

CONSTITUTION

Article I - Names and Objectives

Section 1. The name of this organization shall be the IEEE Control Systems Society and it shall be governed in accordance with the Constitution and Bylaws of the Institute of Electrical and Electronics Engineers (IEEE). It is referred to herein as the Society.

Section 2. The objectives of the Society shall be scientific, educational, and professional in character. The Society shall strive for the advancement of the theory and practice of control engineering and science and of the allied arts and sciences, and for the maintenance of high professional standards among its members, all in consonance with the Constitution and Bylaws of the IEEE and with special attention to such aims within the Field of Interest of the Society as are hereunder defined.

Section 3. The Society shall aid in promoting close cooperation and exchange of technical information among its members and others interested in its Field of Interest, and to this end shall hold meetings for the presentation of papers and their discussion, provide for technical publications, and through its committees shall study and provide for the needs of its members.

Article II - Membership

Section 1. The members of the Society shall be those members of the IEEE of any grade who elect to pay the Society dues, and Affiliate Members as defined in Section 2.

Section 2. Individuals whose technological activities do not justify full membership in the IEEE but who may be helped by participation in Society activities, and from whose participation in Society activities members of the Society may benefit, may by their membership in another approved professional organization qualify to become Affiliate Members of the Society with full voting privileges. An Affiliate Member may not be an officer of the Society as defined in Article V, Section 3.

Article III - Field of Interest

Section 1. The interests of this society are in the theory, design, optimization, and applications of dynamic systems and control. The field integrates elements of sensing, communication, decision and actuation components, as relevant for the analysis, design and operation of dynamic systems and control. The systems considered include: technological, physical, biological, economic, organizational and other entities, and combinations thereof. The society focuses on the theoretical and technological underpinnings of the discipline.

Section 2. The Field of Interest of the Society may be enlarged, reduced, or shifted moderately as the needs of the occasion indicate, with the provision that if it overlaps the Field of Interest of another IEEE Society to the extent that interference occurs, the IEEE Technical Activities Board may draw up lines of demarcation, and that if some other IEEE Society wishes to enlarge its field to the disadvantage of this Society, this Society will reasonably and in good faith consider the proposals and abide by any decisions of the IEEE Technical Activities Board.

Article IV - Financial Support

Section 1. The Society may levy dues on its members for publications and other authorized Society activities. Society membership may be maintained only by regular payment of the Society dues. Any

member of the Society who is delinquent in paying the Society dues shall be dropped from the membership in accordance with the policies and Bylaws of the IEEE. The Society may increase its dues only when the IEEE is notified in accordance with the Bylaws and policies of the IEEE, with the increase to take effect as of the following January 1st.

Section 2. The Society may make registration charges at its meetings, symposia, conferences, etc. The registration fee for non-IEEE members shall be at least 25 percent higher than it is for IEEE members and for Society members.

Section 3. The Society may not make registration charges for attendance at one or more sessions organized as part of a general meeting operated by the IEEE at a national, regional, or sectional level.

Section 4. The Society may raise revenues by other means, such as advertising, shows, requests for contributions, etc., provided such means do not conflict with policies and revenue means of the IEEE, or encroach on previously established revenue sources of other IEEE entities. The Society must receive from the IEEE an opinion that a proposed method of raising revenue is not against IEEE policy before embarking on the proposed plans.

Section 5. The Society may, after approval of the IEEE, make a charge for sending out announcements or other information to IEEE members who are not Society members to cover the extra expense thereby involved.

Article V - Management and Officers

Section 1. The Society shall be managed by an Administrative Committee known as the Board of Governors consisting of 18 members of the Society elected by the members of the Society, 8 9 Executive Officers as defined in Section 3, and 6 other members of the Society appointed as described in the Bylaws.

Section 2. The term of office of each of the eighteen members of the Board who are elected by the Society Membership shall be three years, one third of these members being elected each year. No elected member of the Board of Governors shall serve for more than two consecutive three-year terms. The term of office of each of the appointed members of the Board of Governors shall be two years commencing on January 1st of the year following their appointment, one half of these members being appointed each year.

Section 3. The Executive Officers of the Society shall be: President, Vice President for Technical Activities, Vice President for Financial Activities, Vice President for Member Activities, Vice President for Publication Activities, Vice President for Conference Activities, Vice President for Diversity, Outreach, and Development Activities, Director of Operations, and, in alternating years, the Immediate Past-President or the President-Elect. The Board of Governors shall annually elect each of the Vice Presidents for one-year terms of office beginning January 1st of the year following their election. Prior to the final year of the President's term, the Board of Governors shall elect the President-Elect who shall become President of the Society at the conclusion of the President's term, at which time the President becomes Immediate Past-President. The normal period of service for the President is two years and the President shall not serve for more than one consecutive two-year term. The normal period of service of the Immediate Past-President is one year. The normal period of service in one Vice-President office is two consecutive terms. No Vice-President shall serve in one office for more than three consecutive terms. The normal period of service for the Director of Operations is four years and the Director of Operations shall not serve for more than two consecutive four-year terms.

