# IEEE Sensors Council Constitution

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# CONSTITUTION OF THE IEEE SENSORS COUNCIL

## ARTICLE I NAME AND PURPOSE

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

Section 2. The purpose of the Council is to advance and coordinate work in the field of Sensors carried out throughout the IEEE and as such is exclusively scientific, literary and educational in character. In furtherance of the foregoing, the Council may sponsor IEEE Sensors related conferences and conference sessions, publish appropriate periodicals, sponsor IEEE Press publications, maintain an IEEE Sensors website, and engage in any other activity within its field of interest. All such actions must be in consonance with the Constitution, Bylaws, and Statements of Policy of the IEEE, and the field of interest of the Council, as defined below. The goal of the Council is to expand the IEEE's role in sensors, not to usurp the societies' sensor activities.

## ARTICLE II FIELD OF INTEREST

Section 1. The fields of interest of the Council and its activities shall be the theory, design, fabrication, manufacturing and application of devices for sensing and transducing physical, chemical, and biological phenomena, with emphasis on the electronics, physics and reliability aspects of sensors and integrated sensor-actuators. Changes to the fields of interest may be made with the approval of the IEEE Technical Activities Board.

## ARTICLE III MEMBERSHIP, REPRESENTATIVES, AND OFFICERS OF THE COUNCIL

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

Section 2. Each new Member Society must be approved by a two-thirds affirmative vote of the voting members of the Council Administrative Committee (AdCom), and by the IEEE Technical Activities Board before it may join the Council.

Section 3. If a Member Society does not have any representative present at any of the Council AdCom meetings held during a calendar year and is inactive in Council affairs, the Member Society may be dropped from Council membership. Notice of such proposed action shall be given to the President of the delinquent Society at least twenty days before the Council AdCom meeting where such action will be considered. Such action must be approved by two-thirds of the AdCom members present and voting and by the IEEE Technical Activities Board before it becomes final.

Section 4. The Executive Committee (hereinafter called also ExCom) is established to implement the AdCom strategies, policies, and decisions, and to coordinate the Council operations. The ExCom is concerned with the global view of the day-to-day affairs of the Council.

Section 5. The ExCom conducts business on behalf of the AdCom to address operational needs in a timely fashion. The AdCom shall be informed of ExCom’s activities in a timely fashion. The tasks and decisions that the ExCom can make on behalf of the AdCom are specified in the Council Bylaws and the Council Operational Manual.

Section 6. The ExCom is composed of the Officers of the Council.

Section 7. The Officers of the Council shall be as follows: President, the Immediate Past-President, the President-Elect, the Senior Past President, the Vice-President for Technical Operations, the Vice-President for Conferences, the Vice-President for Publications, the Vice-President for Educational Activities, the Vice President for Finances, the

Secretary-Treasurer, all serving as the Council's ExCom, and all serving as ex officio voting members of its ExCom and AdCom.

Section 8. Council business will be conducted by its AdCom and ExCom that shall include both voting and nonvoting members. The voting members of the AdCom shall be:

a. One representative to be appointed by each Member Society.
b. The Officers of the Council.
c. Editors-in-Chief of the periodicals solely/fully sponsored by the IEEE Sensors Council
d. Member(s)-at-Large
e. Senior Member(s)-at-Large
f. Young Professionals Committee Chair

Life AdCom Member is an honorary title, designated to Lifetime Contribution awardees. This honorary title does not have a seat on the AdCom. Life AdCom members may be invited to attend AdCom meetings as guests, as outlined in the Bylaws.

An individual may not serve concurrently as both a 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, and any resulting vacancy(s) shall be filled promptly by the appropriate Society.

Section 9. Each representative and officer on the Council must be an IEEE member and a member of one of the Member Societies of the Council.

Section 10. The term of office of a Member Society representative on the Council shall be two years, renewable for one additional term. Societies assigned an even number for accounting purposes shall have their representative's term begin in even years, and societies assigned an odd number shall have their representative's term begin in odd years. An unexpired term filled for more than six months shall count as a full year. A new society representative shall be appointed to replace those serving four consecutive years. However, in exceptional circumstances society presidents may request to reappoint a representative for additional 2-year terms, subject to approval by majority vote of the Sensors Council AdCom.

Section 11. When a within-term Council representative vacancy occurs, the Council President shall request the appropriate Society to appoint a representative to complete the unexpired term.

