member of the AdCom, whether elected, selected, or appointed, or a member of any committee of the AdCom, may be removed as a member of the AdCom or committee, with or without cause, by an affirmative vote by two-thirds of the voting AdCom members held in a secret ballot during an executive session at a face-to-face meeting notice for which was given at least thirty-days in advance.

##### **203.13.1: Removal of a Member-at-Large of the Society AdCom**

A member elected by the voting members of the Society may also be removed from office, with or without cause, by a vote of the voting members of the Society who elected that person, within thirty days following either

(a) The affirmative vote of two-thirds of the votes of the members of the AdCom present in a face-to-face meeting, at the time of the vote, provided a quorum is present, on a motion to remove such individual, or

(b) 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 are cast for the removal of such individual, the individual shall be removed from that position.

##### **203.13.2: Removal of a Committee Chair or Member**

The Chair or any member of any Society Committee may be removed as chair or member of the Committee, with or without cause, by recommendation of the Committee Chair or President, with the approval of the ExCom by a two-thirds vote as long as any discussion and vote are done in executive session.

#### **203.14: Vacancies on the AdCom**

Vacancies on the AdCom shall be filled by appointments for the unexpired terms by the President and confirmed by majority vote of the AdCom.

### **204. DUTIES of ADCOM MEMBERS**

#### **204.1: Duties of the President**

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 shall submit the Society's Annual Plan based upon the ExCom member's plans to the AdCom for approval. The President shall present a Society Annual Report to the AdCom based on the ExCom member's reports, as described in the Society Operations Manual.

#### **204.2: Duties of the President-Elect**

The President-Elect shall chair, or co-chair, the committees on Governance and Management. The Governance Committee has oversight of the Conflict Resolution Committee. The Management committee has oversight of the Budget and Finance Committee and subsumes responsibilities for previous committees focused on administrative information technology and strategic direction. The President-elect shall fulfil such other functions as the Society President if the President is absent or incapacitated, The President-Elect shall maintain and submit annual strategic and operations plan and an annual report to the Society ExCom as described in the Society Operations Manual.

#### **204.3: Duties of the Past President**

The Past President Chairs the Nominations and Appointments Committee and takes responsibility for the election process of AdCom members and officers. The Past President is also the Chair of the Awards and Recognition Committee. The Past President shall submit an annual plan and annual report to the Society ExCom as described in the Society Operations Manual.

#### **204.4: Duties of the Secretary**

The Secretary is appointed by and reports to the President. The Secretary shall be responsible for keeping the records of the AdCom and ExCom (to include minutes and action item lists disseminated within 30 days), and shall prepare and distribute reports, notices, or such documents as may be required by the Society President, the AdCom or ExCom. The Secretary reviews and suggests changes, on an annual basis, to the *Constitution, ByLaws, and Operations Manual*. The Secretary shall be a member of the AdCom and ExCom, without vote.

#### **204.5: Duties of the Treasurer**

The Treasurer is appointed by and reports to the President. The Treasurer shall be responsible for assuring sound financial practices, establishing prudent budgetary policies, overseeing preparation and presentation of the Society's budget and working with IEEE on financial matters. The Treasurer shall be a member of the AdCom and ExCom, without vote.

#### **204.6: Duties of the Vice President Conferences**

The Vice President Conferences shall be responsible for the development, coordination and oversight of all Society conference activities including developing conference strategy,

establishing and supervising of conference committees, developing of conference policies, recommending suitable sites for future conferences, and providing appropriate venues. The Vice President Conferences is responsible for assuring that all IEEE conference documents are processed in a timely manner. The Vice President Conferences shall submit an annual plan as well as at least a three-year schedule of the Society's annual flagship conference and an annual report to the Society ExCom as described in the Society Operations Manual.

#### **204.7: Duties of the Vice President Technical Activities**

The Vice President Technical Activities shall be responsible for the Society's Fields of Interest statement in the Constitution; the development, coordination and supervision of all Society Technical Activities Committees (TACs); member education and training; and programs as assigned by the AdCom. The Vice President Technical Activities shall submit an annual plan and annual report to the Society ExCom as described in the Society Operations Manual.