No officer shall hold two offices of the Society simultaneously. At the time of the election of the President-Elect, the nominee shall have served as a Vice President or as Director of Operations not more than 6 years prior to the date of election and shall have been elected as a member of the Board of Governors at some stage.

Each Vice President, at the time of election to office, shall be serving a current term as Vice President, or shall have served as an elected member of the Board of Governors not more than six years prior to the date of election, with 2 inclusions as noted in the following. Eligibility for the Vice President for Publication Activities shall include, in addition to the previously noted candidates, the Editors-in-Chief of the Society publications who have served in that role not more than six years prior to the date of their election. Eligibility for the Vice President for Conference Activities shall include, in addition to the previously noted candidates, the General Chairs of the Society's primary conference (CDC) who have served in that role not more than six years prior to the date of their election.

Section 4. The President, under the direction of the Board of Governors, shall have responsibility for supervision of the affairs of the Society. The President shall preside at meetings of the Board of Governors, and at general meetings of the Society, and have other powers and perform such other duties as may be provided for in the Society Bylaws, or as may be delegated by vote of the Board of Governors. The President is an ex-officio member of all committees of the Society and shall represent the Society on the IEEE Technical Activities Board.

Section 5. The President-Elect shall assist the President in the general supervision of the Society. The President-Elect shall have such duties as may be delegated by the President and the Society board of Governors, and as may be provided for in the Society Bylaws. At the President's request, the President-Elect shall assume the duties and prerogatives of the President. In the case of incapacity or vacancy occurring in the Presidency, the President-Elect shall fill the unexpired term as Acting President. In the absence of the President-Elect, these duties and prerogatives of the President may be assigned to the most recently available Past-President including, in the case of a casual vacancy of the President, the role as Acting President for the President's unexpired term.

Section 6. The Vice President for Financial Activities shall have overall responsibility for the finances of the Society.

Section 7. The Vice President for Member Activities shall have overall responsibility for membership-related activities of the Society.

Section 8. The Vice President for Technical Activities shall have overall responsibility for the technical activities of the Society.

Section 9. The Vice President for Conferences Activities shall have overall responsibility for conference-related activities of the Society.

Section 10. The Vice President for Publication Activities shall have overall responsibility for publication-related activities of the Society.

Section 11. The Vice President for Diversity, Outreach, and Development Activities shall have overall responsibility for all activities of the Society related to Diversity, Outreach, and Development.

Section 12. Prior to assumption of the Presidency, the President-Elect shall appoint, subject to the approval of the Board of Governors, the Director of Operations, the editors and associate editors of Society publications, the Chairs of the Standing Committees, the Chairs of the Technical Committees, and

other Society committee chairs and representatives who will serve during the President-Elect's subsequent term as President. Unless otherwise specified in the Constitution or Bylaws any appointed members of Society Committees or Boards are appointed subject to the approval of the President. Prior to the second year of their term as President, these appointments shall be made by the President. The Board of Governors reserves the right to remove any appointee from office whom they deem unfit to serve, if such removal is supported by at least a 2/3 majority of the Board of Governors.

Section 13. Standing Committees are specified in the Bylaws. Other committees may be authorized by vote of the Board of Governors, and Chairs of such committees shall be appointed by the President of the Society.

Section 14. Newly elected members of the Board of Governors shall assume office on the first of January each year, unless a different time is provided by the Bylaws.

Section 15. All appointed officers and committee members shall serve concurrently with the President who appointed them, or until their successors are appointed or their committee is dissolved.

Section 16. The Board of Governors shall utilize the services of the IEEE as bursar (except as specified hereunder), in which case funds will be handled under rules established by the IEEE. The Board of Governors may authorize the Vice President for Financial Activities (or another person if the need so arises) to open an account for the deposit and disbursement of funds related to a specific purpose such as a symposium or technical conference. For other special circumstances, such as cosponsorship of a symposium, the Board of Governors shall make prudent arrangements to safeguard the Society funds that may be involved.

Section 17. The Society's financial affairs shall be handled in accordance with IEEE rules and regulations. All budgets shall be authorized in advance by the Board of Governors, and not be exceeded without written approval from the Vice President for Financial Activities. Officers may make commitments in conformance with previously approved budgets and authorizations. The officially constituted Executive Officers of the Society shall have the sole authority to obligate funds and assets of the Society.

Section 18. Monies held by or for the Society legally belong to the IEEE, and such monies shall not be expended for purposes known to be inimical to the interests of the IEEE.

Article VI - Election of the Board of Governors

Section 1. The election of the eighteen members of the Board of Governors who are elected by the Society membership shall be by a method detailed in the Bylaws, which method shall include a suitable provision for additional nominations by Society members other than members of the Board of Governors, and shall include a provision for election by a mail ballot by the Society members.

Section 2. Within-term vacancies on the Board of Governors shall be filled by appointments for the unexpired terms by the remainder of the Board of Governors.

