

Bylaws

Version 2.0 1-15-08 Mike Harris

- Version sent to IEEE Hqs. for approval
- Corrected typos

Version 1.0 5-28-07 Mike Harris

- Updated guidelines on Honorary Life Members approved June 2006 in Section 3.3.2.1
- Incorporates IEEE "Must Haves" as approved by TAB June 2006 and approved by MTT-S AdCom October 2006 in Sections 4.1.2.1.1 and 5.2.13
- Adds proposed change in Section 4.2.5 regarding within-term vacancies of three most recent Past Presidents
- Adds version control to bylaws

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SECTION 1.0 OBJECTIVE

These Bylaws provide detailed guidance for the supervision and management of the affairs of the IEEE Microwave Theory and Techniques Society (MTT-S), hereafter referred to as "the Society," in accordance with the Society Constitution.

SECTION 2.0 SOCIETY MEMBERSHIP

2.1 ELIGIBILITY - All IEEE members shall be eligible for membership in the Society upon payment of the annual fee as prescribed in the Procedures Manual.

2.2 AFFILIATES - Individuals who are not members of the IEEE but who are members of other Professional and/or Technical Societies approved by the IEEE may be accepted as affiliates in the MTT-S with application and appropriate payment of annual fees.

2.3 CHAPTERS - The Society may approve the formation of Chapters within the Section in which the Chapter is located to promote the technical interests of the Society. Chapters may assist the Administrative Committee in the management of the Society's Symposium held in the region in which the Chapter is located.

SECTION 3.0 ADMINISTRATIVE COMMITTEE

3.1 In accordance with Article VI of the Constitution the Society shall be managed by an Administrative Committee consisting of no less than 18 and no more than 24 elected members plus additional Ex-Officio Members as provided in these Bylaws. At present, no more than 21 elected members of the Administrative Committee are required, and the Administrative Committee reserves the right to adjust the membership from the minimum of 18 to the maximum of 24.

3.2 OFFICERS

3.2.1 PRESIDENT - The President shall have general supervision of the affairs of the Society. The President shall preside at meetings of the Administrative Committee and at general meetings of the Society and have such other powers and perform such other duties as may be

provided in the Society Bylaws, or may be delegated to him by vote of the Administrative Committee. The President shall be an ex-officio member of all committees of the Society.

3.2.2 PRESIDENT-ELECT- The President-Elect shall perform the duties of the President in the President's absence or incapacity. In addition the President-Elect shall perform duties as provided in the Society Bylaws or delegated by the President or by vote of the Administrative Committee.

3.2.3 SECRETARY - The Secretary shall be responsible for keeping and distributing minutes of meetings of the Administrative Committee, general meetings of the Society and for other events as called on by the President or the Administrative Committee. The Secretary shall perform such other duties as may be provided in the Society Bylaws.

3.2.4 TREASURER - The Treasurer shall be responsible for keeping the financial records of the Society and reporting the financial status to the Administrative Committee at regularly called meetings and at other times as requested by the President or the Administrative Committee. The Treasurer shall perform such other duties as may be provided in the Society Bylaws.

3.3 MEMBERSHIP

3.3.1 ELECTED MEMBERS of the Administrative Committee must be members of the Society and of, at least, Member grade in the IEEE. Elected Members have full rights and voting privileges on all matters before the Administrative Committee as defined in the Constitution and these Bylaws.

3.3.2 EX-OFFICIO MEMBERS shall serve on the Administrative Committee as provided by these Bylaws. Ex-Officio Members have all discussion and voting privileges in matters before the Administrative Committee, except that no vote may be cast to elect members to the Administrative Committee nor to elect the President-Elect of the Society. Ex-Officio members are not included in a quorum count. Ex-Officio members may serve on or chair standing and ad hoc committees.

3.3.2.1 HONORARY LIFE MEMBERS of the Society have all the rights of Ex-Officio Members of the Administrative Committee, with the

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exception that only three may exercise the voting rights of Ex-Officio Members.

3.3.2.2 PAST PRESIDENTS of the Society shall be Ex-Officio members and have full rights and voting privileges of Elected members of the Administrative Committee for three years following their term of office as President, provided that membership in good standing is maintained in the Society and the IEEE. Any remaining years of a Past President's elective term will be vacated and be filled as a within-term vacancy in accordance with Section 4.0 of these Bylaws. Past Presidents will be ineligible for re-election to the Administrative Committee for three years after their terms as President.

