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BYLAWS OF THE IEEE NANOTECHNOLOGY COUNCIL

These Bylaws provide detailed guidance for the supervision and management of Council affairs, in accordance with the Council Constitution. Amendments or additions may be made by means of the procedures described in Article C11.2 of the Constitution.

ARTICLE B1 RULES OF ORDER

B1.1 Robert's Rules of Order

In all matters not covered by the Constitution, Bylaws, and Rules, the latest edition of Robert's Rules of Order shall govern meetings of the Council.

ARTICLE B2 MEMBER SOCIETIES

B2.1 List of Member Societies

The Member Societies of the Council shall be those formally admitted by the Council AdCom in accordance with the Council Constitution. The TAB Secretary maintains a current listing of Member Societies and Councils.

B2.2 Responsibilities

Member Societies have responsibilities for participation in Council AdCom and activities as defined in the Council Constitution and agreed to by their joining the Council. Any Member Society which does not fulfill these responsibilities may be removed as defined in the Constitution. Any Member Society unwilling or unable to continue to share responsibilities as defined in the Constitution may resign from the Council. When the Council Secretary has received a letter of resignation, the resigning Society shall be dropped from the Council roll at the end of the calendar year. Any former Member Society may later rejoin, without prejudice, on the same basis as any new applicant.

ARTICLE B3 NOMINATIONS, ELECTIONS AND APPOINTMENTS

B3.1 Nominations and Appointments Committee

The Nominations and Appointments (N&A) Committee, which is a standing committee of the Council, shall consist of a Chair and three other members. The Immediate Past-President shall be the Chair of the Nominations and Appointments Committee. Other officers of the Council may not serve on the Nominations and Appointments Committee nor be members ex-officio. 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.

Chairs shall not be eligible to be nominated for office during their term of service.

At least one committee member shall not be a current Council AdCom society representative but shall belong to at least one Member Society.

A member of an 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.

B3.2 Officer Nominations

The N&A Committee shall issue a call for officer nominations at least 90 days in advance of the annual Council AdCom meeting. The N&A Committee shall specify the form and required content of the submitted nominations.

B3.3 Willingness of Officer Nominees to Serve

Candidate nominations submitted to the Nominations and Appointments Committee may be made only by AdCom members. The Chair of the Nominations and Appointments Committee shall consult with each candidate prior to nomination to determine their willingness to serve if elected.

B3.4 Nominations Principles

The Nominations and Appointments Committee shall be guided in its selections by the principles of efficiency, geographical distribution, past history, and technical interest.

B3.5 Report of the Nominating Committee

The Chair of the Nominations and Appointments Committee shall submit the Committee recommendation to the Council AdCom at the beginning of its Annual Meeting, or with the approval of the Council President, by letter to all qualified voting officers and representatives on the Council AdCom prior to the Annual Meeting. From the floor of the same meeting or by letters mailed to the entire Council AdCom, the officers and AdCom society representatives may make additional nominations.

B3.6 Withdrawal of Candidates

The President of the Council shall withdraw the names of any candidates, for election as Council officers, who are not eligible under the Constitution or Bylaws.

B3.7 Balloting

Election of the officers, whenever a vacancy exists, shall be from those nominees as specified in these Bylaws, Article B3.2, 3.3, 3.4 and 3.5. Elections shall be by secret ballot of the voting members of the Council AdCom. Electronic voting may be used as needed providing secrecy is maintained.

B3.8 Criteria for Office

The AdCom shall elect the Vice-President for Conferences, the Vice-President for Educational Activities, the Vice-President for Publications, the Vice-President for Technical Activities, and the Vice-President for Finances from its current members or from those past members who have served as Member Society-appointed or ex-officio AdCom members within the previous five years.

The AdCom shall elect the President-elect from its members who have served as Officers of the Council within the previous five years. If a candidate for President-elect cannot be found who meets this criterion, then candidates for President-elect may be chosen from the current Society-appointed members of AdCom or among those past members who have served as Society-appointed AdCom members within the previous five years.

B3.9 Terms of Office

The terms of office for the Officers of the Council, and their eligibility for reelection shall be:

President-elect (1 year term beginning in odd numbered years),

President (2 year term beginning in even numbered years, non-renewable),

Immediate Past-President (2 year term beginning in even numbered years, non-renewable),

Vice-President for Conferences (2 year term beginning in odd numbered years, non-renewable),

Vice-President for Educational Activities (2 year term beginning in even numbered years, non-renewable),

Vice-President for Publications (2 year term beginning in even numbered years, non-renewable),

Vice-President for Technical Activities (2 year term beginning in even numbered years, non-renewable), and

Vice-President for Finances (2 year term beginning in odd numbered years, renewable).