#### **204.8: Duties of the Vice President Membership, Marketing and Communications**

The Vice President Membership, Marketing and Communications (VP MMC) shall be responsible for developing, coordinating and supervising of Society activities related to Society membership, marketing and communications. The VP MMC chairs the Membership Committee whose responsibility includes organizing and monitoring Chapters, promoting student activities, coordinating membership outreach. The VP MMC oversees the Marketing and Communications Committee, which is responsible for conference, publications and membership marketing. The VP MMC shall submit an annual plan and annual report to the Society ExCom as described in the Society Operations Manual.

#### **204.9: Duties of the Vice President Publications**

The Vice President Publications shall be responsible for the development, coordination and oversight of all Society publications approved by the AdCom: that includes setting direction with the Editors and any associate editors, proposing ways for meeting members' interests, meeting IEEE publications department requirements, and representing the Society on the IEEE Panel of Editors. The Vice President Publications shall submit an annual plan and annual report to the Society ExCom as described in the Society Operations Manual.

#### **204.10: Duties of the Members-at-Large**

Members-at-Large (MaL) serve as voting members of AdCom and are expected to attend scheduled meetings and actively participate and contribute on Society committees between meetings. They may also be assigned to assist in the implementation of selected projects on behalf of the AdCom.

### **205. NOMINATIONS and APPOINTMENTS**

#### **205.1: Nominations and Appointments Committee**

The Chair of the Nominations and Appointments Committee shall be the Past President of the Society. Under extenuating circumstances a different individual may be appointed to this position. The Society President, on taking office at the beginning of his/her term, shall issue instructions to the Chair of the Nominations and Appointments Committee to ensure an orderly progression and completion of the election process. The election process will include electing members to the AdCom and selecting officers of the Society.

#### **205.2: Nominations and Appointments Committee Members**

The Chair of the Nominations and Appointments Committee shall recommend to the President the membership of the Nominations and Appointments Committee. The President will make appointments to the Nominations and Appointments Committee with concurrence of the ExCom. All Committee members must be Society members in good standing.

**205.2.1:** There shall be five (5) voting members on the Nominations and Appointments Committee, at least three of whom shall be AdCom members. The Chair is included in the count.

**205.2.2:** No member of the Nominations and Appointments Committee may be nominated or run for any AdCom position under the jurisdiction of the Nominations and Appointments Committee, unless they first resign from the Committee.

**205.3: Members-at-Large Slate**

A slate of Members-at-Large (MaL) nominees, who have indicated their availability and willingness to serve on the AdCom, as MaLs shall be prepared by the Nominations and Appointments Committee. Recommendations for such nominees shall be solicited from members of the AdCom, from Society members, and other sources. All nominees must be voting members of the Society, in good standing, at the time of nomination.

**205.3.1: Members-at-Large Selection Criteria**

The term of elected Members-at-Large (MaLs) shall be for a two-year period. To provide continuity approximately one-half of the total number of MaLs shall be elected each year in staggered terms. All elected MaLs will take office effective on January 1 following their election. The Chair of the Nominating Committee shall submit to the AdCom, the proposed slate of candidates for Members-at-Large to be elected, not later than July 31. The AdCom shall approve the slate of at least 1.5 times the number of vacant positions in a meeting of the current AdCom assembled or by mail ballot. The AdCom may, by majority vote, add one or more MaL candidates prior to approving the final slate. All individual voting members of the Society eligible to vote in such election may vote for up to the number of open positions in a mail ballot. The President shall inform the AdCom of the official election results on receipt. The Society Secretary shall announce the results of the election to the membership prior to October 31.

**205.3.2: Members-at-Large Term of Office**

The term of elected MaLs shall be for a two-year period commencing at the start of the calendar year following their election. To provide continuity approximately one-half of the total number of MaLs shall be elected each year in staggered terms all elected MaLs will take office effective on January 1 following their election.

