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# **CONSTITUTION OF THE IEEE NANOTECHNOLOGY COUNCIL**

## **ARTICLE C1 NAME AND PURPOSE**

### C1.1 Name

The name of the organization constituted herein shall be the IEEE Nanotechnology Council, (hereafter referred to as the NTC, or simply the Council).

### C1.2 Purpose

The purpose of the Council is to advance and coordinate work in the field of Nanotechnology carried out throughout the IEEE and as such is exclusively scientific, literary and educational in character. In furtherance of the foregoing, the Council may publish appropriate periodicals, sponsor IEEE Nanotechnology related conferences and conference sessions, sponsor IEEE Press publications, and engage in any other activity within its field of interest. All such actions must be in consonance with the Constitution, Bylaws, and Statements of Policy of the IEEE, with special attention to such aims within the field of interest of the Council as are hereinafter defined.

## **ARTICLE C2 FIELD OF INTEREST**

### C2.1 Fields of Interest

The field of interest of the Council shall be the theory, design, and development of nanotechnology and its scientific, engineering, and industrial applications. The Council will provide a focus for cooperative activities, both internally and externally, including the promotion, consolidation, and coordination of nanotechnology activities among IEEE entities. Changes to the field of interest may be made with the approval of the IEEE Technical Activities Board.

## **ARTICLE C3 MEMBERSHIP OF COUNCIL**

### C3.1 Council and Member Societies

The Council shall be composed of IEEE Societies which have demonstrated a strong interest in Nanotechnology and are supporting technical activities in the field. These Societies must agree to share the responsibility for all obligations of the Council, including those financial, in accordance with this Constitution and the Council Bylaws.

### C3.2 New Member Societies

Each new Member Society must be approved by a two-thirds affirmative vote of the

voting members of the Council AdCom, and by the IEEE Technical Activities Board before it may join the Council.

### C3.3 Removal of Member Societies

Each member Society shall appoint two representatives to the Council AdCom. If a Member Society does not have any representative present at any of the Council AdCom meetings held during a calendar year and is inactive in Council affairs, the Member Society may be dropped from Council membership. Notice of such proposed action shall be given to the President of the delinquent Society at least twenty days before the Council AdCom meeting where such action will be considered. Such action must be approved by two-thirds of the AdCom members present and voting and by the IEEE Technical Activities Board before it becomes final.

### C3.4 Officers of Council AdCom

The elected officers of the Council shall be as follows: President, President-elect, immediate Past-President, Vice-President for Conferences, Vice-President for Publications, Vice-President for Technical Activities, and Vice President for Finance, all serving as the Council's Executive Committee, and all serving as ex-officio, voting members of its AdCom (Administrative Committee).

### C3.5 Voting Members of Council AdCom

Council business will be conducted by its AdCom which will include both voting and nonvoting members. The voting members will be:

- a. Two representatives to be appointed by each Member Society, one vote per Society.
- b. The elected officers of the Nanotechnology Council.

An individual may not serve concurrently as both a Council officer and a Council Member Society representative. When a Member Society representative is elected to a Council office, the Council office shall take precedence over the Society appointment, and any resulting vacancy(s) shall be filled promptly by the appropriate Society.

### C3.6 IEEE Membership Requirement

Each society representative and officer on the Council must be an IEEE member.

### C3.7 Terms of Member Society Representatives

The term of office of a Member Society representative on the Council shall be two years with each of the two Society representatives appointed by the Society in alternate years. Reappointment is at the discretion of the Society represented.

### C3.8 Vacancies of Member Society Representatives

When a within-term Council representative vacancy occurs, the Council President

shall request the appropriate Society to appoint a representative to complete the unexpired term.

#### C3.9 Non-Voting Ex-Officio Members of Council AdCom

The non-voting ex-officio members of the Council AdCom will be:

- a. The Director of the Division in which the Council resides
- b. The TAB Staff and NTC Secretaries
- c. The General Manager of IEEE
- d. The IEEE Vice-President for Technical Activities
- e. The editor-in-chiefs of all NTC publications
- f. Non-elected chairs of standing committees

#### C3.10 Liaison Representatives

Any other IEEE Society which is not a member of the Council may send a non-voting liaison representative to attend for the purpose of establishing lines of communication between the Council and the parent Society represented.

