

1.0 INTRODUCTION

These Bylaws provide detailed guidance for the supervision and management of the affairs of the IEEE Solid-State Circuits Society (SSCS) in accordance with the Society Constitution. Amendments may be made by means of the procedures described in Article IX, Section 2, of the Constitution:

2.0 MEMBERSHIP

There shall be only one grade of Society membership, available to all IEEE membership grades upon payment of Society membership dues as specified in Bylaw 8.0, as set forth in Article III of the Society Constitution.

2.1 Affiliates

A Society member who is an Affiliate of the IEEE cannot serve in any elective office in the Society or in a Chapter. An Affiliate can serve on a Society committee, in any appointive office in the Society or in a Chapter of the Society. A Society Affiliate is entitled to receive notices of all meetings sent to Society members and, by payment of IEEE and Society Affiliate member charges, to receive copies of publications of the Society and to attend and to participate in any functions of the Society.

2.2 Reduced Fees

Reduction of the annual fee shall be made for student members, life members, unemployed members, retired members, and such other special categories as may be provided in IEEE rules and regulations.

3.0 ADMINISTRATIVE COMMITTEE (ADCOM)

Article V, Section 1, of the Constitution provides that the Administrative Committee (herein after referred to as the AdCom) shall consist of 15 elected members-at-large, the Society officers, plus ex-officio members. Adoption of a bylaw or amendment to a bylaw, shall be governed by the provisions of Article IX, Section 2 of the Society Constitution.

3.1 International Representation of AdCom

The Society shall foster the active participation and collaboration of international members in its activities. The AdCom may appoint up to 3 ex-officio members as representatives of the regions other than the U.S. regions. Those appointed will serve 1 year terms as ex-officio AdCom members with vote.

3.2 Conduct of Business

Unless otherwise provided, a majority vote of the members attending an AdCom meeting at which a quorum is present shall be sufficient for the conduct of its business.

3.3 AdCom Meeting Attendance Requirement

In order to ensure a continuously active AdCom, elected members and ex-officio members with vote who miss two consecutive AdCom meetings shall be dropped from membership in the absence of extenuating circumstances. Vacancies thus or otherwise created shall be filled in the manner described in Article VI, Section 3 of the Constitution.

3.4 Conduct of AdCom Meetings

Robert's Rules of Order (Revised) shall govern the conduct of AdCom meetings on all matters not otherwise specified in these Bylaws or the Constitution.

4.0 NOMINATION AND ELECTION OF ADCOM

4.1 Nominations Committee

The SSCS will follow IEEE Bylaw I-308.1 to form the nominations committee.

a. The Nominations Committee shall consist of a Chair and at least four additional members.

b. The Chair of the Nominations Committee shall be the Past President of the SSCS. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations Committee available shall be the Nominations Committee Chair. With extenuating circumstances, a different individual may be appointed to this position.

c. At least two-thirds of the voting members of the Nomination Committee shall be elected or appointed by the AdCom.

4.2 Nominations

The Nominations Committee Chair shall call for nominations from the Society membership in an issue of a Society publication available to all members by the end of January of the year of the election. The announcement will include procedures for submission of nominations by petition. Nominations from the Society membership must be received by the Society Executive Director by the end of February of the year of the election. By the end of April, the Nominations Committee Chair shall collaborate with the Nominations Committee to determine its slate of candidates. The number of candidates must be at least 1.5 times the number of vacancies to be filled. All nominees shall have indicated a willingness to serve if elected. The Nominations Committee shall be guided in its selection by considerations of proper representation of geographical areas and equitable representation of the various technical interests within the Society.

4.3 Eligibility

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

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

b. Any member of the Society in good standing, not otherwise disqualified, is eligible for election to the AdCom.

4.4 Petition Candidates

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, 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.

4.5 Election

The candidates receiving the highest number of votes shall be elected. The term of office shall commence on January 1 of the year following the election.