Eligibility for a particular office shall be restored after a lapse from that office of one year.

Total time in office not to exceed eight years (4 terms), except Vice-President for Finances.

B3.10 Officer Vacancies

If any Council office becomes vacant at any time during the year, and if the vacant office cannot be filled by logical succession of an existing Council officer as described in the Constitution and Bylaws, the Council will promptly hold an election to fill the existing vacancy in accordance with B3.7. If the vacant office is of a Vice-President, and due to their election in mid-term to be President-elect, the successor may run for a full term.

B3.11 Election Order

As needed, elections shall be held separately for the offices of President-elect, Vice-President for Conferences, Vice-President for Educational Activities, Vice-President for Publications, Vice-President for Technical Activities and Vice-President for Finances, in that order. To be elected, a nominee must receive a majority of the votes cast by members of the Council AdCom. If no candidate receives a majority on a ballot, the name of the candidate receiving the smallest vote shall be withdrawn and a second ballot taken. This procedure shall be repeated until one candidate receives a majority vote of greater than half of the number of members of the quorum (B6.2) present at the time of the election.

In even numbered years, the AdCom shall elect a President-elect who will serve a one-year term at the beginning of the following January of odd numbered year. In even numbered years, the Immediate Past-President will perform the duties assigned to the President-elect.

In even numbered years, the AdCom shall elect a Vice-President for Conferences and Vice-President for Finances to serve their two-year term at the beginning of the following January of odd numbered years. In odd numbered years, Vice-President for Educational Activities, Vice-President for Publications and Vice-President for Technical Activities are to be elected to serve their two-year term at the beginning of the following January of even numbered years.

The Council AdCom may hold contingent elections to be effective if an elected officer fails to accept office, is disapproved by IEEE Headquarters because there has been some irregularity in the nominations and election procedures, or has failed to maintain IEEE membership.

B3.12 Election Reporting

The President of the Council shall inform each successful candidate of his or her election and shall arrange for the transfer of responsibility. The name of each elected officer shall be reported to the Chair and Secretary of the IEEE Technical Activities Board.

B3.13 Editors-in-Chief Appointments

The term of office for all Editors-in-chief of the Council's periodicals is two years, renewable twice. Upon a vacancy or an expiration of a term, the President may appoint a qualified individual to an Editor-in-chief post, with the advice of the Nominations and Appointments

and Publications Committees, and with the consent of AdCom. Eligibility for an Editor-in-chief post shall be restored after a lapse of two years.

ARTICLE B4 STANDING COMMITTEES

B4.1 List of Standing Committees

The Standing Committees shall include the following:

1. Meetings.....Chair: VP for Conferences
2. Publications.....Chair: VP for Publications
3. FinanceChair: VP for Finances
4. Technical Activities Chair: VP for Technical Activities
5. Distinguished Lectures..... Chair: VP for Educational Activities
6. Education Chair: VP for Educational Activities
7. Nominations and AppointmentsChair: Immediate Past-President
8. Constitution and Bylaws Chair: Presidential Appointee
9. Fellows Chair: Presidential Appointee
10. Standards Chair: Presidential Appointee
11. Liaison and TransnationalChair: Immediate Past-President
12. Chapters and Regional Activities..... Chair: Presidential Appointee
13. Awards Chair: Presidential Appointee
14. Industry Advisory Chair: Presidential Appointee

B4.2 Additional Committees

The Council may establish such additional Standing or Ad Hoc Committees as may be deemed desirable.

B4.3 Subcommittees

Each Standing Committee shall have the power to create subcommittees of its own selection.

B4.4 Meetings Committee

The Meetings Committee shall be composed of the Vice-President for Conferences (as Chair), the General Chairs of all financially sponsored conferences, the past Vice-President for Conferences, and up to three at-large members who are or have been members of the Council's AdCom.

The organization of each Conference or Technical Meeting ("Conference") financially sponsored by the Council shall include a Steering Committee (chaired by the Conference General Chair) and a Program Committee (chaired by the Conference Program Chair).