**205.4: Slate of Officer Nominees**

A slate of nominees, who have indicated their availability and willingness to serve for particular office on the AdCom, shall be prepared by the Nominations and Appointments Committee.

Recommendations for such nominees shall be solicited from members of the AdCom, from Society members, and other sources. All nominees must be voting members of the Society, in good standing, at the time of nomination.

#### **205.4.1: Officer Selection Criteria**

In the preparation of the slate of nominees, consideration shall be given to broad geographical representation, diversity in management disciplines, and balance of academic and practitioner orientation. All nominees must agree to serve if nominated and selected and to fulfil the duties of the office as described elsewhere in these Bylaws.

#### **205.4.2: Slate of Officers**

The Chair of the Nominations and Appointments Committee shall submit the proposed slate of Officer candidates to the members of the AdCom, not later than three-weeks prior to the AdCom Election Meeting. The AdCom shall select the Officers in a meeting of the current AdCom assembled. The Society Secretary shall announce the results of the AdCom Officer election to the membership prior to the end of the final AdCom meeting in that year.

#### **205.4.3: Officer Term of Office**

The term of selected officers shall be for a two-year period commencing at the start of the calendar year following their selection. To provide continuity, the President-Elect, and the Vice Presidents of Publications and Conferences will be selected in odd-numbered years and the Vice Presidents of Membership, Marketing and Communications and Technical Activities in even-numbered years. All Officers will take office effective on January 1 following their selection.

#### **205.4.4: Continuity of Positions**

All officers shall continue to serve until their successors take office.

#### **205.5: Requirements for MaL Candidates by Petition**

A Member of the Society in good standing who wishes to become a Member-at-Large candidate may do so by petition. 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.

**205.5.1:** Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. 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.

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.

### **206. SOCIETY BUSINESS**

The Society may raise funds as specified in the Constitution.

#### **206.1: Dues**

The annual Society dues will be established by the AdCom by April 1st of the year prior to the year of its applicability.

## **206.2: Society Funds**

IEEE Headquarters shall act as Bursar for all Society funds except as specified hereunder. Billing and receipt of the annual fee shall be via the IEEE Membership and Fiscal Departments. All other fiscal affairs shall be handled through the Office of the Secretary of the Technical Activities Board.

## **206.3: Special Funds**

The Vice Presidents may request funding outside the approved budget by submitting a proposal to the ExCom for approval and subsequent authorization by the AdCom. The AdCom shall assure prudent arrangements are provided to safeguard Society funds that may be involved.

## **206.4: Revenues**

Society funds shall be raised and expended in accordance with a Budget which is to be prepared annually by the Society Finance Committee in accordance with IEEE Finance Operations Manual. General policy guidance for the Finance Committee relative to fees, specific activity funding will be provided in the Society Policies.

## **206.5: Conduct of Business**

The President and Officers shall conduct the Society affairs subject to the advice and consent of the AdCom, except where other authorization is specified.

## **206.6: AdCom Meetings**

AdCom meetings shall be held for the purpose of transacting business. Each member of the AdCom shall be sent a notice of the time and place of such meeting at least thirty (30) days prior to the scheduled date of the meeting. The agenda and agenda materials for the meeting shall be sent to the AdCom members not less than twenty (20) days prior to the meeting.

## **206.7: First Meeting of Year**

Every effort shall be made to hold the first meeting at a sufficiently early date to prepare and approve a budget for the following year and to ensure a smooth and early transition for new AdCom Members, Officers and committee chairs.

## **207. Mission-Focused and Support Focused Committees**

Standing committees of the IEEE TEMS are termed mission-focused and support -focused committees. Mission focused committees are generally external focused the TEMS membership and other programs through which the TEMS supports the engineering management community. Support Committee are generally internal facing and exist to support administrative and business functions of the society.