4.6 Notification of Election Results

Immediately upon receiving the election results, the Nominations Committee Chair shall notify all candidates and the Society Officers and AdCom members.

4.7 Terms of Office for Members-at-Large

The terms of the 15 Members-at-Large shall be for three years, with five members to be elected each year. Only two consecutive full terms are permitted. Eligibility is restored after a lapse of one year.

5.0 OFFICERS

As stated in Article V of the Constitution, the officers of the Society shall be the President of the Society, Vice President of the Society, Secretary, Treasurer, and Past President. All officers have full voting privileges, as defined or limited in Article V Section 7 of the Constitution.

5.1 Term of office

The terms of office for President of the Society and Vice President of the Society shall be two years, commencing on January 1 after the year of election. The President of the Society and Vice President of the Society may not serve two consecutive terms in their respective offices. Eligibility to serve as the President is restored after a lapse of four years. The term of the Past President shall be two years, commencing upon completion of the term as President.

The terms of office for Secretary and Treasurer shall be one year, with reappointment allowed. The above notwithstanding, all officers shall continue to serve until their successors take office.

5.2 President

The President shall supervise the affairs of the Society and shall speak for the Society on all matters not specifically delegated to others.

5.3 Vice-President of the Society

The Vice-President shall fulfill the duties of the President in the absence or incapacity of the latter and from time to time shall fulfill such other functions as the President or the AdCom shall direct.

5.4 Secretary and Treasurer

The Secretary and Treasurer shall be responsible for keeping the records of the AdCom in the areas commonly ascribable to their functions. They shall prepare and distribute reports, notices, and/or such documents as may be required by the President and the AdCom.

5.5 Past President

Upon completion of his or her term in office, the President shall assume the office of Past President, and shall fulfill such responsibilities as the President or the AdCom shall direct.

6.0 NOMINATION AND ELECTION OF OFFICERS

6.1 Slate of Candidates

In odd-numbered years, the Nominations Committee shall prepare a slate of candidates for President and Vice President of the Society. Candidates shall be present-or-past members of the Society AdCom, and shall have expressed a willingness to serve if appointed by the AdCom.

6.2 Petition Candidates

Candidates may be nominated by a petition signed by at least three members of AdCom with full voting privileges, which has been received by the Chair of the Nominations Committee at least 45 days before the election date. The election date is

the last AdCom meeting of the year. The slate of candidates shall be distributed by the Nominations Committee Chair to the members of AdCom having full voting privileges at least 30 days prior to the election.

6.3 Election

The election shall be held at the last AdCom meeting of odd-numbered years. A majority of votes cast shall elect. The elected shall hold the title of President Elect. If the elected is the current Vice President, then the elected shall concurrently hold the title of Vice President of Society and President Elect.

7.0 EXECUTIVE OFFICE

Under the supervision of the Executive Director, the Executive Office functions to coordinate and carry-out the day-to-day operations, policies and procedures concerning all aspects of the Society's business. The Office is also responsible for maintaining corporate memory and providing ongoing and ad hoc management reports/documents. In addition, the Office serves as one of the Society's primary points of contact for both members and IEEE staff. The Society President exercises overall supervision of the Executive Office in coordination with the IEEE Managing Director for Technical Activities. The Executive Office staff shall be paid staff of IEEE, funded by the Society. Additions to staff shall be approved by the AdCom.

8.0 OPERATION OF ADCOM

8.1 Meetings

The AdCom shall hold at least two meetings each year. Other meetings of the AdCom shall be held at such times as are found necessary and convenient. Special meetings of the AdCom may be called at the discretion of the President or upon request of four other members of the AdCom, with at least 30 days' notice to all AdCom members.

8.2 Quorum

A quorum consists of a majority of the AdCom members with vote. Each member of the AdCom shall have only one vote irrespective of the number of AdCom positions with vote currently held, and can be counted only once for the purposes of a quorum.

