

THE INSTITUTE OF ELECTRICAL & ELECTRONICS ENGINEERS,
Inc. (IEEE)

Intelligent Transportation Systems Society (ITSS)

BYLAWS

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These Bylaws supplement the Constitution of the IEEE Intelligent Transportation Systems Society (the Society). They provide additional details for governing the operations and administration of the Society in accordance with its Constitution. These Bylaws are supplemented by the current Society Operations Manual.

ARTICLE I

I. Definitions, Acronyms and Initialisms

BoG	Governing body of the ITS Society.
Electronic transmission	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.
ITS Society	IEEE Intelligent Transportation Systems Society (ITSS).
Magazine	IEEE Intelligent Transportation Systems Magazine.
Member	Where used in these Bylaws, the term “member,” when printed without an initial capital letter, includes all grades of membership.
N&A	Nominations and Appointments.
Society	IEEE Intelligent Transportation Systems Society.
TAB	IEEE Technical Activities Board.
T-ITS	IEEE Transactions on Intelligent Transportation Systems.
T-IV	IEEE Transactions on Intelligent Vehicles.
ITSM	IEEE Intelligent Transportation Systems Magazine.
Open Journal	IEEE Open Journal of Intelligent Transportation Systems.

ARTICLE II

II. Governing Documents

- A. The principal governing documents for the ITS Society are (1) its Constitution, (2) its Bylaws, and (3) its Operations Manual.
- B. Amendments to the Bylaws shall be proposed, approved and adopted in accordance with the Constitution.
- C. Modifications to the Bylaws shall be in accordance with the procedures set forth in the Constitution.
- D. The Society Operations Manual provides rules, procedures, and detailed information to aid the BoG in its governance of the Society. Modifications to the Society Operations Manual are to be approved by 2/3 of the BoG Voting Members in presence at the BoG Meeting.

ARTICLE III

III. Membership

A. *Availability*

Society membership is available to all IEEE members.

Individuals who are not IEEE members may join the Society as an IEEE Society Affiliate. TAB shall establish the qualifications for Society Affiliates, whose associated rights and privileges shall be contained within these Bylaws.

B. *Grades*

A member's grade within the Society shall be the same as that member's IEEE grade.

C. *Categories*

Categories of Society membership shall be in accordance with IEEE Bylaws.

D. *Privileges*

1. Members who hold the grade of Graduate Student Member, Member, Senior Member, or Fellow in the IEEE shall have all the rights and privileges of membership within the Society unless otherwise specified in these Bylaws.
2. Student Members, Associate Members, and Affiliates shall have all the rights and privileges of membership within the Society except for the right to vote on matters presented to the Society membership and the right to hold office.

ARTICLE IV

IV. Finances

A. The BoG, through the budgeting process, will establish dues, fees, and assessments for services provided by the Society.

B. Dues for IEEE Life Members are waived in accordance with IEEE Bylaws.

C. *Authorization of Expenditures and Obligations.* No fiscal expenditure or obligation of Society funds may be undertaken that is inconsistent with the approved Society budget. The Vice-President (Finance) must approve all expenditures prior to submitting them to the TAB Finance Group for reimbursement.

D. *Management of Society Funds.* The Vice-President (Finance) will maintain current financial records that enable timely reporting of all Society obligations and disbursements in accordance with the current Society budget.

E. *Disbursement of Society Funds.* The Society Vice-President (Finance) will approve or disapprove the disbursement of Society funds as per the approved Society budget.

F. IEEE shall act as bursar for all Society funds.

ARTICLE V

V. Publications

- A. In accordance with the Constitution, the Society may have publications. The overall responsibility for the management of the publications program rests with the Society Publication Board, and the various aspects related to that management shall be specified in the Society Operations Manual.
- B. All rules, procedures and actions related to the publications portfolio are subject to all applicable IEEE policies, procedures and operations.

ARTICLE VI

VI. Chapters

- A. The overall responsibility for oversight of chapter, and joint chapter activities rests with the Vice-President for Membership Activities, and rules regarding chapters of the Society are contained within the Society Operations Manual.
- B. Joint Chapters are equivalent to Chapters, but activities are required to be organized in collaboration with at least one other IEEE Society according to the IEEE Bylaws for Geographical Units. Joint Chapters with ITSS report annually to the ITSS VP for Membership Activities and to the equivalent in other Societies involved in the Joint Chapter.

