



IEEE Systems Council Constitution

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CONSTITUTION OF THE IEEE SYSTEMS COUNCIL

ARTICLE I NAME AND PURPOSE

Section 1. The name of the organization constituted herein shall be the IEEE Systems Council.

Section 2. The purpose of the Council is to advance and coordinate work in the field of System design, development and management carried throughout the IEEE and as such is scientific, literary and educational in character. In furtherance of the foregoing, the Council may sponsor IEEE Systems related conferences and conference sessions, publish appropriate periodicals, sponsor publications, maintain an IEEE Systems Council website, and engage in any other activity defined within its field of interest. All such actions must be in consonance with the Constitution, Bylaws, Statements of Policy of the IEEE, and the Field of Interest of the Council. The Council shall exist for the benefit of the member societies and does not plan to evolve into a Society. The goal of the Council is to expand the IEEE's role within multiple disciplines related to systems.

Section 3. It is the stated intent that this Council should never be granted Society status.

ARTICLE II FIELD OF INTEREST

Section 1. The Systems Council integrates IEEE activities regarding aspects of multiple disciplines and specialty areas of systems engineering, and covers, but is not limited to:

- Systems Engineering education, standards, processes, methodologies
- Systems Modeling, simulation, integration, resilience
- Robust design, safety & human factors, security, usability, environmental
- Product transition: design, production, test, deployment, disposal
- Program/project management
- Quality Assurance
- Mission Assurance
- Requirements Development & Management
- Risk Management
- Systems Architecture
- Systems-of-Systems

ARTICLE III MEMBERSHIP OF THE COUNCIL

Section 1. The Council shall be composed of IEEE Societies that have demonstrated an interest in systems and are supporting technical activities in the field. These Societies must agree to share the responsibility for all obligations of the Council, including financial, in accordance with this Constitution and the Council Bylaws.

Section 2. Each new Member Society will be admitted upon payment of the establish membership dues.

Section 3. If a Member Society does not have a representative present at any Council Administrative Committee (AdCom) meetings held during a two-year consecutive period, absent reasonable circumstances, the Member Society may be dropped from Council membership. Notice of such proposed action must be given to the President of the delinquent Society at least thirty days before the next Council AdCom meeting. Any action must be approved by a two-thirds vote of the AdCom members present.

Section 4. The Officers of the Council shall be as follows: President, Past-President, President-Elect, Vice-President for Technical Operations, Vice President for Member Services, Vice-President for Conferences, Vice-President for Publications, Vice President for Finances, Secretary, and Treasurer, all serving as the Council's Executive Committee (ExCom). All officers are voting members of AdCom and ExCom, except the positions of Secretary, Treasurer, and non-voting member representatives of a Society, unless the Secretary and/or Treasurer are also primary Society representatives.

Section 5. All Council business will be conducted by the AdCom. The AdCom includes both voting and non-

voting members. The voting members are:

- a. One representative appointed by each Member Society (see Section 7 below).
- b. Officers of the Council as listed in Section 4 above.

An individual may not serve concurrently as both an elected Council officer and a Member Society representative. When a Member Society representative is elected to a Council office, the Council office shall take precedence over the Society appointment. Any resulting vacancies shall be filled by the appropriate Society. Elected officers are as defined in the Bylaws

Section 6. Each representative and officer on the Council AdCom must be an IEEE Member or higher grade and a member of the Society they represent.

Section 7. Each member Society will appoint two representatives to the Council, with one representative identified by the Society as the Primary (Senior) or voting member. The term of appointment shall be determined by the member Society. In the absence of the Senior member at an AdCom meeting, the Secondary (Junior) member will represent the Society as the voting member. Each Member Society will have one vote, regardless of the number of representatives that participate in Council affairs.

Section 8. The term of office of a Member Society representative on the Council shall be determined by the member Society.

Section 9. When a within-term Council representative vacancy occurs, the Council President shall request the respective Society to appoint a representative to complete the unexpired term.