Section 12. The non-voting ex-officio members of the Council AdCom will be:

a. The Director of the Division in which the Council resides.
b. The TAB Staff Secretary.
c. The Executive Director of IEEE.
d. The IEEE Vice-President for Technical Activities.

Section 13. Any other IEEE Society that is not a member of the Council may send a non-voting liaison representative to attend for the purpose of establishing lines of communication between the Council and the parent Society represented.

Section 14. The term of office of a Member-at-Large of the Council shall be two years. No Member-at-Large shall serve more than four consecutive years. The term of office of a Senior Member-at-Large of the Council shall be two years. No Senior Member-at-Large shall serve more than four consecutive years. Members-at-Large and Senior Members-at-Large shall be elected by vote of the Sensors Council's AdCom.

## 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 shall assume the Presidency for a two-year term at the conclusion of his/her term as President-Elect.

On a schedule specified by the Bylaws, the AdCom shall also elect a Vice-President for Conferences, a Vice-President for Technical Operations, a Vice-President for Publications, Vice-President for Educational Activities and a Vice-President for Finances. Eligibility and terms of office for the Officers of the Council are specified by the Bylaws.

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

Section 3. If the Office of President becomes vacant, the President-Elect shall become President for the remainder of the term assumed. If the President is incapacitated, the duties of the President shall be performed by the President-Elect for the duration of the President's incapacity, when the incapacity is certified by a majority of the Executive Committee. In the absence of the President, and under written and time-limited delegation from the President, the President-Elect may also carry out the duties of the President. If the office of the President-Elect or a Vice-President becomes vacant, the voting members of the Council AdCom shall promptly elect a new officer. If the office of Immediate Past President becomes vacant, the President may appoint another Past President to that office.

## ARTICLE V POWERS, PRIVILEGES, AND DUTIES

Section 1. It shall be the duty of each representative of a Member Society to participate in matters before the Council AdCom and to keep the Administrative Committee of the Society represented informed concerning Council business. Members of any Member Society AdCom may attend any open meeting of the Council as observers.

Section 2. The duties and responsibilities of the officers and members of the Council AdCom shall be as defined hereunder and in the Bylaws, and as further delineated by the Council.

Section 3. The President shall appoint for a term concurrent with his/her presidency, a Secretary-Treasurer to the AdCom, and the Chairpersons of the standing committees of the Council that are not chaired by an Officer, as specified in the Bylaws on or before January of the year in which he takes office as President. The President shall appoint the Editors of the various Council periodicals, 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 Chairperson appointments need not be made from among the individuals who are on the Council AdCom as Society representatives.

Section 4. The Council President, under the direction of Council AdCom and ExCom, shall call all regular, annual, and special Council AdCom and ExCom meetings and shall preside over them. The President shall coordinate and supervise activities of the Council and have such other powers and perform such 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, and the IEEE Board of Directors are carried out. The President shall be an ex-officio member of all standing and special committees of the Council except the Nominating Committee. The President can vote during the election of officers. The President shall also be an ex-officio member of the IEEE Technical Activities Board, and, when notified of a meeting of said Board, shall ensure representation of the Council.

Section 5. Standing committees may be established as needed. The Bylaws may assign specific Officers to be the Chairs of specific standing committees.

Individuals appointed as committee officers or members shall serve a nominal term of one year but shall continue to serve until their successors are appointed or the committee is dissolved, except where other terms are specifically designated by the Constitution or Bylaws.

The President may appoint ad hoc committees for special assignments as needed.

Section 6. The duties of the Officers other than the President and Vice President for Finances shall be as follows:

a. The President-Elect shall assist the President in fulfilling all assigned duties, and shall oversee and be an exofficio member of all the Committees of the Council except those chaired by other Officers.

b. The Vice-President for Technical Operations shall provide direction for the technical operations of the council, including but not limited to technical studies, policies, guidance, and other products. With the approval of the Council AdCom, the Vice-President for Technical Operations may sponsor subordinate technical committees to implement technical projects, such as standards development, special studies, and technical guidance.

c. The Vice-President for Conferences, with the participation of the Meetings Committee, shall provide direction for the conference activities of the Council, including but not limited to overseeing, coordinating, and monitoring the annual conferences of the Council and all conferences cosponsored by the Council.