8.3 Approval of Actions

The vote of a majority of the votes of the members present and entitled to vote at the time of the vote, provided a quorum is present, shall be the act of the outcome or any committee thereof. Proxy votes are not permitted.

8.4 Conduct of Business Other Than at Meetings

The AdCom or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. Normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.

The AdCom or any committee thereof may take action without a meeting if applicable (e. g. e-mail 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 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.

Business handled in this manner must be completed within 30 days of initial notification.

8.5 Minutes

Minutes of all AdCom meetings shall be issued by the Secretary or under his or her authority within 30 days of such meetings and be delivered to all AdCom members, with copies to be furnished to the IEEE Technical Activities Board Secretary at IEEE Headquarters.

8.6 Executive Committee

To help in the management of the Society, there shall be an Executive Committee comprised of the AdCom members holding the following positions: President, Vice President of the Society, Treasurer, Past President, and the Executive Director. The Executive Committee shall function to help the AdCom to develop and propose the strategic and long-term plans for the Society, oversee the finances and operations of

the Society and facilitate the proposing of new initiatives and policy end procedure changes. At its discretion, the AdCom may temporarily authorize the Executive Committee to make specific operating decisions for the AdCom.

9.0 DUES, FEES, and ASSESSMENTS

The Society may raise funds, as specified in Article IV of the Society Constitution and the IEEE Bylaws and rules and regulations. The AdCom shall review the Society dues, fees, and assessments at least annually to ensure usual and expected Society fiscal obligations will be satisfied.

9.1 Establishment of Dues, Fees, and Assessments.

Dues and fees shall be set by the AdCom annually. At the first AdCom meeting of the year, the Treasurer shall present the fiscal history, status and projections for the Society, and shall propose dues and fees for the next year. The AdCom shall adopt dues and fees for the next year in time to be reported by the Treasurer or President to the IEEE Technical Activities Board to be effective the subsequent year. Assessments may be proposed at any time.

9.2 Bursar

IEEE shall act as bursar for all Society funds except as specified hereunder. Billings and receipt of the annual fee shall be via the IEEE. All other fiscal affairs shall be handled through the IEEE by the Society Treasurer and Executive Director.

9.3 Meeting Budgets and Finances

All financially and technically sponsored Society workshops, meetings, conferences, symposia and conventions must be approved by the AdCom. Once so approved, subject to the acceptance of a budget by the Society Vice President of Conferences and the Society Treasurer, the conference treasurer or fiscal officer may open a bank account to be used for the deposit and disbursement of funds for the conference. In addition, the conference may be granted a loan for the conduct of the conference with the approval of the Society Vice President of Conferences and the Society Treasurer. Upon completion of a conference, the conference treasurer or fiscal officer shall repay any loan and pass through to the Society any surplus funds or loss based on the conference's predefined sponsorship percentages. The conference must fulfill all rules

established by the IEEE and the Society with respect to conduct of the conference and its finances including all auditing and reporting functions.

9.4 Page Charges

A page charge set annually by IEEE shall be assessed against authors of papers accepted by sponsored publications. Such page charges shall be on a voluntary basis and the AdCom shall make such arrangements as to ensure that their payment or nonpayment will in no way influence the editorial practices of the Society. For the publications of the society, there may be a mandatory overlength page charge levied. The page charge policy shall be recommended by the Publication Committee and approved by the AdCom.

9.5 Disbursement of Funds

Disbursement of funds against previously budgeted accounts may be made by the President, Treasurer or Executive Director without further approval by the IEEE, but subject to approval as noted below, provided that the total approved expenditures budgeted in any major category, e.g., meetings, publications, are not exceeded thereby. Individual disbursements not previously authorized by the AdCom of up to \$15,000 may be made with approval of the President and Treasurer. Disbursements of more than \$15,000 require approval by the AdCom.

10.0 PUBLICATIONS

The Society shall sponsor the Journal of Solid-State Circuits, Open Journal of Solid-State Circuits, and such other sponsored or co-sponsored publications as are recommended by the Publications Committee and approved by the AdCom. The President, with the advice and consent of the AdCom, shall appoint the Editor-in-Chief for each publication.