Section 10. The non-voting ex-officio members of the Council AdCom are:

- a. The Director of the Division in which the Council resides.
- b. The TAB Staff Secretary.
- c. The Executive Director of the IEEE.
- d. The IEEE Vice-President for Technical Activities.
- e. The non-voting representative of a Member Society (Secondary or Junior member).
- f. Editors of Council publications and Committee Chairperson, unless a Society representative.
- g. Two student members representing one undergraduate and one graduate.
- h. a GOLD (Graduates of Last Decade) representative, who may also serve as the graduate student member

ARTICLE IV ELECTION AND APPOINTMENT OF OFFICERS

Section 1. The AdCom shall elect every two years a President-Elect whose term of office will be for two years. The President-Elect may be elected to the office of President for a two-year term at the conclusion of his/her term as President-Elect. At the completion of his/her term as President he/she will continue for two years as Past President.

Section 2. Officers shall be elected and appointed in accordance with the rules specified in the Council Bylaws.

On a schedule specified by the Bylaws, the AdCom shall also the Officers as specified in Article III Section 4. Eligibility and terms of office for the Officers of the Council are specified within the Council Bylaws.

Section 3. If the Office of President becomes vacant during the first year of office, the President-elect shall become President for the remainder of the term.. If the President is incapacitated, the duties of the President shall be performed by the President-Elect, or in his unavailability, by the Past President as, defined above, for the duration of the President's incapacity, when the incapacity is confirmed by a majority of the Executive Committee. If the office of President-Elect or any Vice-President becomes vacant, the voting members of the Council AdCom shall elect a new officer. If the office of Past President becomes vacant, the President may appoint another former President to that office with the consent of the AdCom.

ARTICLE V POWERS, PRIVILEGES, AND DUTIES

Section 1. The duties and responsibilities of the officers and members of the Council AdCom shall be defined in the Bylaws, and as further delineated by the Council.

Section 2. The President shall appoint for a term concurrent with his/her presidency, a Secretary and Treasurer to the AdCom, along with the Chairpersons of the standing committees of the Council, as specified in the Bylaws. The Vice President for Publications shall appoint the Editors of the various Council publications to terms as specified in the Bylaws. All appointments shall be made with the advice of the Nominations and Appointments Committee and consent of the Council AdCom. The Secretary, Treasurer, Editors and Chairpersons appointments need not be made from among the individuals who are on the Council AdCom as Society representatives.

Section 3. The President, under the direction of the Council AdCom, shall call all regular and special Council AdCom meetings and shall preside over them. The President shall coordinate and supervise activities of the Council and perform other duties as may be provided for in the Council Constitution or Bylaws, or as may be delegated to the President by vote of the Council AdCom. Included in the President's duties shall be the responsibility to see that the orders and resolutions of the Council, the IEEE Technical Activities Board, the IEEE Executive Committee, and the IEEE Board of Directors are implemented. The President shall be an ex-officio member of all standing and special committees of the Council except the Nominating Committee. The President is a member of the IEEE Technical Activities Board, and when notified of a meeting of said Board, shall ensure representation of the Council.

Section 4. Standing committees may be established as specified in the Bylaws.

Section 5. The officers of the Council shall have the sole authority to obligate the funds and assets of the Council to promote the Council's activities as delineated within the Bylaws. No Council 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 Council.

ARTICLE VI FINANCIAL SUPPORT & EXPENDITURES

Section 1. Member Societies have no direct responsibility for financial aspects of the Council. The Council shall derive income from sources as specified in the Bylaws.

Section 2. Monies held by or for the Council legally belong to the IEEE, and shall not be expended for activities prohibited by the IEEE Constitution, Bylaws and Statements of Policy, and the Constitution and Bylaws of the Council, or any other purposes known to be inimical to the interests of the IEEE. Returns from investment of Council funds shall be credited to the Council

ARTICLE VII COUNCIL MEETINGS

Section 1. An annual meeting of the Council will be held for the purpose of electing officers and to conduct appropriate business. Other special meetings of the Council AdCom may be held as needed.