ARTICLE VII

VII. Awards

- A. The Society recognizes the achievements of outstanding individuals and their achievements in the field of Intelligent Transportation Systems through various Society-level awards. The Awards Standing Committee is responsible for oversight of the awards portfolio and activities.
- B. All awards of the Society, along with their descriptions, any associated processes, and other details are given in the Society Operations Manual and published in the TAB Awards and Recognitions Manual.
- C. The BoG is authorized to establish awards through its approval of recommendations brought forth by the Awards Committee.
- D. Recommendations for new, or revisions to, Society-level awards shall be sent to TAB for approval, in accordance with the processes outlined in the TABARC Manual.

ARTICLE VIII

VIII. Management

A. Board of Governors (BoG)

1. *Composition and Voting Members.* In accordance with the Constitution, the BoG voting members are:
 - a. Fifteen Members-at-large elected by the membership of the Society and
 - b. President, and
 - c. President-Elect in odd-numbered year (or Past President in even-numbered year), and
 - d. All Vice-Presidents.

2. *Parliamentary Procedures.* The latest revision of *Robert's Rules of Order* shall be used to conduct business at meetings of the BoG and any committees thereof.

3. *Action of the BoG and committees thereof.*
 - a. Except as otherwise required by *Robert's Rules of Order*, the vote of a majority of the votes of the members present and entitled to vote at the time of vote, provided a quorum is present, shall be the act of the BoG or any committee thereof. In the absence of a quorum, informal discussions may be held, but no actions/votes may be taken.

 - b. The BoG or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all people participating in the meeting to communicate with each other at the same time.

 - c. The BoG or any committee thereof may take action without a meeting if applicable (e.g., e-mail voting may be used). An affirmative vote of a majority of *all* the voting members of the BoG or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings or electronic transmissions shall be filed with the minutes of the proceedings of the BoG or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

 - d. Voting. Individuals holding more than one position on the BoG or any committee thereof shall be limited to one vote on each matter being considered by the BoG or committee.

 - e. Proxy voting is not allowed.

4. *Meetings.* In accordance with the Constitution, during each IEEE fiscal year, the BoG shall hold at least two scheduled business meetings plus an officers' and editors' strategic-planning meeting.
 - a. *Presiding officer.* An officer of the BoG must preside over all duly called meetings, and the presiding officer may adjourn or continue such meetings when a quorum is not present.

 - b. *Approval of meeting schedule.* The date and location of a regular meeting are normally scheduled and approved during the most recently preceding BoG meeting. Once scheduled, a meeting date or location may be altered or canceled by consent of a majority of all voting members of the BoG, secured by or transmitted to the President and Vice-President

Administration not less than twenty (20) days before the original date or the new date set for the meeting, whichever is earlier. Notice of such approved change shall be communicated to all members of the body not less than ten (10) days before the original date or the new date of said scheduled meeting, whichever is earlier.

- c. *Notice of meetings.* Any notice of meetings, whether regular or special, or other official business required by the Society Constitution, these Bylaws, or the Society Operations Manual shall give the time, location and purpose of the meeting, and shall be sent so as to ensure receipt by all members not less than 21 days before the date set for the meeting. For meetings to be held by videoconference, notice shall be sent to all members via electronic transmission not less than ten (10) days before the date set for the meeting.
- d. *Special meetings.* Special meetings of the BoG may be called by the President or by any five voting members of the BoG on notice to all other members. Notice of such special meetings should give, in addition to the time, location and purpose of the meeting, the names of the members calling the meeting.
- e. *Waiver of meeting notice.* A meeting of the BoG may be held without notice if waivers of notice signed by all the voting members are filed with the VP Administration, with notation thereof entered in the minutes of the meeting.
- f. *Minutes of meetings.* Minutes of all meetings shall be distributed to all members of the BoG. Minutes for all BoG meetings will be issued by President and the VP for Administration or Operations Manager under their authority within 30 days of such meetings and be delivered to all BoG members, with copies to be furnished to the IEEE Technical Activities Board (TAB) Secretary at IEEE Headquarters
- g. *Reimbursement of expenses.* The Society shall provide, in accordance with the rules specified in the ITSS Operations Manual, reimbursement for actual and necessary expenses for the purpose of attending meetings by the members of the BoG and invited participants.