### **ARTICLE C4 ELECTION AND APPOINTMENT OF OFFICERS**

#### C4.1 Election of Officers

Every year, the voting members of the Council AdCom shall elect a President-elect. On a schedule specified by the Bylaws, they shall also elect an, a Vice-President for Conferences, a Vice-President for Publications, a Vice-President for Technical Activities and a Vice President for Finances. Eligibility and terms of office for the Officers of the Council are specified by the Bylaws.

#### C4.2 Method of Election

Officers shall be elected and appointed in accordance with the rules specified in the Council Bylaws.

#### C4.3 Filling of Council Office Vacancies

If the Office of President becomes vacant, the President-elect shall become President for the remainder of the term assumed. If the President is incapacitated, the duties of the President shall be performed by the President-elect for the duration of the President's incapacity, when the incapacity is certified by a majority of the Executive Committee. In the absence of the President, and under written and time-limited delegation from the President, the President-elect may also carry out the duties of the President. If the office of the President-elect or a Vice-President becomes vacant, the voting members of the Council AdCom shall elect a new officer promptly. If the office of Immediate Past President becomes vacant, the President may appoint another Past President to that office.

## **ARTICLE C5    POWERS, PRIVILEGES, AND DUTIES**

### **C5.1    Duties of Representatives**

It shall be the duty of each representative of a Member Society to participate in matters before the Council AdCom and to keep the Administrative Committee of the Society represented informed concerning Council business. Members of any Member Society AdCom may attend any open meeting of the Council as observers.

### **C5.2    Duties of Officers and Members**

The duties and responsibilities of the officers and members of the Council AdCom shall be as defined hereunder and in the Bylaws, and as further delineated by the Council.

### **C5.3    Appointment of Secretary, Editors, Committee Chairpersons**

The President shall appoint for a term concurrent with his or her presidency, a Secretary to the AdCom, and Chairpersons of the standing committees of the Council that are not chaired by an Officer, as specified in the bylaws, on or before January of the year in which he or she takes office as President. The President shall appoint the Editors of the various Council periodicals to terms as specified in the bylaws. All appointments shall be made with the advice of the Nominations and Appointments Committee and consent of the Council AdCom. The Secretary, Editors and Chairperson appointees need not be chosen from among the individuals who are on the Council AdCom as Society representatives.

### **C5.4    Duties of Council President**

The Council President, under the direction of Council AdCom, shall call all regular, annual, and special Council AdCom meetings and shall preside over them. The President shall coordinate and supervise activities of the Council and have such other powers and perform such other duties as may be provided for in the Council Constitution or Bylaws or as may be delegated to the President by vote of the Council AdCom. Included in the President's duties shall be the responsibility to see that the orders and resolutions of the Council, the IEEE. Technical Activities Board, the IEEE Executive Committee, and the IEEE Board of Directors are carried out. The President shall be an ex-officio member of all standing and special committees of the Council except the Nominations and Appointments Committee. The President can vote during the election of officers. The President shall also be a voting member of the IEEE Technical Activities Board, and, when notified of a meeting of said Board, shall ensure representation of the Council.

### **C5.5    Establishment of Standing Committees**

Standing committees may be established as needed. The Bylaws may assign specific Officers to be the Chairs of specific standing committees.

Individuals appointed as committee officers or members shall serve a nominal term of

one year but shall continue to serve until their successors are appointed or the committee is dissolved, except where other terms are specifically designated by the Constitution or Bylaws.

The President may appoint ad hoc committees for special assignments as needed.

#### C5.6 Duties of Officers

The duties of the Officers other than the President and Vice President for Finances shall be as follows:

- a. The President-elect shall assist the President in fulfilling all assigned duties, and shall be an ex-officio member of all Committees of the Council except the Nominations and Appointments Committee.
- b. The Vice-President for Conferences shall establish and chair the meetings committee, with the participation of the Meetings Committee, shall provide direction for the conference activities of the Council, including but not limited to overseeing, coordinating, and monitoring the annual conferences of the Council and all conferences co-sponsored by the Council.
- c. The Vice-President for Publications shall establish and chair the publications committee, which shall provide direction for the publications activities of the Council. This officer shall consider, with the participation of the Publications Committee, the publication needs of the Council and shall propose to AdCom the creation, cancellation, expansion, or contraction of Council publications. The editor of each NTC publication shall apprise this officer of policy matters such as the designation and development of special issues, recommendation for a change in the number of published pages, and the appointment of Associate Editors.
- d. The Vice-President for Technical Activities shall provide direction for the technical activities of the Council, including but not limited to overseeing, coordinating and monitoring the technical committees and Regional Interest Groups of the Council.
- e. The Immediate Past-President shall provide direction for the liaison activities of the Council, including transnational and inter-society activities. The Immediate Past President shall chair the Transnational and Nominations and Appointments Committees.