d. The Vice-President for Publications shall provide direction for the publication activities of the Council. This officer shall consider, with the participation of the Publications Committee, the publication needs of the Council and shall propose to AdCom the creation, cancellation, expansion, or contraction of Council publications. This officer shall be informed by the editor of each Council-sponsored publication, of policy matters such as the designation and development of special issues, recommendation for a change in the number of published pages, and the appointment of Associate Editors.

e. The Vice-President for Educational Activities shall provide direction for the education activities of the Council, including but not limited to overseeing, coordinating, and monitoring distinguished lecturer program, seasonal schools, online education, curriculum development and certification. With the approval of the Council AdCom, the Vice-President for Educational Activities may sponsor subordinate educational committees to implement the above and similar tasks cosponsored by the Council.

f. The Immediate Past-President shall provide direction for the liaison activities of the Council, including transnational and inter-society activities.

Section 7. The Secretary-Treasurer shall be responsible for all reports, petitions and records concerning the Council, keeping true and faithful minutes of all meetings of the Council AdCom, and shall prepare such reports as may be required by the Council, or the IEEE Technical Activities Board. The Secretary-Treasurer shall send out notices when instructed to do so by the President or in accordance with requirements of the Council Constitution or Bylaws. Copies of all meeting notices, minutes of meetings, and letters or bulletins sent and received during the previous two years shall be kept by the Secretary-Treasurer, except for those specifically assigned to the custody of others. The Secretary-Treasurer shall send current copies of meeting minutes and other governance documents to IEEE Headquarters for archival storage.

The Secretary-Treasurer shall maintain a complete file of financial records and other correspondence, which will become the permanent record of the Sensors Council. The Secretary-Treasurer may assist the Vice President for Finances in the preparation of the budget as directed by him/her, and in its submission to the IEEE Technical Activities Board via its Finance Office.

The Secretary-Treasurer shall review and approve the Sensor Council expense reports submitted by members of the

Administrative Committee, and forwarding those approved expense reports to the Technical Activities Board Finance Office. The Secretary-Treasurer shall monitor the income and expenses of the Sensor Council to ensure they are in accordance with the approved budget. The Secretary-Treasurer shall make regular reports on income and expenses to the Sensors Council Executive Committee. In the event expenses or income diverge significantly from the budget, the Secretary-Treasurer shall inform the Vice President for Finances, the President, the President-Elect, and the cognizant Vice President.

Section 8. The Vice President for Finances shall propose a budget for Council operation to be endorsed by Council AdCom and approved by TAB and shall monitor expenditures to verify that they are in accordance with the approved budget. The Vice President for Finances shall prepare financial reports as requested by the Council President, and shall keep the Treasurers of the Member Societies informed on Council financial matters affecting their budgets. The Vice President for Finances and the Vice President for Conferences shall approve the Conference budgets prior to being forwarded to IEEE Headquarters for review and final approval.

The Vice President for Finances may utilize the services of IEEE headquarters as bursar for all or part of the Council funds, as provided by the IEEE Bylaws and Statements of Policy. If any parts of the Council funds is received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to Council Bylaws and any other limitations imposed by the Council. Disbursements shall be made on the signature or instructions of the Vice President for Finances. If the Vice President for Finances is disabled or unable to serve, the President may make disbursements during his/her incapacity.

Section 9. The President, elected and appointed officers shall normally assume office on January 1st or as soon thereafter as practicable.

Section 10. The officially constituted officers of the Council shall have the sole authority to obligate the funds and assets of the Council to promote the Council's activities, provided that no Council officer or AdCom Member 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.

Section 11. No officer of the Council, or Member of the AdCom shall receive, directly or indirectly, any honorarium, traveling expenses, compensation, or emolument from the Council as an officer or in any other capacity unless authorized by Council AdCom or by the Bylaws of the Council in a manner in conformity with IEEE policies and procedures.

## ARTICLE VI FINANCIAL SUPPORT & EXPENDITURES

Section 1. The financial support for the Council shall be derived from subscription sales of Council Publications, any surplus from the Conferences organized or sponsored by the Council, other programs and products sponsored by the Council, and allocations of funds provided by the Member Societies.