10.1 Editors-in-Chief

Editors-in-Chief may serve a three-year term and may be reappointed. The compensation for such Editors-in-chief, if any, may be set by the President, with the advice and consent of the AdCom.

The Editors-in-chief of Society technical publications and the Society's designated representatives (in the case of co-sponsored publications) shall be members of the Publications Committee and ex-officio members of the AdCom without vote, unless otherwise elected to the AdCom.

10.2 Responsibilities of Editors-in-Chief

Editors-in-Chief shall be responsible for implementing the publication program defined by the Publications Committee. In accordance with the guidance of this committee and general IEEE rules and regulations, Editors-in-chief shall designate editors and special guest editors. The Editor-in-Chief for each publication shall report to the AdCom at least annually.

10.3 Publication of Additional Journals

With the approval of the AdCom, the President or a representative designated by the President may make arrangements with other entities for the publication of further journals and for their availability to Society members.

11.0 CONFERENCES

11.1 Sponsorship of Technical Conferences

The Society shall sponsor the International Solid-State Circuits Conference and sponsor or cosponsor other such conferences as are recommended by the Conferences Committee and approved by the AdCom. Each such conference shall report at least annually to the Conferences Committee and/or the AdCom on its status, results, plans, and financial considerations. Any conference whose expense budget is 25% or more of the Society budget for the year shall have its executive committee chair or equivalent officer appointed by the President with the approval of the Society AdCom.

11.2 Approval of Sponsorship

All workshops, conferences, etc, financially sponsored by the Society must be approved by the AdCom. Approval may be made contingent upon submission of an acceptable budget by the Vice President of Conferences and the Society Treasurer.

12.0 STANDING COMMITTEES

Standing Committees may be appointed by the President, with the advice and consent of the AdCom. The Society President, at his or her discretion, may appoint any part or all of any Standing Committee, or appoint only the Vice President of a committee and request the Vice President to appoint additional committee members. Vice Presidents of Standing Committees shall be ex-officio members of the AdCom with vote, if not already elected as members. Standing Committee Vice Presidents shall be appointed for a ~~two~~ three year renewable term. Only two consecutive full terms are permitted. Eligibility is restored after a lapse of one year. Committee members shall be appointed for one-year renewable terms or until successors are appointed. Vice Presidents whose terms have expired prior to their successors taking office shall continue in office as ex-officio members of the AdCom without vote until their successors are appointed.

The Vice President of any Standing Committee shall have discretion to appoint and delegate any part of their program area responsibilities to a sub-committee and allow the Chair of sub-committee to appoint additional members.

12.1 Publications Committee

A. Membership

The membership of the committee shall consist of the Vice President, the Editor-in-Chief of each sponsored publication, a representative from any co-sponsored publication, the Treasurer of the Society, and at least two additional members-at-large.

B. Responsibilities

- a. Assess and maintain guidance over the Society's publications and recommend actions to the Editors and the AdCom appropriate to the maintenance of high quality, timeliness and coverage of the field of interest of the Society,
- b. Assist in the selection and recruitment of editorial personnel,
- c. Review the need for new publications or the discontinuance of existing publications.

12.2 Conferences Committee

A. Membership

The membership of the committee shall consist of the Vice President, one representative of each sponsored or co-sponsored meeting, the Treasurer of the Society, and two additional members-at-large.

B. Responsibilities

- a. Review new requests for sponsorship or co-sponsorship including budget. Recommend to the AdCom the initiation of new conferences where such action would be in the best interests of the Society.
- b. Generate new ideas for conferences or workshops for sponsorship or cooperation.
- c. Approve the budget of all sponsored/co-sponsored conferences before any funds are advanced to the conference, consistent with Bylaw 8.3.
- d. Monitor conduct of the Society conferences including technical

content, location, scheduling, and budget. Make recommendations to the conference organizers to enable the conference to better serve the Society members.

e. In the event that the Conferences Committee determines that a meeting is not serving the Society and its members properly, the Conferences Committee is empowered to take appropriate action. Changes in the leadership of the conference shall be made with the advice and consent of the AdCom.