3.3.2.3 THE EDITORS of the Archival Technical Journals published by the Society, if not Elected Members of the Administrative Committee, shall be Ex-Officio Members of the Administrative Committee during their tenures in those offices. These Editors must be Members of the Society and of the IEEE.

3.3.2.4 ADDITIONAL EX-OFFICIO MEMBERS may be designated by the President for the duration of his or her term. Such Ex-Officio members must chair a Standing or Ad Hoc Committee, or be functioning in a similarly substantial role for the Society, and their appointments to such a substantial role must be approved by the Administrative Committee. There may be no more than 3 Ex-Officio Members of the Administrative Committee, beyond those provided for elsewhere in these ByLaws.

3.3.3 NON-VOTING MEMBERS of the Administrative Committee may participate in discussions of all matters before the Administrative Committee but do not have a vote on any Administrative Committee business. Non-Voting members shall receive notification of meetings and copies of the minutes of meetings. Non-Voting members who chair standing or ad hoc committees may bring motions to the floor at meetings of the Administrative Committee.

3.3.3.1 If not an Elected or Ex-Officio Member of the Administrative Committee, the following shall be Non-Voting Members during their tenure in office:

- Secretary of the Administrative Committee
- MTT-S Chapter Chairs
- Chairs of Standing Committees

- Chairs of Ad Hoc Committees
- Designated representatives to other IEEE Entities
- Members of Advisory Committees of the Administrative Committee
- Chairs of MTT-S Technical Committees

SECTION 4.0 NOMINATION, ELECTION AND APPOINTMENT OF ADMINISTRATIVE COMMITTEE MEMBERS, OFFICERS AND COMMITTEES

4.1 NOMINATIONS

4.1.1 On or before February 1 of each year, the President of the Society shall appoint the Nominations and Appointments Committee in accordance with Section 4.3.3 of these Bylaws which shall be constituted in accordance with Section 5.2.12 of these Bylaws.

4.1.2 MEMBERSHIP NOMINATIONS

4.1.2.1 Each year prior to elections by Society membership, the Nominations and Appointments Committee shall select a slate of members of the Society holding IEEE Member rank or above to fill the vacancies in the Elected membership which will occur on the Administrative Committee on the following January 1. The nominees or potential nominees must be contacted prior to the election to ascertain that they will actively participate if elected. The nominees must choose to participate in either the election by Society membership or the election by the Administrative Committee.

Additional nominations may be made by members of the Administrative Committee or by 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 and shall be determined in accordance with IEEE petition requirements as prescribed in 4.1.2.1.1.

4.1.2.1.1 For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit,

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provided such nominations are made at least 28 days before the date of election. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the 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.

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. 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.

4.1.2.1.2 For elections by the Society membership or by the Administrative Committee, the total number of nominees shall be at least one-and-a-half times the total number of vacancies, not including petition candidates.

4.1.2.1.3 Those nominated candidates not elected by the Society membership shall not be included among the candidates for election by the Administrative Committee.

4.1.2.2 The Chair of the Nominations and Appointments Committee shall cause to be published and distributed to the entire Society membership a timely call for nominations in a publication provided to all members of the Society.

4.1.3 PRESIDENT-ELECT NOMINATIONS - Each year, before the Fall Meeting of the Administrative Committee, the Chair of the Nominations and Appointments Committee shall solicit nominees for the office of President-Elect from each voting member of the Administrative Committee. Each nominee shall be, at least, IEEE Senior Member rank. The nominees shall be contacted by the Nominations and Appointments Chair prior to the Fall Meeting to ascertain that they will actively participate, if elected.

4.1.4 DIVISIONAL DIRECTOR - Every two years, for purposes of election to office commencing on odd years, the Nominations and Appointments Committee shall recommend to the President up to two Senior Members or Fellows from the Society representing a consensus of the Administrative Committee as candidates for Division Director and shall ascertain their desire to serve. Candidate(s) name(s) will be forwarded by February 1 to the Divisional Director or the Division Nominations Committee.

4.1.5 OTHER IEEE NOMINATIONS - The Nominations and Appointments Committee shall recommend to the Society President candidates for Institute or TAB positions as requested.

4.2 ELECTIONS - The Administrative Committee shall be elected in two groups: 1) 3 members elected by the membership of the Society and 2) 18 members elected by the Administrative Committee. Each year one third of each group shall be elected.