Article VII - Subgroups of Members of the Society

Section 1. The Board of Governors may authorize the establishment of groups of members for promoting the objectives and interests of the Control Systems Society. The Board of Governors may terminate the

existence of any such group. The Bylaws may provide specifications and operating rules for any such groups that may be established.

Section 2. A regional sub-group formed within an IEEE Section shall be known as a Chapter. Chapters may assist the Board of Governors of the Society in the management of a meeting or symposium promoted by the Society within their regions and shall be responsible for coordinating such activities with their respective IEEE Sections. A Chapter may promote meetings of the Section in the Field of Interest of the Society.

Article VIII - Meetings

Section 1. The Society may hold technical meetings, conferences, symposia, or workshops, either alone or in cooperation with other IEEE entities or other technical organizations, but approval of the IEEE must be obtained in advance in order to prevent conflicts of dates or technical fields of interest.

Section 2. Meetings, conferences, or conventions of the Society shall be open to all. Society-sponsored or cosponsored technical meetings shall not be held in apparent conflict with other IEEE meetings unless such conflict has been negotiated with the affected entities and resolved at appropriate levels of the IEEE.

Section 3. Meetings of the Board of Governors shall be held at such times as are found necessary. Meetings of the Board of Governors may be called by the President or upon request by two other members of the Executive Committee.

Section 4. A majority of voting members of the Board of Governors or any committee thereof shall constitute a quorum. In any meeting with a quorum, the vote of a majority of the votes of the members present and entitled to vote, at the time of vote, is sufficient for passage of any motion within the domain of the Board of Governors, except for passage of Amendments to the Society Constitution or Bylaws which require a two-thirds vote of those members of the Board present at the meeting.

Section 5. The Board of Governors shall conduct its business according to the parliamentary rules of the current edition of "Robert's Rules of Order," except as otherwise provided in the Society Bylaws.

Section 6. The Board of Governors 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. The Board of Governors or any committee thereof may take action without a meeting if applicable (e.g. email voting, mail correspondence), if in the opinion of the President of the Society matters requiring action can be adequately handled in that manner. An affirmative vote of a majority of all the members of the Board of Governors or any committee thereof is necessary for approval of actions handled in this manner, except for Amendments to the Society Constitution or Bylaws which require a two-thirds vote of all the members of the Board of Governors for passage. 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 Board of Governors or any committee thereof. "Electronic transmission" means any form of electronic communications, 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.

Section 7. Individuals holding more than one position on the Board of Governors or any committee thereof ~~thereof~~, shall be limited to one vote on each matter being considered by the Board of Governors or that committee. Proxy voting is not allowed in any meeting of the Board of Governors or committees.

Section 8. The presiding officer of the Board of Governors or any committee thereof shall have no vote on the Board of Governors or any committee thereof except if the vote is by secret ballot or unless the Presiding Officer's vote can change the outcome of the vote.

Article IX - Publications

Section 1. As authorized by the Board of Governors, the Society shall publish transactions, magazines, conference proceedings, or other publications. Publications shall be at the Society's risk and expense except when otherwise arranged with the IEEE. Publication activities will be undertaken in accordance with IEEE rules.

Section 2. No policy of the Society shall restrict a member from publishing in any other journal.

Article X - Amendments

Section 1. Amendments to this Constitution may be initiated by a petition submitted by 25 members of the Society, or by the Board of Governors, such petition being submitted to the IEEE for any approvals that may be required by the IEEE Bylaws. After such approval has been secured, the proposed amendment shall be submitted to the Board of Governors for their approval by either a two-thirds vote of the Board of Governors in meeting assembled or by a two-thirds vote of all of the members of the Board by communication from the President to each member of the Board. After such approval, the amendments must be submitted to the IEEE Vice President, Technical Activities for approval, in accordance with the process outlined in the TAB Operations Manual. Amendments so approved become effective 30 days after their publication in a Society publication sent to all members unless 10 percent of the Society membership objects within 30 days after publication. If 10 percent of the membership objects to a proposed change in the Constitution, then that change will be submitted by mail ballot to all members of the Society and approval of two-thirds of those voting will be necessary for its enactment, provided however, that not less than 30 days shall have elapsed between the mailing of the voting ballots and the counting of the returned ballots. The Magazine may be used for distributing ballots and information on the proposed changes.

Section 2. Suitable Bylaws to this Constitution may be adopted by a two-thirds vote of the Board of Governors in meeting assembled provided that notice of the Proposed Bylaws has been sent to each member of the Board of Governors at least 30 days prior to such meeting, or by a two-thirds vote of all the members of the Board of Governors by communication from the President to each member. No Bylaw shall take effect until 30 days after it has been published in a Society publication sent to all members of the Society, and copies have been mailed to the appropriate IEEE office.

No Bylaw change shall take effect until it has been approved by the IEEE Vice President, Technical Activities. After such approval, the amendment will take effect 30 days after it has been published in a Society publication sent to all members.

*Effective Date of Society Board of Governors approval: **May 24, 2021***

*Effective Date of VP, IEEE Technical Activities approval: **June 7, 2021***

*Effective Date of Society approval: **October 16, 2021** (30 days after publication in the society magazine.)*