12.3 Membership Committee

A. Membership

The membership of the committee shall consist of the ~~Chair~~ Vice President of Membership and at least two additional members-at-large. Purview of the Membership Committee shall include oversight of Chapters and Awards.

B. Responsibilities

a. Report to the AdCom at least annually concerning the status and trends of society membership,

b. Plan membership recruiting campaigns and help guide the execution of such campaigns,

c. Make recommendations to the AdCom concerning all matters pertaining to the Society membership,

d. Supply information to the members and Sections concerning the Society and the advantages of membership.

12.3.1 Sections/Chapters Sub-Committee

A. Membership

The membership of the Sub-committee falls under the Membership Standing Committee and shall consist of the Chair and at least two additional members-at-large.

B. Responsibilities

a. Create and promote interest in the Sections for the formation of Chapters of the Society,

b. Work with Chapters and Sections to provide plans and methods for promoting successful Chapter meetings and activities,

c. Compile information pertaining to the organization of Society Chapters in the Sections and disseminate this information to the Sections and to the Membership Committee,

d. Assist in providing topics, media or speakers for Chapter meetings.

12.3.2 Awards Sub-Committee

A. Membership

The membership of the Sub-committee falls under the Membership Standing Committee and shall consist of the Chair and at least two additional members-at-large who are IEEE fellows.

B. Responsibilities

a. Identify and have candidates nominated for all relevant awards and prizes in accordance with requirements, requests, and rules and regulations of IEEE, both for general IEEE awards and Society awards.

b. Review and comment on nominations for IEEE Technical Field Awards and medals, as requested by the IEEE

12.3.3 Fellow Evaluation Sub-Committee

A. Membership

The membership of the Sub-committee falls under the Membership Standing Committee and shall consist of the Chair and at least two additional members-at-large who are IEEE fellows. The Sub-committee members shall be appointed for one-year terms. Up to three consecutive full terms are permitted for the members and up to two consecutive full terms are permitted for the Chair. Eligibility is restored after a lapse of one year.

B. Responsibilities

a. Review nominations for IEEE Fellow awards in the technical field of interest of the Society, in accordance with IEEE rules and regulations.

b. Serve as the selection committee for the SCS Fellowships.

12.4 Nominations Committee

Duties of the Nominations Committee are detailed in Section 4 of these Bylaws.

12.5 Educational Activities Committee

A. Membership

The membership of the committee shall consist of the ~~Chair~~ Vice President and at least two additional members-at-large

B. Responsibilities

- a. Identify and serve the educational needs of the Society members,
- b. Assist in accreditation policy,
- c. Act as a liaison to the IEEE Educational Activities Board for Society issues.

13.0 AD HOC COMMITTEES

Special or ad hoc committees may be created by the President with the advice and consent of the AdCom. For each such case, the President shall specify the number of members the committee shall have, how the members are to be selected, and the terms of the members if other than for the life of the committee. Special or ad hoc committees shall be dissolved automatically after two years unless the President sets an expiration date. Chairs of such ad hoc committees shall be ex-officio members of the AdCom without vote if not already elected as members of the AdCom.

14.0 TECHNICAL COMMITTEES

A Technical Committee functions in a specific technical area and shall report to the AdCom at least once a year.

14.1 Appointment

Chairs of Technical Committees shall be appointed for a renewable term of two years with the approval of the AdCom and shall be ex-officio members of the AdCom without vote in accordance with the provisions and limitations of Article V, Section 1, of the Constitution, if not already elected as members of the AdCom. Members of technical committees shall be appointed for one-year terms by the Technical Committee Chairs. Technical Committee members other than Chairs are eligible for reappointment without limitation regarding length of service. Chairs of technical committees will normally be selected from among the elected members of the AdCom unless the technical requirements of the assignment, in the judgment of the AdCom, make it desirable to do otherwise.