B. *Vacancies*

1. In accordance with the Constitution, the BoG shall determine when a vacancy on the BoG occurs or when a Society office is vacant. The criteria for determining such vacancies may include, but are not limited to:
 - a. When a Society officer or member of the BoG is incapacitated or deceased.
 - b. When a Society officer or member of the BoG submits his or her written resignation to the President.
 - c. When a Society officer or member of the BoG has missed two consecutive meetings in absence of extenuating circumstances
 - d. When a Society officer or member of the BoG has been removed from office, as outlined in Bylaws VIII F.
 - e. When a Society officer or member of the BoG is appointed to a President-Elect or other Society Officer position.
2. Five BOG members will be elected each year. **Ties** shall be broken by the BOG. If an elected Member fails to accept office, or a disapproval is received from IEEE, the candidate receiving the next highest number of votes will be elected. The list of candidates and votes shall be maintained to fill vacancies that may occur during the year. If all vacancies cannot be filled in this manner, the President may call for a special election to fill the vacancies.

3. If a member of the BOG is removed from office due to inactivity or incapacity, the President shall appoint, with the approval of the BOG, the individual with the highest non-elected votes during the previous election to fill out the remainder of that member's term.
4. If a member of the BOG is elected to become a Society Officer, the President shall appoint, with the approval of the BOG, the individual with the highest non-elected votes during the previous election to fill out the remainder of that member's term.
5. Within 30 days following a vacancy in the office of VP and/or EiC, the President of the Society is authorized to appoint qualified individuals as an Interim Officer for the vacant position with the approval of the BoG. This approval can be made electronically or via online (zoom, etc.) or in-person meetings until the next regular BoG appointment cycle.

C. **Standing Committees of the BoG**

By authorization of the Constitution, this bylaw establishes the following standing committees, with duties and responsibilities as described, and with powers conveyed upon them as set forth in these Bylaws and the Society Operations Manual, and as may be given to them by the BoG. If not otherwise specified in these bylaws, the membership and activities of each standing committee are specified in the Society Operations Manual. Rules regarding required activities (e.g., meetings, reporting, etc.) of standing committees are contained in the Society Operations Manual. Normally, Each Vice-President assumes the role of the respective Standing Committee Chair.

1. *Long Range Planning:*
 - a. Implements tools and processes to facilitate effective management and governance of the Society. Utilizes web-based tools wherever possible and practical. Provides necessary training to BoG members to effectively use and utilize the established tools.
 - b. Annually, it collects, analyzes and revises the Society long-range plans.
 - c. Reviews, determines, and recommends changes to the Society Constitution, the Bylaws and the Society Operations Manual, and then prepares such recommended changes for subsequent approval. This committee is responsible for the initiation, negotiation, preparation, and completion of agreements with other IEEE entities or other organizations as may be approved by the IEEE Executive Committee.
2. *Nominations & Appointments:*
 - a. Announces a Call for Nominations of candidates for election as members-at-large to the BoG and a Call for Nominations of candidates for appointments to Society officers by the BoG.
 - b. The Chair of the N&A Committee shall be the immediate Past President 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. Under extenuating circumstances, a different individual may be appointed to this position.
 - c. The Chair of the N&A Committee shall not be eligible to be elected or appointed to the BoG during their term of service. At least two-thirds of the voting members of the N&A Committee shall be appointed by the BoG.
 - d. A member of the N&A Committee may be nominated and run for a position for which the N&A Committee is responsible for making nominations only under the condition that the member resigns from the N&A Committee prior to its first meeting of the year.
3. *Finance:*

Plans and prepares the Society's budget, oversees the Society's financial affairs, and advises the President and the BoG about all financial matters. It assists the Vice President for

Financial Activities in developing Society budgets, reviewing long-range fiscal planning, and suggesting new sources for income.

4. *Publications:*

- a. The ITSS Publication Board assumes the role of the ITSS Publication Standing Committee and advises the President and the BoG regarding all publication matters.
- b. It plans and oversees all Society-sponsored publications and ensures coordination with IEEE Publications Board.
- c. The ITSS Publication Board is comprised of all EiCs and is chaired by an EiC on a rotational 2-year basis. Over the same term, the Publication Board Chair also assumes the role of VP (Publications) and thus is also a BoG voting member over the same period of time.

5. *Industry & Standards:*

- a. Establishes and enhances links with the industry.
- b. Stipulates and nurtures engagement of industry practitioners with the Society's workshops, conferences, technical committees, meetings, etc.
- c. Oversees and administers the Society's Standards Committee and ensure coordination with IEEE Standards.

6. *Technical Activities:*

Overseas and administer operations of the Society's Technical Committees, and their administrative entities, through annual periodic reviews.