The Council Executive Committee (Excom) shall select the Conference General Chair for sole-sponsored conferences from proposals submitted and recommended by the Meetings Committee. The General Chairs shall appoint Program and other Chairs with the advice and consent of the Vice-President for Conferences.

The Council Excom shall approve all financially co-sponsored Conference agreements recommended by the Meetings Committee. The Vice-President for Conferences shall approve all non-financial (technical) Conference co-sponsorships with consent of the Council Excom.

The Meetings Committee, with approval of the Council Excom, may plan, organize and sponsor other activities held in conjunction with Conferences of other societies.

B4.5 Publications Committee

The Publications Committee shall be composed of the Vice-President for Publications (as Chair), the Editors-in-Chief of the 100% sponsored publications of the Council, the representatives to the Council's co-sponsored publications, the past Vice President for Publications, and up to three at-large members who are or have been members of the Council's AdCom.

This Committee shall establish Council publication policy subject to adherence to IEEE Publication Policies (Section 6.2) and annual review by the Council. It shall assist Editors-in-Chief of Council Periodicals in the choice of special topics and in guiding and planning all Publications. The Editors-in-Chief may designate special guest editors, and manuscript reviewers in accordance with the publication policies of the Council.

Editors are recommended by the Editor-in-Chiefs and appointed by the Vice President for Publications with the concurrence of the Council's President. The initial term is for a one year probationary period, with reappointment upon satisfactory performance for an additional two years. Another one-year extension may be granted in cases of special needs.

Associate Editors are designated by the Editor-in-Chiefs in consultation with their Editors and appointed by the Vice President for Publications with the concurrence of the Council's President. The initial term is for one year, and may customarily be extended for two more years without reappointment.

Editorial expenses must be in accordance with an annual budget approved by the Council and Council publication policy. An Editor-in-Chief may authorize any publication expenses, but shall be responsible for adherence to the publication budget

B4.6 Finance Committee

The Finance Committee shall assist the Vice-President for Finances in developing Council budgets, reviewing long-range fiscal planning, and suggesting new sources for income. The Vice-President for Finances shall chair the Finance Committee.

The Vice-President for Finances will appoint members of the Finance Committee as needed with the concurrence of the Council's President.

B4.7 Technical Activities Committee

The Technical Activities Committee shall be chaired by the Vice-President for Technical Activities and shall include the Chairs of all of the Technical Committees and the Chair of the Chapters and Regional Activities Committee of the Council.

The Vice-President for Technical Activities shall establish Technical Committees as may be deemed desirable with the approval of the Council.

B4.8 Distinguished Lecturer Committee

The Distinguished Lecturer Committee is a subcommittee of the Education Committee, responsible for soliciting nominations and making recommendations for individuals to serve as Distinguished Lecturers (DLs) to the Executive Committee, for final approval. The committee shall consist of the Vice President of Educational Activities who serves as committee chair, the Chair of the Technical Activities Committee, the Chair of the Chapters and Regional Activities Committee, and two other members appointed by the Vice President of Educational Activities, serving for a two year term.

B4.9 Education Committee

The Education Committee is chaired by the Vice-President for Educational Activities. The Chair appoints members for the Committee as needed in consultation with the Council Executive Committee and AdCom.

Final decisions on any motion from the Committee must be approved by the Council.

The Committee fosters the development and promotion of educational activities and programs for the Council. These activities include the development of the TryNano.org website, organizing short courses at the Council's conferences and other venues under sponsorship by the Council, and summer schools.

The Committee should engage with Member Societies of the Council in organizing joint Short Courses or Summer Schools. The Committee manages the organization of Council Summer Schools, soliciting proposals and selecting the winning applicant from the proposals received.

The Committee promotes all educational activities described in the Council Periodicals through proper dissemination and advertisement.

The Committee participates in soliciting educational and tutorial articles for publication in the Council Periodicals and provides input to the Editors in Chief.

The Committee's responsibilities related to the TryNano.org website include:

- a. periodic update of the technical contents of the website,
- b. ensuring accuracy of the content of the website by serving as the foremost authority on all things nano for the IEEE,
- c. suggestion of additional nano experts for featuring on the website,
- d. and contributions to the continued upgrade of the various features of the website.

Additional responsibilities for the Committee may arise if and when the Council initiates new educational programs and activities.