Section 2. Meetings of the Council AdCom may be called at the discretion of the Council President or upon request by AdCom members from a majority of Member Societies. The time, place and agenda shall be announced to all members of the Council AdCom at least thirty days in advance of the meeting, or postal or electronic mail to the address of record of each Council AdCom Member in advance of the meeting.

Section 3. A majority of the voting members of the Council AdCom, which must include representatives from at least one-third of the Member Societies, shall constitute a quorum. The Secretary, Treasurer, Editors of the Council's periodicals, and Chairpersons of the Standing Committees shall be ex-officio members of the AdCom without vote, unless the Secretary, Treasurer, Editors or Committee Chairs have the right to vote as a Society representative or Council Officer.

Section 4. Proxy voting is not permitted.

Section 5. Business of the Council may be transacted by correspondence or telecommunication means

where, in the opinion of the President, matters requiring immediate action before the next scheduled Council meeting can be adequately handled in that manner. All voting members of the Council shall be informed on such action taken. A two-thirds affirmative vote of the entire Council AdCom must be obtained on such matters in the time frame specified in the Bylaws.

Section 6. If less than a quorum is in attendance at duly called meetings, tentative actions may be taken that will become effective upon subsequent ratification, either at a subsequent meeting or by other means as specified in Section 5 above.

Section 7. Action of the governing body and committees thereof.

- a) A majority vote, provided a quorum is present, shall be the determining factor for the issue at hand.
- b) The Council AdCom 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 AdCom 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 AdCom 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) The presiding officer (President of the Council, or the Chair of any Committee), shall have no vote on the (Council or Committee) except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

ARTICLE VIII PUBLICATIONS

Section 1. All Council publication activities shall be subject to IEEE policies, and to any further guidance or controls prescribed by the Council AdCom or its duly appointed committees.

Section 2. The Council may publish appropriate periodicals in accordance with IEEE Policies and Procedures. Selection of the published material shall be in accordance with the objectives and policies of IEEE and the Council.

ARTICLE IX CONFERENCES AND TECHNICAL MEETINGS

Section 1. All Council conferences and technical meeting activities shall be subject to IEEE policies, and to any further guidance or controls prescribed by the Council or its duly-appointed committees.

ARTICLE X RECALL

Section 1. If at any time during the year, and for any reason that requires a change in a representative or Council officer, the matter shall be discussed at a meeting of the Council AdCom. At least thirty days before the Council AdCom meeting, notice of such proposed action must be given to all affected individuals, including the President and Secretary of each Member Society involved. Notification must include the Vice-President and Staff Secretary of the IEEE Technical Activities Board.

Section 2. An affirmative vote of two-thirds of the voting members of the Council AdCom shall be necessary to declare a vacancy for cause.

ARTICLE XI AMENDMENTS

Section 1. Sections of this Constitution may be adopted or amended by action of the Council at a Council meeting if the following provisions are met:

- a. Notice of the meeting and of the proposed change(s) must be communicated to the last-known address of each member of the Council AdCom at least thirty days prior to such meeting.

- b. An amendment to this Constitution may be approved by a mail ballot if at least a thirty-day period is provided for responses, and two-thirds vote of the Member Societies is affirmative.
- c. There must be at least fifteen days allowed for a reply. This amendment is approved if a majority of the entire Council AdCom votes affirmatively.
- d. A two-thirds affirmative vote of the Council AdCom members is required for passage.
- e. The Amendment shall become effective immediately after ratification by the IEEE Technical Activities Board.
- f. The new bylaw or amendment shall be filed with the Secretary of the IEEE Technical Activities Board at least twenty days prior to the effective date.

Section 2. The Constitution, Bylaws, and Statements of Policy of the IEEE shall at all times, take precedence over those of the Council.

Section 3. All amendments to the Constitution or Bylaws shall become effective immediately after all required approvals have been obtained, unless a later date has been specified at the time of the approval vote.