### **207.1: Chairs and Composition**

The Society President, with the advice and consent of the AdCom, shall appoint the chairs of Standing Committees. It will be discretionary with the Society President to appoint any part or all of any standing committee, or to request the Vice President or Chair responsible for the committee to appoint committee members. Committee Chairs, unless AdCom members will not have paid travel, except if their attendance at the AdCom is requested by the President.

#### **207.1.1: Term of Office**

The terms of office of each committee Chair and members shall be for one year or until a successor is appointed; unless a different term of office is designated in the Bylaws.

## **207.2: Mission Focused Committees**

### **207.2.1: Awards and Recognition Committee**

The Past President shall chair the Awards and Recognition Committee. This committee develops and implements the Society's recognition programs. The functions of this committee are delineated in the Society Operations Manual. This committee also organizes a Fellow Evaluating Committee annually as requested by the IEEE.

#### **207.2.1.1: Fellow Evaluating Committee**

The Chair of the Fellow Evaluating Committee shall be an IEEE Fellow is appointed by and reports to the President. All members of the Fellow Evaluating Committee must be Fellows. This committee identifies potential IEEE Fellows and processes their applications according to the IEEE Fellows requirements. All activities of this committee are considered to be executive session.

### **207.2.2: Conferences Committee**

The Vice President Conferences shall chair the Conferences Committee. The Conferences Committee is responsible for all conference, symposia, and related activities. The Committee's focus is on developing all conference products particularly Society-owned events. The organizing committees of all Society-owned conferences will be subcommittees of the Conferences Committee. The functions of the Conferences Committee shall be specified in the Society Operations Manual.

### **207.2.3: Education Committee**

The Vice President for Education shall chair the Education Committee. The Education committee is responsible for Education and Video program. The committee function is to build education elements of TEMS. The initial strategy has been to develop video library with short complementary videos on TEMS and its field of interests and longer revenue generated course like videos. These are available to members and non-members with our video library that is currently in our resource center.

### **207.2.4: Industry and IEEE Society Engagement Committee**

The President will select an AdCom member to chair this committee. This committee's focus is to increase industry participation and relevance as well as to facilitate collaboration with and support to other IEEE technical societies and councils. The committee will collaborate with other TEMS committees to ensure industry participation and engagement are included in the planning of products and services.

### **207.2.5: Membership, Marketing, and Communications Committee**

#### **207.2.5.1: Membership Committee**

The Vice President Membership, Marketing and Communications (VP MMC) shall chair the Membership Committee. This committee's focus is on membership communication, development, and growth. It develops and implements the Society's membership activities and interfaces with the appropriate IEEE Membership Committees. Subcommittees of the Membership Committee may include the Chapters subcommittee (which maintains contact with and develops Chapters of the Society); the Student Activities subcommittee (which develops and implements the Society's student activities and interfaces with Student Branch

Chapters); the Young Professional, Women in Engineering and Life Member subcommittees (which address the needs of those affinity groups). The functions of the Membership Committee and its subcommittees shall be specified in the Society Operations Manual.

#### **207.2.5.2: Marketing and Communication Committee**

The chair of the Marketing and Communications Committee shall report to the Vice President Membership, Marketing and Communications. This committee develops and implements the Society's marketing and communication activities and interfaces with the appropriate TAB committees. It has oversight responsibility for all media outreach, Society promotion, and develops and implements the Society's public awareness program.

#### **207.2.5.3: Web and Social Media Committee**

The chair of the Marketing and Communications Committee shall report to the Vice President Membership, Marketing and Communications.

#### **207.2.6: Publications Committee**

The Vice President Publications shall chair the Publications Committee. The Publications Committee is responsible for publications, and the Society Web site. The Committee's focus is on developing all publication products particularly Society periodicals including suitable design and changes for the Transactions, EMR and Leader Newsletter. The functions of the Publications Committee shall be specified in the Society Operations Manual.