#### C5.7 Duties of Secretary

The Secretary shall be responsible for all reports, petitions and records concerning the Council, keeping true and faithful minutes of all meetings of the Council AdCom, and shall prepare such reports as may be required by the Council, the IEEE Technical Activities Board, or the IEEE Executive Committee. The Secretary shall send out notices when instructed to do so by the President or in accordance with requirements of the Council Constitution or Bylaws. Copies of all meeting notices, minutes of meetings, and letter or bulletins sent and received during the previous five years shall be kept by the Secretary, except for those specifically assigned to the custody of

others, and the Secretary shall send current copies to IEEE Headquarters for archival storage.

#### C5.8 Duties of Vice President for Finances

The Vice President for Finances shall propose a budget for Council operation to be endorsed by Council AdCom and approved by TAB and shall monitor expenditures to verify that they are in accordance with the approved budget. The Vice President for Finances shall prepare financial reports as requested by the Council President, and shall keep the Treasurers of the Member Societies informed on Council financial matters affecting their budgets. The Vice President for Finances shall approve the Conference budgets after they are approved by the Meetings Committee and the Council Adcom prior to being forwarded to IEEE Headquarters for review and final approval.

The Vice President for Finances may utilize the services of IEEE headquarters as bursar for all or part of the Council funds, as provided by the IEEE Bylaws and Statements of Policy. If any parts of the Council funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to Council Bylaws and any other limitations imposed by the Council. Disbursements shall be made on the signature or instructions of the Vice President for Finances. If the Vice President for Finances is disabled or unable to serve, the President may make disbursements during his incapacity.

#### C5.9 Council Officer's Terms of Office

The President, elected and appointed officers shall normally assume office on January 1st or as soon thereafter as practicable.

#### C5.10 Expenditures and Debts

The Executive Committee of the Council shall have the sole authority to obligate the funds and assets of the Council to promote the Council's activities. No Council officer or representative shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE for activities prohibited by the Bylaws of the IEEE or the Constitution and Bylaws of the Council

#### C5.11 Honoraria and Travel Expenses

No officer of the Council, representative on Council AdCom, or Editor shall receive, directly or indirectly, any honorarium, traveling expenses, compensation, or emolument from the Council as an officer or in any other capacity unless authorized by Council AdCom or by the Bylaws of the Council in a manner in conformity with IEEE policies and procedures.

## **ARTICLE C6 FINANCIAL SUPPORT & EXPENDITURES**

### **C6.1 Regular Income**

The financial support for the Council shall be derived from subscription sales of Council Publications, any surplus from the Conferences organized or sponsored by the Council, other programs and products sponsored by the Council, income from investments, and allocations of funds provided by the Member Societies.

### **C6.2 Additional Revenues**

The Council may raise revenues by other means provided such means are consistent with applicable IEEE rules and regulations and are within the approved Council field of interest. The Council must receive an opinion from the General Manager of the IEEE that any revenue means not explicitly covered by IEEE Statements of Policy does not conflict with IEEE policy before being adopted by the Council.

### **C6.3 Prohibited Expenditures**

Monies held by or for the Council legally belong to the IEEE, and shall not be expended for activities prohibited by the Constitution, Bylaws and Statements of Policy of the Institute, the Constitution and Bylaws of the Council, or any other purposes known to be inimical to the interests of the IEEE. Returns from investment of Council funds shall be credited to the Council.

## **ARTICLE C7 MEETINGS**

### **C7.1 Meetings**

The Council shall hold an Annual Adcom Meeting. Additional Adcom meetings of the Council, may be held at such times as are found necessary or convenient. Meetings of the Council AdCom may be called at the discretion of the Council President or upon request by AdCom members from at least four different Societies. The time, place and agenda shall be announced to all members of the Council AdCom at least twenty days in advance of the meeting, or by first-class or air mail to the address of record of each Council AdCom Member at least twenty-five days in advance of the meeting.

### **C7.2 Annual Meeting**

The Annual meeting of the Council shall normally be the last AdCom meeting of the year held at a time and place designated by the President.

### **C7.3 Quorum and ex-officio members**

One-third of the voting members of the Council AdCom, which must include representatives from at least one-third of the Member Societies, shall constitute a quorum. Written proxies will not be accepted in determining the quorum.

