



# 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 approval of the AdCom and 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, 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 or 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). There will not be a concurrent Past President and President-elect per Article IV Section 1. 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.
- c) Young Professional Representative

An individual may not serve concurrently as both an elected Council officer and a Member Society representative, except for the Treasurer and Secretary who may simultaneously hold these offices as well as that of 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 Graduate Student Member, Member, Senior Member or Fellow and a member of the Society they represent.

**Section 7.** Each Society will appoint two representatives to the Council, with one representative identified by the Society as the Primary or voting member. The term of appointment shall be as defined in Section 8 below. In the absence of the Primary member at an AdCom meeting, the Secondary 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 two years, renewable once. Member Society representative will be eligible again after a one-year lapse.

**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 member).
- f) Editors of Council publications and Committee Chairperson, unless a Society representative.
- g) Two Student Member representatives - one representing undergraduates, one representing graduates. These representatives must be Student Members.

## 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 one year. The President-Elect shall assume the Presidency 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 one year as Past President. Election to the position of President-Elect normally occurs during the last meeting of the calendar year of first year term of the President, with commencement of this position to occur 1 January beginning the second year term of the President.

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

On a schedule specified by the Bylaws, the AdCom shall also elect a Vice-President for Conferences, a Vice-President for Technical Operations, Vice President for Member Services, a Vice-President for Publications, and a Vice President for Finances. 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 his/her first year of office, the Past President shall become President for the remainder of the term. If the Office of the President becomes vacant during their second year of their term, the President-Elect shall become President for the remainder of the term and then

assume the position of President for a full two-year term as if the original President had not vacated this position. If the President is incapacitated, the duties of the President shall be performed by the Past President or President-Elect, 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 President shall appoint the Editors of the various Council publications to terms as specified in the Bylaws. The appointments of the Editors shall be made with the advice of the Vice President for Publications. The appointment of the Treasurer shall be made with the advice of the Vice President for Finance. 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, 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 Nominations and Appointments 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 the responsibility for financial aspects of the Council. The Council may 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. Any Council reserves in excess of needed levels may be distributed back to the Member Societies in accordance with the guidelines as specified in the Bylaws. Any Council losses may be absorbed by Member Societies in accordance with the guidelines as specified in the Bylaws.

## 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.** Action of the governing body and committees thereof.

- a) 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 AdCom or any committee thereof.
- b) 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 hear each other at the same time.
- c) The AdCom or any committee thereof may 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 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 email, 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 AdCom or any committees thereof shall be limited to one vote on each matter being considered by the AdCom or committee thereof.
- 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 VII 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, and the Bylaws, 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, either in-person or teleconference, and of the proposed change(s) must be communicated to the last-known email address of each member of the Council AdCom at least thirty days prior to such meeting.
- b) A two-thirds affirmative vote of the Council AdCom members present 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 vote of the voting members of the Council AdCom is affirmative.
- d) There must be at least fifteen days allowed for a reply.
- e) Amendments to the Constitution and Bylaws shall become effective immediately after ratification by the IEEE Vice-President, Technical Activities.
- f) The new bylaw or amendment shall be immediately filed with the Secretary of the IEEE Technical Activities Board.

**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.