B4.10 Nominations and Appointments Committee

The Nominations and Appointments Committee shall be appointed by the President of the Council in accordance with the provisions of the Constitution and Article B3.1. It shall have the duties described in Articles B3.1, B3.2, B3.3, B3.4 and B3.5. The Immediate Past-President of the Council shall be the Chair of the Nominations and Appointments Committee.

B4.11 Constitution and Bylaws Committee

The Constitution and Bylaws Committee, including its Chair, shall be appointed by the President of the Council in accordance with the provisions of the Constitution (Article C5.3). The Council Secretary shall be an ex-officio non-voting member of the Constitution and Bylaws Committee. The President upon request of the Council's AdCom may appoint additional members.

The functions of the Constitution and Bylaws Committee will be to:

- a. Maintain up-to-date copies of the Constitution and Bylaws and make them available upon request.
- b. Ascertain that the Constitution and Bylaws are not in conflict with any requirements or rules of the IEEE.
- c. Recommend changes in the Constitution or Bylaws as necessary to conform to the development of the Council or to changes by the IEEE.
- d. The Chair of the Constitution and Bylaws Committee shall serve as Parliamentarian and Consultant on Procedural matters at meetings of the Council AdCom.

B4.12 Fellows Committee

The Fellows Committee Chair shall be appointed by the President of the Council, and selects the other committee members, all of whom must be IEEE Fellows. IEEE requires all Societies/Councils to have a standing Fellow Committee. The Committee is responsible for

evaluating and scoring Fellow nominations assigned to the Council by the IEEE Fellows Committee.

B4.13 Standards Committee

The Council is registered with the IEEE-SA Standards Board (SASB) as an official standards Sponsor. As such the Council is responsible for the development and coordination of standards project(s) including their maintenance after their approval as standard(s) by the IEEE-SA Standards Board. Specifically, the Council is responsible for those IEEE-SA Standards Board approved project(s) for which the Council has been identified or assigned as either the sole sponsor or a joint sponsor. The duties and responsibilities of the Committee in development and maintenance of standards shall as defined by the *Policies and Procedures for the Nanotechnology Council for Standards Development* (Policy) as approved and accepted by the SASB.

The Committee Chair shall be appointed by the President of the Council. The Committee in addition shall have a Vice Chair, Treasurer and Secretary and other members as defined by the Policy.

The Chair shall appoint an Elections Officer whose function is to gather nominations for other officers, and conduct an election annually as described in the Policy.

The Committee shall organize the development of standards; oversee compliance with the Policy; and submit proposed documents approved by the Committee (with supporting documentation) for appropriate review and approval by the SASB.

B4.14 Liaison and Transnational Committee

The Liaison and Transnational Committee shall assist the President in maintaining the liaison activities of the Council. The Immediate Past-President shall chair this Committee.

B4.15 Chapters and Regional Activities Committee

The Chapters and Regional Activities Committee shall be appointed by the President of the Council, and is composed of the Chair and other members as may be designated by the President. This Committee establishes and maintains communication with Council chapters, IEEE Regions and Sections in particular geographic areas, and student organizations. It serves as a liaison between the chapters, sections, and student organizations and the Council. It works with Technical Activities to communicate availability of Distinguished Lecturers and the Education Committee to communicate activities of interest.

B4.16 Awards Committee

The Awards Committee shall be appointed by the President of the Council and composed of the Chair and three other members, at least one of whom shall not be a current Council

AdCom society representative but shall belong to at least one Member Society. This Committee shall, with the approval of the Council and in accordance with TAB and IEEE policies, establish policy and procedures for the creation and administration of Nanotechnology Council awards. It shall manage the Council's annual awards program, soliciting and proposing award candidates for AdCom approval.

B4. 17 Industry Advisory Committee

The Industry Advisory Committee shall be appointed by the President of the Council and composed of the Chair, the Chair of the Standards Committee, and two other members, including at least one who shall not be a current Council AdCom society representative but shall belong to at least one Member Society. The Committee fosters the development and promotion of industry relations activities and programs for the Council. These activities include developing contacts with industry, identifying interests, organizing industrial panels, or recruiting industry exhibits at the Council's conferences and other venues under sponsorship by the Council.

ARTICLE B5 FINANCES

B5.1 Budget and Reports

The fiscal and operating year of the Council shall begin on the first day of January and end at the close of business on the thirty-first day of December of each year.

The Vice-President for Finances shall submit a proposed Council budget for the ensuing year in accordance with IEEE budget development guidelines. When approved by the Council and TAB, this budget shall become the working budget for the following year. This approved budget will constitute authorization to the Vice-President for Finances to disburse the funds in amounts not to exceed any budgeted item.