7. *Conferences:*

Overseas and administers the Society's conference sponsorship, co-sponsorship and participation in conferences, symposia and workshops. Establishes the process and methodology for organization and successful execution of all Society conferences, symposia and workshops, in a consistent manner that meets all IEEE conference policies and rules. Recommends to the BoG organizers of incoming conferences and seeks BoG's final approval.

8. *Awards:*

- a. Seeks and nominates candidates for IEEE awards, and
- b. Evaluates nominations received for Society awards, and
- c. Select recipients of the Society awards.

The Awards Committee's decisions are the final decisions and is not subject to the prior approval of the BoG.

9. *Fellow Evaluating:*

Evaluates candidates for Fellow grade on behalf of the Society, in accordance with policies and procedures outlined in the IEEE Fellow Committee Operations Manual.

10. *Member Development:*

Promotes Society membership in conjunction with the various Society activities and develops plans for stimulating greater member participation in various sponsored activities. Promotes the development of new chapters and oversees chapter operations. Develop membership-education programs in conjunction with the various Technical Committees. Develops marketing and outreach activities with the goal of increasing the global visibility and impact of the Society.

11. *Education:*

Provides for the professional development of Society membership and for the profession with meaningful educational opportunities and activities. Strives to serve the technical advancement of the profession in the Intelligent Transportation Systems and related fields. Collaborate with various standing committees, such as Publications and Membership Activities, to maximize the spread of these educational activities.

D. *Nominations, Elections and Appointments*

1. *Nominations for BoG Members-at-Large.*

The N&A Committee will announce a Call for Nominations of Candidates for BoG Members and, accordingly, prepare and submit a ballot of nominees to the BoG in accordance with the process outlined in the Society Operations Manual.

- a. Nominees cannot include current members-at-large of the BoG serving their second consecutively elected term.

2. *Election for BoG Members-at-Large.*

IEEE will serve as the teller for BoG elections. The five candidates for BoG Member-at-Large who receive the most votes will be elected for a three-year term, starting at the beginning of the following year. If an electee declines the office, then the candidate with the next most votes will be offered the position. In the event of a tie vote, the current BoG Members-At-Large will resolve the tie by mail ballot or in executive session, considering only the candidates receiving equal numbers of votes.

3. *Petition Process for Positions on the BoG Elected by the Society's Membership.*

For each elective position within 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 meeting of the ITS BoG, 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.

4. *Petition signature requirements for positions on the BoG elected by the Society's membership.*

- a. Signatures may be submitted electronically through the official IEEE society annual election website. The name of each member signing the paper petition shall be clearly printed or typed. For the purpose of identifying the 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.
- b. 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.

5. *Nomination and Appointment of Society Officers.*

The Society officers are listed in the Society Constitution. The N&A Committee will announce a Call for Nominations of Candidates for Society Officers and prepare a slate of candidates for the offices of the Society in accordance with the Society Operations Manual. Eligibility to run and hold a Society Officer position is open to all Society officers, BoG members-at-large, technical committee chairs and standing committee chairs, who held one or more of such positions for at least one year during the five years prior to the election. The slate will be presented to the BoG, who will then appoint candidates to their respective offices for the upcoming term.

6. *Other Appointments.*

Special appointments, as well as appointments to standing committees, ad hoc committees, technical committees, directed delegates, etc., shall be as specified in the Society Operations Manual.

E. *Conflict-Resolution Procedures*

The BoG shall establish, whenever needed, an Ad Hoc Conflict-Resolution (CR) Committee, with additional experts added as appropriate. Such experts shall be chosen based upon mediation experience or subject-area experience, as necessary. Additional individuals may be added for other relevant reasons, depending on the circumstances.

1. The CR Committee may be augmented with the agreement of all parties involved.
2. The CR Committee shall consist of more than one (1) person, and the makeup should include at least one (1) person having subject-area experience, and, if available, at least one (1) person with mediation experience or mediation or conflict-resolution training.
3. The time frame for the resolution shall be specified in the process.
4. All members of the CR Committee chosen should be non-conflicted (i.e., they should have had no prior involvement in the situation).
5. The process shall allow escalation to TAB and the IEEE, in accordance with the processes outlined in the TAB Operations Manual and the IEEE Bylaws, if the issue cannot be adequately resolved at the Society level.
6. All discussions and information shall be handled in a confidential manner.
7. The CR Committee shall provide a short report documenting its findings.

F. *Process for Removal of an Appointed Society Officer or Elected BoG Member*

Removals shall follow the removal process as outlined in the IEEE Technical Activities Board Operations Manual,

Advanced notice to the person of concern must be given 30 days prior to the vote