14.2 Functions

Each Technical Committee shall promote activities in its field under the overall supervision and administration of the AdCom and shall provide the expert knowledge and assistance to:

- a. Organize and operate sessions at meetings of the IEEE at all levels and at meetings of other organizations with which the IEEE Solid-State Circuits Society is desirous of cooperating. They may organize technical symposia and conferences in the area of their technical coverage, as well as act as an advisor to the AdCom concerning Society approval of new meetings in their area,
- b. Arrange through the Publications Committee and appropriate editor-in-chiefs for publishing pertinent papers in IEEE publications,
- c. Encourage, generate, and review papers within their scope in cooperation with the Society Editors,
- d. Highlight new developments in the field and recommended actions for the Society in the annual report to the AdCom.

14.3 Operations

The operations of each Technical Committee shall be in accordance with procedures prescribed in IEEE Manuals and as approved by the AdCom.

15.0 COUNCILS

Where it will further the interest of members, the Society may join with other IEEE Societies or entities to form a Council, or a similar entity, for the purpose of administering conferences and/or publications.

15.1 Circulation of Proposal

When such action is contemplated, a specific description of the proposed Council and its Bylaws shall be circulated to all AdCom members at least 30 days prior to the AdCom meeting at which the proposal will come up for approval. In all cases, the financial and appointive responsibility of the Society shall be completely delineated in the Bylaws of the Council.

15.2 Approval

Approval of the participation of the Society in a Council shall require the same voting as a change in the Bylaws.

15.3 SSCS representation in Councils

The President shall appoint SSCS representatives to Councils of interest. These representatives shall be ex-officio members on the SSCS AdCom, without vote, unless they are already voting members of the SSCS AdCom.

16.0 INTERACTION WITH IEEE CIRCUITS AND SYSTEMS SOCIETY

The IEEE Solid-State Circuits (SSC) Society and IEEE Circuits and Systems (CAS) Society have agreed to fully interact and cooperate for their mutual and individual benefit. The SSC Society will appoint a representative to the AdCom of the CAS

Society who will serve a two-year term as a voting member of this committee. In turn, the SSC Society will accept a representative from the CAS Society to serve a two-year term as a voting member at its AdCom meetings. The CASS representative votes on all matters at the SSCS AdCom meetings with the exceptions of the elections and amendments to the SSCS Constitution, Bylaws, and Policies & Procedures.

17.0 REMOVAL OF A MEMBER OF THE ADCOM OR A MEMBER OF A STANDING COMMITTEE

17.1 Vote to Remove an Elected Member of the Society AdCom

An Officer/Elected Member elected by the voting members of the IEEE Solid-State Circuits Society may be removed from office, with or without cause, by a vote of the voting members of the IEEE Solid-State Circuits Society who elected that person, within thirty days following either:

- a. The affirmative vote of two-thirds of the votes of the members of the SSCS AdCom present 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 cast by the voting members for or against such motion are is to remove such individual, the individual shall be removed from such positions.

17.2 Vote to Remove an Appointed Member of the Society AdCom or Committee

An appointed member of the SSCS AdCom or Committee may be removed as a member of that Board or Committee, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such Board or Committee member.

18.0 Conflict Resolution Procedures

18.1 As circumstances require, the President shall appoint a Conflict Resolution Committee of three or more Society members having expertise in the area of said conflict.

18.2 All members of the committee shall be free of conflict and not involved in the situation. All discussions shall be handled in a confidential manner.

18.3 The committee will investigate the issues and attempt to resolve the conflict as expeditiously as possible.

18.4 A short report shall be presented to the AdCom when the committee finishes its work, and the committee shall then be dissolved.

18.5 If satisfactory resolution is not achieved, the issue can be escalated to TAB and the IEEE for further action.