The Vice-President for Finances shall be responsible for forwarding to IEEE Headquarters the approved budget, and Headquarters will be thereby authorized to disburse the funds in accordance with instructions from the Vice-President for Finances.

The Vice-President for Finances shall obtain a financial statement of receipts, expenditures, and balances from IEEE Headquarters at least twice yearly and shall distribute copies of this statement to all members of the Council AdCom. The Vice-President for Finances shall also keep a running account of commitments to date.

B5.2 Financial Support

Financial support for the Council shall be derived from income from sales of Council Periodicals, Books, Videotapes and IEEE Press publications, its share of any surplus from Council sponsored Conferences; and any income realized through investments. Periodicals

subscription prices to members of the Council Member Societies shall be set to no less than self-sustaining.

IEEE Policy permits organizational units to accept donations for activities of scientific or technical nature. These donations are tax deductible. The Council should adhere to IEEE policies relating to contributions or grants.

B5.3 Conference Bank Account

The Treasurer of any Council-sponsored Conference is authorized to open an account in the Conference's name, to be used for the deposit and disbursement of funds related to the Conference. All bank accounts should be compliant with IEEE policies and procedures. The Council shall be advised of the name of the bank, the anticipated size of the account, the names of the account, signatories and of arrangements for insurance and bonding. The Vice-President for Finances and the Staff Director – Financial Services shall be signatories on any bank accounts opened by a meeting or conference sponsored by the Council. If an account is open with the IEEE Concentration Banking Program the signature card requirement for the Staff Director – Financial Services is not necessary.

B5.4 Council Bank Account

Bank accounts should be opened in the name of IEEE Nanotechnology Council. All bank accounts should be compliant with IEEE policies and procedures. The Staff Director – Financial Services shall be a signatory on any bank accounts opened by the Council. If an account is open with the IEEE Concentration Banking Program the signature card requirement for the Staff Director – Financial Services is not necessary.

B5.5 Travel Expenses

The Council President may authorize traveling expenses for Officers and members of the Council on Council business in accordance with the current, approved Council budget and in a manner in conformity with the Council and IEEE travel and reimbursement policies and procedures.

ARTICLE B6 COUNCIL MEETINGS

B6.1 Notification

The Secretary shall announce to the members of the Council AdCom, all Chairpersons of Standing and Ad Hoc Committees and appropriate guests the time, place, and agenda of all meetings of the Council AdCom at least twenty-five days in advance of the meeting by suitable means, including email or regular mail.

B6.2 Quorum

A roll call shall be made at the beginning of each Council AdCom meeting. The Secretary shall record the names of those present and announce whether a quorum exists (C7.3).

B6.3 Secretary's Duties

The Secretary shall transmit in writing in a timely manner all motions, directives, or orders of the Council to the persons affected. The Secretary shall transmit a copy of the minutes of the Council AdCom to the officers, members of the Council AdCom, Chairpersons of the Standing and Ad Hoc Committees, and to the Secretary of the IEEE Technical Activities Board within thirty days of the meeting. As soon after January 1st as practicable, the Secretary shall provide a directory listing the names and addresses to members of the Council.

B6.4 Non-Voting Attendees

The Chairpersons of all Standing Committees shall be invited to attend all meetings of the Council AdCom as guests and advisors.

B6.5 Meeting Cancellation

Meetings of the Council AdCom may be canceled only by consent of a majority of all members of the Council not less than 30 days before the original date or the new date set for the meeting, whichever is earlier. Notice of such cancellation or changed date shall be sent to all Council AdCom members by email or regular mail.

B6.6 Location of Meeting

Meetings of the Council AdCom may be held at international or regional technical meetings or conventions of the IEEE, jointly with a Section, separately, or jointly with another society, whenever such a meeting is deemed desirable by the Council.

ARTICLE B7 COUNCIL POLICIES AND PROCEDURES

The policies and procedures for the operation of the Council shall be documented and maintained in the Council's Operations Manual. The Constitution and Bylaws Committee shall be responsible for instituting and maintaining this Operations Manual. Council officers, Committee Chairs, or the Council AdCom shall recommend individual policies or procedures for incorporation into the Council's Operations Manual. All changes to this Operations Manual shall be made with the advice of the Council Executive Committee and the consent of the Council AdCom.