4.2.1 ELECTION BY SOCIETY MEMBERS - The Nominations Committee shall submit the names of all candidates to an impartial party, not subsidiary to the Society or controlled by any of its members, to hold an election by ballot. Each member of the Society is eligible to cast a single vote for each open position. Results must be complete and reported to the President and Secretary prior to the Fall Meeting.

4.2.2 ELECTION BY THE ADMINISTRATIVE COMMITTEE - The Administrative Committee shall hold elections in two phases: voting and confirmation. The first phase of voting shall occur immediately prior to the meeting held in the Fall each year called the Fall Meeting. All Elected Members and the three immediate Past Presidents are eligible to vote. This first phase of voting may be conducted by mail or electronic

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communication and shall employ the Single Transferable Vote method. The results shall be announced at the Fall Meeting. The second phase of the election process is confirmation. The candidates will become officially elected when the results are confirmed by a majority vote of Elected Members and the three immediate Past Presidents present at the Fall Meeting. If the results are not confirmed, an election by majority shall occur at the Fall Meeting. The names of the newly Elected Members shall be transmitted to the Staff Secretary of the Technical Activities Board. Unless disapproval of such Elected Members is received within 60 days of each transmittal, the elections shall become final.

4.2.3 CONTINGENT ELECTIONS - The Administrative Committee may make contingent elections to be effective in case an Elected Member fails to accept the office or a disapproval is received from TAB.

4.2.4 PRESIDENT AND PRESIDENT-ELECT - At the Fall Meeting, the Administrative Committee shall elect as its President-Elect one of the Elected Members of the Administrative Committee for the year beginning on the succeeding January 1. The President-Elect shall serve a one-year term and succeed, without further election, to the position of President for a one-year term. If necessary, the President's term as an Elected Member of the Administrative Committee shall be extended by one year to ensure that the President is an Elected Member of the Administrative Committee.

4.2.5 WITHIN-TERM VACANCIES - Within-term vacancies amongst the Elected Members of the Administrative Committee shall be filled by elections for the unexpired terms by the remainder of the Elected Members of the Administrative Committee and the three (3) most recent Past Presidents. Within-term vacancies of the three most recent Past Presidents positions, shall be filled by the next most immediate past president available and willing to serve.

4.3 APPOINTMENTS

4.3.1 SECRETARY - The incoming President shall submit to the Administrative Committee the name of a proposed Secretary for appointment, who must be a member of the Society. If a

majority of the members of the Administrative Committee do not object within 30 days by oral or written announcement to the Administrative Committee, the appointment becomes final. If a majority of the members object, new name(s) must be submitted. The incumbent Secretary shall remain in office until a successor takes office.

4.3.2 TREASURER - The incoming President shall submit to the Administrative Committee the name of a proposed Treasurer for appointment, who must be an Elected Member of the Administrative Committee. If a majority of the members of the Administrative Committee do not object within 30 days by oral or written announcement to the Administrative Committee, the appointment becomes final. If a majority of the members object, new name(s) must be submitted. The incumbent Treasurer shall remain in office until a successor takes office.

4.3.3 STANDING COMMITTEES - Standing Committees shall be appointed by the President as soon as possible after election as President. Such committees shall hold office for one year coincident with the term of the appointing President except as otherwise noted in these Bylaws. It is discretionary with the President to appoint any part or all of the Standing Committee, or to appoint the Chair only of each committee and request the latter to appoint additional committee members.

4.3.4 AD HOC COMMITTEES - The President shall create Ad Hoc Committees when, in the President's judgment, such committees are required.

SECTION 5.0 ADMINISTRATION

5.1 ADMINISTRATIVE COMMITTEE MEETINGS

5.1.1 MEETING NOTICES - Meetings of the Administrative Committee shall be held for the purpose of transacting business provided each Administrative Committee member shall have been sent notice of the time and place of such meeting, at least, 20 days prior to the scheduled date of the meeting.

5.1.2 QUORUM - A quorum of the Administrative Committee in accordance with Article VIII, Section 4 of the Constitution must be

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present to conduct business. If less than a quorum is present at a duly called meeting, tentative actions may be taken which will become effective upon subsequent ratification, either at a subsequent meeting, by mail or by electronic contact by a sufficient number of members to constitute a majority of the voting members of the Administrative Committee

5.1.3 ORDER OF BUSINESS - Robert's Rules of Order shall govern conduct of Administrative Committee business in all matters not otherwise specified in the Constitution or these Bylaws.