Section 2. The Council may raise revenues by other means provided such means are consistent with applicable IEEE rules and regulations and are within the approved Council field of interest. The Council must receive an opinion from the Secretary of the Technical Activities Board that any revenue means not explicitly covered by IEEE Statements of Policy does not conflict with IEEE policy before being adopted by the Council.

Section 3. Monies held by or for the Council legally belong to the IEEE, and shall not be expended for activities prohibited by the Constitution, Bylaws and Statements of Policy of the Institute, the Constitution and Bylaws of the 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. The Council shall hold two AdCom Meetings per year, one in the Spring and one in the Fall. Additional meetings of the Council, represented by its AdCom, may be held at such times as are found necessary or convenient. Meetings of the Council AdCom may be called at the discretion of the Council President or upon request by AdCom members from at least four different Societies. The time, place and agenda shall be announced to all members of the Council AdCom by emails to the address of record of each Council AdCom Member at least twenty-five days in advance of the meeting.

Section 2. The vote of a majority 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.

Section 3. A majority of the voting members of the Council AdCom shall constitute a quorum. Written proxies will not be accepted in determining the quorum. The Chairpersons of the Standing Committees shall be ex-officio members of the AdCom without vote, unless the Chair has the right to vote as a Society representative or Council Officer.

Section 4. If a regular representative from a Member Society is unable to attend a meeting of the Council AdCom, the President of the Member Society or the AdCom representative may designate a voting alternate, who shall have all the powers of the regular representative. Officers of the Council may not delegate alternates.

Section 5. Business of the Council may be transacted 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. The AdCom or any committee thereof may take action without a meeting (e.g., email voting) where, in the opinion of the President, matters requiring action can be adequately handled in that manner. All voting members of the Council should be informed on such interim actions, and an affirmative vote of a majority of all the 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.

Section 6. The presiding officer of the (Governing Body) shall have no vote on the (Governing Body) 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, the Council ExCom, 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.

Section 3. The Editors of the Council's periodicals shall appoint associate and/or guest editors as may be required to implement the publications program.

## 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.

Section 2. The Council shall determine the time and location of each sponsored Conference and technical meeting. Furthermore, the Council shall not be bound by any agreements, within or without IEEE, made prior to ratification of this Constitution.

## ARTICLE X RECALL

Section 1. If at any time during the year and for any reason the best interests of the Council seem to require a change in Member Society representatives or officers, the matter shall be discussed at a regular or a special meeting of the Council AdCom called for the purpose of considering and voting upon the recommended change. At least twenty days before the Council AdCom meeting, notice of such proposed action shall be given to all appropriately interested individuals, including the President and Secretary of each Member Society involved and the Chairman and 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.

For the purposes of this Section, an abstention shall be counted as a cast negative vote.

## ARTICLE XI AMENDMENTS

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

a. Notice of the meeting and of the proposed change(s) must be sent by electronic means to each member of the Council AdCom at least twenty-five days prior to such meeting.

b. A two-thirds affirmative vote of the votes cast by the members of the Council AdCom is required for passage.

c. An amendment may be approved by a mail ballot if at least a thirty-day period is provided for responses, and two-thirds of the entire Council AdCom votes affirmatively.

d. The Amendment shall become effective immediately after approval by the IEEE Vice President, Technical Activities.

Section 2. Bylaws to this Constitution may be adopted or amended by a two-thirds affirmative vote of the votes cast by the Council AdCom at a regular or special meeting, provided that notice of the meeting and a copy of the proposed change(s) is sent by electronic means to each member of the Council AdCom at least twenty-five days prior to such meeting.

A Bylaw may also be adopted or amended by eVote provided that a copy of the proposed change(s) is sent by electronic means to each member of Council AdCom, and at least 25 days of discussion prior to the vote, and a majority of the entire Council AdCom votes affirmatively.

After approval by the Council AdCom, the new Bylaw or Amendment shall be forwarded to the Vice President, Technical Activities for approval.

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

Section 4. 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 vote.

Constitution Approved by TAB on 14 November 1998; revised in November 2000 and approved by the then TAB Chairman, Robert Dent, per e-mail message of October 17, 2000 from Rosanne Loyal, On behalf of Mary Ward-Callan, TAB Secretary: “All of the revisions submitted to the Constitution are of an administrative nature. Therefore, they have been approved by Mr. Robert Dent, in accordance with the authority delegated to him as TAB Chairman by the IEEE Board of Directors and the Technical Activities Board.”