#### C7.4 Alternate Representatives

If a regular representative from a Member Society is unable to attend a meeting of the Council AdCom, the President of the Member Society may designate an alternate by a letter of proxy, who shall have all the powers of the regular representative. Officers of the Council may not delegate their powers by proxy.

#### C7.5 Business Conducted by Telecommunication

Business of the Council may be transacted by correspondence, or other telecommunication means when in the opinion of the President matters requiring action can be adequately handled in that manner. All voting members of the Council should be informed of such interim actions, and a majority of the Council must be reached for ratification of the actions, if balloting is necessary, unless otherwise provided by the Constitution or Bylaws.

#### C7.6 Lack of Quorum

If less than a quorum is in attendance at duly called meetings, tentative actions may be taken that will become effective upon subsequent ratification, either at a subsequent meeting or by mail or email, as specified in C7.5 above.

### **ARTICLE C8 PUBLICATIONS**

#### C8.1 Publication Policies

All Council publication activities shall be subject to IEEE policies, and to any further guidance or controls prescribed by the Council AdCom or its duly appointed committees.

#### C8.2 Publication of Council Periodicals

The Council may publish appropriate Periodicals in accordance with IEEE Policies and Procedures. Selection of the published material shall be in accordance with the objectives and policies of IEEE and the Council.

#### C8.3 Appointment of Associate and Guest Editors

The Editors of the Council's periodicals shall appoint associate and/or guest editors as may be required to implement the publications program.

### **ARTICLE C9 CONFERENCES AND TECHNICAL MEETINGS**

#### C9.1 Meetings Policies

All Council conferences and technical meeting activities shall be subject to IEEE policies, and to any further guidance or controls prescribed by the Council or its duly-appointed committees.

## C9.2 Time and Locations of Meetings

The Council shall determine the time and location of each sponsored Conference and technical meeting.

### **ARTICLE C10 RECALL**

#### C10.1 Recall of Member Society Representatives or Officers

If at any time during the year and for any reason the best interests of the Council seem to require a change in Member Society representatives or officers, the matter shall be discussed at a regular or a special meeting of the Council AdCom called for the purpose of considering and voting upon the recommended change. At least twenty days before the Council AdCom meeting, notice of such proposed action shall be given to all appropriately interested individuals, including the President and Secretary of each Member Society involved and the Chairman and Secretary of the IEEE Technical Activities Board.

#### C10.2 Recall Voting Procedures

An affirmative vote of two-thirds of the voting members of the Council AdCom shall be necessary to declare a vacancy for cause.

For the purposes of this Section, an abstention shall be counted as a cast negative vote.

### **ARTICLE C11 AMENDMENTS**

#### C11.1 Adoption and Amendment of Constitution

Sections of this Constitution may be adopted or amended by action of the Council at a regular or special meeting if the following provisions are met:

- a. Notice of the meeting and of the proposed change(s) must be mailed by first-class or air mail to the last-known address of each member of the Council AdCom at least twenty-five days prior to such meeting.
- b. A two-thirds affirmative vote of the votes cast by the members of the Council AdCom is required for passage.
- c. An amendment may be approved by a mail ballot if at least a thirty-day period is provided for responses, and two-thirds of the entire Council AdCom votes affirmatively.
- d. The Amendment shall become effective immediately after ratification by the IEEE Technical Activities Board.

#### C11.2 Adoption and Amendment of Bylaws

Bylaws to this Constitution may be adopted or amended by a two-thirds affirmative vote of the votes cast by the Council AdCom at a regular or special meeting, provided that notice of the meeting and a copy of the proposed change(s) is mailed by first-class or air mail to the last known address of each member of the Council AdCom at least twenty-five days prior to such meeting.

A Bylaw may also be adopted or amended by a mail ballot provided that a copy of the proposed change(s) is mailed to the last known address of each member of Council AdCom, at least thirty days are allowed for a reply, and a majority of the entire Council AdCom votes affirmatively.

The new Bylaw or Amendment shall be filed with the Secretary of the IEEE Technical Activities Board at least twenty days prior to the effective date.

#### C11.3 Precedence of IEEE Constitution, Bylaws, and Policies

The Constitution, Bylaws, and Statements of Policy of the IEEE shall, at all times, take precedence over those of the Council.

#### C11.4 Effective Date of Constitution

All amendments to the Constitution or Bylaws shall become effective immediately after all required approvals have been obtained, unless a later date has been specified at the time of the vote.