5.2 STANDING COMMITTEES

5.2.1 INTERNATIONAL MICROWAVE SYMPOSIUM COORDINATING COMMITTEE (IMSCC) - The International Microwave Symposium Coordinating Committee shall identify guidelines and best practices for the International Microwave Symposium (IMS). These guidelines and best practices will be communicated by regular committee meetings to future Symposium Chairmen. The IMSCC shall review the progress of upcoming Symposia preparations on a regular basis and report their progress to the Administrative Committee. The committee will also be responsible for identifying and coordinating negotiation of any multi-year contractual agreements to support the Symposium. The IMSCC shall establish procedures for site selection of the IMS. The Chair of this committee shall be a former General Chair of the International Microwave Symposium, and shall be appointed by the Society President. Members of the committee shall include all future Symposium Chairman and the previous two past Chairmen and other members as may be appointed by the IMSCC Chairman or the Administrative Committee.

5.2.2 MEETINGS AND SYMPOSIUM COMMITTEE - The Meetings and Symposium Committee (MSC) shall recommend technical meetings, symposia and conferences appropriate for Society interests to the Administrative Committee for sponsorship, cosponsorship, technical cosponsorship and cooperation. The MSC shall identify guidelines, procedures and best practices for all meetings, symposia and conferences sponsored and cosponsored by the Society, with the exception of the International Microwave Symposium. The MSC shall, as required, assist conference committees in planning

approved meetings, symposia and conferences of the Society. These procedures when approved or revised by the Administrative Committee shall be included in the Procedures Manual. For fully or cosponsored meetings the MSC will assist organizers with financial arrangements, budgeting and publicity. For technically and cooperatively supported meetings, assistance will be limited to marketing and publicity. Meetings, symposia and conference chairs approved by the Administrative Committee shall continue until activities of the event for which they were appointed to manage are completed.

5.2.3 PUBLICATIONS COMMITTEE - The Publications Committee shall be responsible for publication and dissemination of technical information of interest to the Society. The Committee shall be responsible for the Archival Technical Journals of the Society. The Committee is also responsible for notifying the technical community of meetings, special publications and other information of interest to the Society through its publications. Editors of the Society Archival Technical Journals are recommended by the Chair of the Publications Committee and approved by the Administrative Committee. The duties of the Editors of the Society Archival Technical Journals are included in the Procedures Manual.

5.2.4 EDUCATION COMMITTEE - The Education Committee shall be responsible for the promotion and coordination of activities furthering the cause of education as it relates to the Society. The committee shall institute and administer educational-aid programs to be wholly or partially sponsored by the Society. These activities shall encompass both support of student educational activities and continuing education for the Society membership. The Committee shall obtain all necessary IEEE approvals to implement each activity.

5.2.5 OPERATIONS COMMITTEE - The Operations Committee shall be responsible for the operational conduct and advisory administration of the Society and the Administrative Committee. It shall be responsible for maintaining the Constitution, the Bylaws and the Procedures Manual; for ensuring the proper conduct of business meetings; for maintaining historical collection; for publicity and public relations activities; and for providing membership an

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alternate channel to the IEEE Service Center for addressing problems.

5.2.6 STANDARDS COORDINATING COMMITTEE - The Standards Coordinating Committee shall be responsible for establishing and/or reviewing IEEE Standards within the scope of interest of the Society. The Committee shall periodically upgrade existing standards and shall initiate standards in new areas when they have become sufficiently established. The Chair of the Standards Coordinating Committee shall appoint Ad Hoc Standards Committees to deal with specific areas requiring standardization.

5.2.7 LONG-RANGE PLANNING COMMITTEE - The Long-Range Planning Committee shall be responsible for review of advanced goals and policies of the Society and shall submit recommendations to the Administrative Committee.

5.2.8 TECHNICAL COORDINATING COMMITTEE - The Technical Coordinating Committee shall investigate, evaluate and, as appropriate, promulgate new and/or peripheral technologies of interest to the Society. The Technical Coordinating Committee shall appoint Technical Committees for each technology of interest to the Society and conduct special and periodic technical meetings as directed by the Administrative Committee.

5.2.9 MEMBERSHIP SERVICES COMMITTEE - The Membership Services Committee shall encourage membership in the Society and shall maintain records of Society membership. The Committee is responsible for promotion of the Society's interests through the formation of new Society Chapters, maintaining supporting liaison with existing Society Chapters and promulgating activities which encourage membership in the Society. The Membership Services Committee shall disseminate publicity and information of interest on the IEEE and the Society to the Chapters and to the Society membership.

