

BYLAWS: IEEE TECHNOLOGY AND ENGINEERING MANAGEMENT SOCIETY (TEMS)

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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 to 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. BOARD OF GOVERNORS(BoG) AND EXECUTIVE COMMITTEE (ExCom)

203.1: Board of Governors (BoG) Composition and Voting Rights

A Board of Governors, known as the BoG, chaired by the President, shall consist of at least seventeen voting members, to a maximum of twenty-one. The BoG also includes non-voting and ex-officio members. The voting members include up to ten Members-at-Large the majority duly elected by the membership of the Society, seven officers selected by the BoG, The non-voting members include the Secretary, Treasurer, Senior BoG Members as defined in 203.10, and exofficio members as specified in the TAB Governing Documents

203.2: The President shall serve as the Presiding Officer of the BoG and shall have no vote on the BoG 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, PresidentElect, Vice President Conferences; Vice President Membership, Marketing and Communications; Vice President Publications; Vice President Education, and Vice President Technical Activities. An individual may occupy any elected or selected office in the Society for not more than two successive elected terms. Candidates for President-Elect must be a Graduate Student Member, Member, Senior Member, or Fellow. 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.

203.4: Proxy voting is not permitted.

203.5: The BoG 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 BoG 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 BoG 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 BoG 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 BoG or any committees thereof shall be limited to one vote on each matter being considered by the BoG or committee.

203.8: Executive Committee (ExCom) Composition and Voting Rights

The Society Executive Committee (ExCom) will manage the activities of the Society between BoG meetings within the BoG 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 BoG 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, shall be appointed by the President with the advice and consent of the BoG, shall serve for one-year terms and as ex-officio member(s) without vote on the BoG and ExCom for period of one-year.

203.10: Senior BoG Members

The President or Past President may nominate up to 4 Society members as Senior BoG Members. BoG 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 BoG Members will maintain IEEE membership throughout their term. Senior BoG members would serve for a two-year term and can be nominated to serve for additional terms. The Senior BoG appointments must maintain a balance between of members with university and industry experience. Senior BoG members are non-voting members of the Board of Governors

203.11: Editors-in-Chief

The Editors-in-Chief of Society publications shall be ex-officio members of the BoG 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 BoG, 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 a BoG or Committee Member

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

203.13.1: Removal of a Member-at-Large of the Society BoG

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, within thirty days following either

- (a) The affirmative vote of two-thirds of the votes of the members of the BoG present in a 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 BoG

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

204. DUTIES of BOG 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 BoG for approval. The President shall present a Society Annual Report to the BoG 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 shall serve as the chair of the Nominations and Appointments Committee and takes responsibility for the election process of BoG members and officers. The Past President is also the Chair of the Awards and Recognition Committee. The Past President shall submit an annual strategic plan and annual report to the Society ExCom as described in the Society Operations Manual.

204.4: Duties of the Secretary

The Secretary shall be responsible for keeping the records of the BoG and ExCom meetings (to include minutes and action item lists disseminated within 30 days from a meeting), and shall prepare and distribute reports, notices, or such documents as may be required by the Society President, the BoG 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 BoG and ExCom, without vote.

204.5: Duties of the Treasurer

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 BoG and ExCom, without vote. The same person can be appointed, as Secretary/Treasurer, to fulfil the duties of both Treasurer and Secretary.

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 and events including developing conference

strategy, establishing, and supervising of conference committees, developing of conference policies, developing partners, and recommending suitable sites for future conferences, 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 BoG. 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, and coordinating membership outreach. The VP MMC oversees the Marketing and Communications Committee, which is responsible for conference, publications, membership marketing, and all member communications. 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 BoG: 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. These duties are performed in consultation with the Publications Committee, which the VP Publications chairs.

204.10: Duties of the Vice President Education

The Vice President Education shall be responsible for the development, coordination and supervision of education and training to fulfill the Society's Value Proposition: 1) improve and maintain essential engineering management skills, 2) support the leadership career path of IEEE TEMS members, and 3) Foster active knowledge transfer between academic and practicing communities. The Vice President Education shall prepare an annual plan.

204.11: Duties of the Members-at-Large

Members-at-Large (MaL) serve as voting members of BoG 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 BoG. All MaLs are expected to engage in activities that contribute to the development of TEMS publications, conferences, membership, or technical activities of TEMS.

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 BoG and selecting officers of the Society. The Chair shall not be eligible to be elected to the BoG or any committees for which the N&A committee makes recommendations during their term of service.

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 BoG members. The Chair is included in the count.

205.2.2: A member of the Nominations and Appointment Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting of the year in which the nomination shall be made.

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 BoG, as MaLs shall be prepared by the Nominations and Appointments Committee. Recommendations for such nominees shall be solicited from members of the BoG, from Society members, and other sources. All nominees must be voting members of the Society, in good standing for a period of at least one year, 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. The Chair of the Nominating Committee shall submit to the BoG, the proposed slate of candidates for Members-at-Large to be elected, not later than July 31. The BoG shall approve the slate of at least 1.5 times the number of vacant positions in a meeting of the current BoG assembled or by mail ballot. The BoG may, by majority vote, add one or more MaL candidates prior to approving the final slate. All individual voting members of the

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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 BoG 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 BoG, shall be prepared by the Nominations and Appointments Committee.

Recommendations for such nominees shall be solicited from members of the BoG, 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 BoG, not later than three-weeks prior to the BoG Election Meeting. The BoG shall select the Officers in a meeting of the current BoG assembled. The Society Secretary shall announce the results of the BoG Officer election to the membership prior to the end of the final BoG 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, Education, 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. In the event of a vacancy in an Officer position, the person elected to fill the vacancy will fulfil the remainder of the unexpired term; not the full two-year term.

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

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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 BoG 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 BoG. The BoG 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. The completed budget will be presented to the BoG for its approval. The Society Finance Committee has the responsibility for preparing the annual budget in accordance with the IEEE Finance Operations Manual. 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 as delegated by the BoG, except where other authorization is specified.

206.6: BoG Meetings

BoG meetings shall be held for the purpose of transacting business. Each member of the BoG shall be sent a notice of the time, place, and method 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 BoG 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 ensure a smooth and early transition for new BoG 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 standing Committees. Mission focused Committees are generally externally focused on the TEMS membership and other programs through which the TEMS supports the engineering management community. Support-focused Committees 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 BoG, 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 BoG members will not have paid travel, except if their attendance at the BoG is requested by the President or designated Vice 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 and 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 held in 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's function is to build education elements of TEMS. This includes creating and maintaining educational assets as well as developing strategic partnerships with education providers.

207.2.4: Industry and IEEE Society Engagement Committee

The President will select a BoG member to chair this committee. This Committee's focus is to increase industry participation and relevance for TEMS 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 Web and Social Media 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 and other Committees as recommended by the President with BoG approval. 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 BoG.

207. 2.7.2: Appointment

Chairs and members of TACs shall be appointed by the TAC Chair or 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 BoG rules.

207.3. Support-Focused 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 non-voting 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 BoG 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 BoG 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 BoG. The committee tracks progress of the annually updated operations plan and strategic plan. Members of the Management Committee are the President, PresidentElect, 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 BoG; recommends income-producing projects; provides fiscal guidance to the Society, and regularly apprises the Society BoG 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 on an as-needed basis as situations arise that require conflict resolution. 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 in dispute 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 timeframe, 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.

208.9: If the President is a party to a conflict the Past President will fulfil the President's responsibilities related to the Conflict-Resolution Committee. If both individuals are parties to the conflict responsibility will devolve to the President Elect or, subsequently in case of further conflict of interest, to a Vice President.

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.

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