#### **207.2.7: Technical Activities Committee**

The Vice President Technical Activities chairs the Technical Activities Committee. The Committee's focus is on developing technical activities and Technical Activities Committees (TACs) as noted in the following section of these Bylaws; enhanced membership engagement in product development, and implementation of the Society's technical and educational activities. The functions of the Technical Committee shall be specified in the Society Operations Manual.

##### **207. 2.7.1: Function**

A technical activities committee (TAC), which may organize sub-groups if desired, functions in a specific technical area with a scope approved by the AdCom.

##### **207. 2.7.2: Appointment**

Chairs and members of TACs shall be appointed by the Society President.

##### **207. 2.7.3: Operation**

The operation of each TAC shall be in accordance with its charter as stated in the policies and procedures sections of the Society Operations Manual or other AdCom rules.

### **207.3. Support Committees**

#### **207.3.3: Governance Committee**

The President-Elect shall chair the Governance Committee. The committee has oversight of the Conflicts Resolution Committee (described in section 208). The Parliamentarian, if appointed by the President, serves as an ex-officio member of the Governance Committee. Committee members should be knowledgeable in Robert's Rules of Order and common Parliamentary procedures. This committee reviews, evaluates, and formulates changes to the Society's Governing Documents by writing, adopting, and amending the Constitution, Bylaws, Operations Manual, special rules of order, and standing rules. On an annual basis,

the committee reviews the Society's governance documents for consistency and relevance. It also reviews the applicable IEEE policies and procedures to ensure the society's Operations Manual does not conflict with them. The committee recommends changes for consideration by the AdCom and ExCom.

#### **207.3.4: Management Committee**

The President-elect shall chair the management committee. The committee maintains the society strategic and operational plans. It also is responsible for AdCom and ExCom administrative functions such as maintenance of email lists, meeting planning including scheduling and facilitating access for teleconference meeting, onsite meeting logistics, and distribution of meeting read ahead and post meeting information dissemination. It recommends changes to Society strategy for consideration by the ExCom and AdCom. The committee tracks progress of the annually updated operations plan and strategic plan. Members of the Management Committee are the President, President-Elect, Past President, Secretary, and Treasurer.

#### **207.4.4.1: Budget and Finance Committee**

The President shall be the Chair of the Finance Committee. The Committee develops the Society's financial policy; prepares the annual budget in cooperation with the designated IEEE financial organization; presents the budget for approval by the Society AdCom; recommends income-producing projects; provides fiscal guidance to the Society, and regularly appraises the Society AdCom regarding the financial status of the Society. The Treasurer is an ex-officio voting member of the Finance Committee.

#### **207.3.5: Nominations and Appointments Committee**

See 205.1

### **208. Conflict-Resolution**

**208.1:** The President shall establish a Conflict-Resolution Committee (CRC), under the Governance Committee, with experts added as appropriate; experts shall be chosen based upon mediation experience and/or subject-area expertise, as necessary. Additional individuals may be added for other relevant reasons, depending on the circumstances.

**208.2:** The CRC may be augmented with the agreement of all parties involved

**208.3:** The CRC shall consist of more than one (1) person, and the makeup should include at least one (1) person having subject-area experience, and, if available, at least one (1) person with mediation experience or mediation or conflict-resolution training

**208.4:** The time-frame, for resolution of the conflict, shall be specified in the Society Operations Manual.

**208.5:** All members of the CRC should be non-conflicted (i.e., should have had no prior involvement in the situation).

**208.6:** The process shall allow escalation to TAB and the IEEE if the issue cannot be adequately resolved at the Society level

**208.7:** All discussions and information shall be handled in a confidential manner.

**208.8:** The CRC shall provide a short confidential report documenting its findings to the Executive Committee, less any Executive Committee members who are a party to the conflict.

**209. Amendments and Robert's Rules of Order**

**209.1:** The process for amending these Bylaws is as described in the Society Constitution.

**209.2:** *Robert's Rules of Order* (Latest Revision) shall govern the conduct of Society meetings on all matters not otherwise specified in these Bylaws or the Society Constitution.

**-- END --**