5.2.10 AWARDS COMMITTEE - The Awards Committee shall recommend candidates to the Administrative Committee for Society awards and recognitions as documented in the Procedures Manual and shall cooperate with the IEEE in recommending members of the Society for IEEE awards. The term of the Awards Committee Chair shall normally begin on October 1 of the

year in which that Chair is appointed. The term of office shall normally be more than one year. The Chair should be a Past President of the Society and shall hold the grade of Fellow of the IEEE.

5.2.11 BUDGET COMMITTEE - The Budget Committee shall be responsible for creating the Society budget for the following year, reporting the budget to and seeking approval of the Administrative Committee, monitoring the financial operations of the Society in the current year and recommending priorities and guidelines on income and expenditures. The Committee shall receive all requests for discretionary expenditures and recommend approval or disapproval to the Administrative Committee, based on analysis of the impact on the budget.

5.2.12 TRANSNATIONAL COMMITTEE - The Transnational Committee shall be responsible for promoting non-US international activities. The Committee shall address specific needs of the non-US membership, and assure that this part of the membership is adequately represented in all facets of the Society. The Transnational Committee shall report on and recommend those non-US activities considered beneficial to the Society.

5.2.13 NOMINATIONS AND APPOINTMENTS COMMITTEE - This Committee shall suggest candidates for Members and Officers of the Administrative Committee in accordance with Sections 3.0 and 4.0 of these Bylaws and shall be responsible for recommending to the Administrative Committee nominees for all IEEE positions for which the Society can nominate. The Committee shall assist and provide nominations to the President and President-Elect names of individuals for appointment to positions and on committees.

The Chair of the N&A Committee shall be a Past President or Honorary Life Member of the society. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the N&A Committee available shall be the Chair of the N&A Committee. With extenuating circumstances, a different individual may be appointed to this position by the Administrative Committee President.

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Chairs shall not be eligible to be elected to the Administrative Committee during their term of service.

At least two-thirds of the voting members of the N&A Committee shall be elected or appointed by the Administrative Committee.

A member of the N&A 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.

5.3 FINANCES

5.3.1 BURSAR - The Society shall use the service of the IEEE as Bursar in accordance with the Constitution and the policies of the IEEE.

5.3.2 FEES - Each member of the Society shall be assessed a yearly fee, established by the Administrative Committee, which money will be used for the publications and activities of the Society and/or the IEEE. The fee schedule shall be recorded in the Procedures Manual.

5.3.3 AUTHORIZATION FOR PAYMENT OF BILLS - The approval of one Administrative Committee Officer is needed in the case of bills presented to IEEE Headquarters for payment. The approval of two Administrative Committee Officers is required for payments to any member of the Society or of the Administrative Committee. The Treasurer will be responsible for requesting all disbursements from IEEE Headquarters.

5.3.4 OPERATING BUDGET - The Administrative Committee shall establish by a majority vote an annual operating budget for the operation of committees and activities of the Society. Requests for advances, reimbursements or payment of bills within the limits of the established budget for any committee shall be sent by the committee Chair to the Treasurer in accordance with Paragraph 5.3.3 above.

5.3.5 SYMPOSIUM ADVANCES - The Administrative Committee may make an advance

to the Steering Committee of a Symposium of the Society in accordance with 5.3.4 of these Bylaws.

5.3.6 SYMPOSIUM FINANCES - All financial arrangements for a Symposium or other special activity shall be in accordance with prudent management procedures, applicable IEEE policies, and any special conditions imposed by the Society. Money deposited in a Symposium or similar account shall be identified with the Society and IEEE. In the event of activities cosponsored with others, a clear and explicit statement of the financial arrangements shall be reduced to writing at the outset in a Memorandum Of Understanding (MOU).

5.4 ADMINISTRATIVE YEAR - The administrative year of the Society shall be January 1 through December 31 of the same year.

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SECTION 6.0 AMENDMENTS TO THE BY-LAWS AND PROCEDURES MANUAL

6.1 BY-LAWS - Changes to these ByLaws may be made in accordance with the Society Constitution, Article IX, Section 2.

6.2 PROCEDURES MANUAL - Suitable amendments to the Procedures Manual may be adopted by a majority vote on motion to the Administrative Committee.