

Constitution Revision 3, NTC Approved on 30-Sep-2021
Approved by VP-TAB 9 November 2021

CONSTITUTION OF THE IEEE NANOTECHNOLOGY COUNCIL	2
ARTICLE C1 NAME AND PURPOSE	2
<i>C1.1 Name.....</i>	2
<i>C1.2 Purpose.....</i>	2
ARTICLE C2 FIELD OF INTEREST	2
<i>C2.1 Field of Interest</i>	2
ARTICLE C3 MEMBERSHIP OF COUNCIL.....	2
<i>C3.1 Council and Member Societies</i>	2
<i>C3.2 New Member Societies.....</i>	2
<i>C3.3 Removal of Member Societies.....</i>	3
<i>C3.4 Officers of the Council.....</i>	3
<i>C3.5 Voting Members of Council AdCom.....</i>	3
<i>C3.6 IEEE Membership Requirement</i>	3
<i>C3.7 Terms of Member Society Representatives</i>	4
<i>C3.8 Vacancies of Member Society Representatives</i>	4
<i>C3.9 Non-Voting Ex-Officio Members of Council AdCom.....</i>	4
<i>C3.10 Liaison Representatives.....</i>	4
<i>C3.11 Non-Voting Ex-Officio Members of Council Executive Committee</i>	4
<i>C3.12 Terms of Members-at-Large.....</i>	5
<i>C3.13 Committee Co-Chair Meeting Attendance.....</i>	5
ARTICLE C4 ELECTION AND APPOINTMENT OF OFFICERS	5
<i>C4.1 Election</i>	5
<i>C4.2 Method of Election.....</i>	5
<i>C4.3 Filling of Council Office Vacancies.....</i>	5
ARTICLE C5 POWERS, PRIVILEGES, AND DUTIES	6
<i>C5.1 Duties of Representatives.....</i>	6
<i>C5.2 Duties of Officers and Members of the Adcom</i>	6
<i>C5.3 Appointment of Secretary, Editors-in-chief, Committee Chairpersons.....</i>	6
<i>C5.4 Duties of Council President.....</i>	7
<i>C5.5 Establishment of Standing Committees.....</i>	7
<i>C5.6 Duties of Officers.....</i>	7
<i>C5.7 Duties of Secretary</i>	8
<i>C5.8 Duties of Vice-President for Finances</i>	9
<i>C5.9 Council Officer's Terms of Office</i>	9
<i>C5.10 Expenditures and Debts.....</i>	9
<i>C5.11 Honoraria and Travel Expenses</i>	9
ARTICLE C6 FINANCIAL SUPPORT & EXPENDITURES	10
<i>C6.1 Regular Income.....</i>	10
<i>C6.2 Additional Revenues</i>	10
<i>C6.3 Prohibited Expenditures</i>	10
ARTICLE C7 MEETINGS	10
<i>C7.1 Meetings</i>	10
<i>C7.2 Annual Meeting.....</i>	11
<i>C7.3 Quorum.....</i>	11
<i>C7.4 Business Conducted by Telecommunication</i>	11
<i>C7.5 Lack of Quorum.....</i>	11
ARTICLE C8 PUBLICATIONS.....	11
<i>C8.1 Publication Policies.....</i>	11
<i>C8.2 Publication of Council Periodicals.....</i>	11
<i>C8.3 Appointment of Editors-in-Chief, Associate Editors-in-Chief, Senior, Associate and Guest Editors.....</i>	12
ARTICLE C9 CONFERENCES AND TECHNICAL MEETINGS	12
<i>C9.1 Meetings Policies.....</i>	12
<i>C9.2 Time and Locations of Meetings.....</i>	12
ARTICLE C10 RECALL.....	12
<i>C10.1 Recall of Member Society Representatives or Officers</i>	12
<i>C10.2 Declaring a Vacancy</i>	12
ARTICLE C11 AMENDMENTS.....	13
<i>C11.1 Adoption and Amendment of Constitution</i>	13
<i>C11.2 Adoption and Amendment of Bylaws</i>	13
<i>C11.3 Precedence of IEEE Constitution, Bylaws, and Policies</i>	13
<i>C11.4 Effective Date of Constitution.....</i>	13

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 Field 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, in accordance with the process outlined in the TAB Operations Manual.

ARTICLE C3 MEMBERSHIP OF COUNCIL

C3.1 Council and Member Societies

The Council shall be composed of IEEE Societies that have demonstrated a strong interest in Nanotechnology and are supporting technical activities in the field. These Member Societies must sign a Memorandum of Understanding and agree to share the responsibility for all obligations of the Council, including 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 (Administrative Committee) present and entitled to vote 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 entitled to vote.

C3.4 Officers of the Council

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

An individual may not serve concurrently as both a Council officer and a Council Member Society representative.

Council Officers shall consider each item of business, where they have a vote or decision authority, to determine if an actual, perceived, or potential conflict that affects the individual's professional, personal, financial, or business concerns exists.

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 Council.
- c. Member(s)-at-Large, as defined in the Bylaws.

C3.6 IEEE Membership Requirement

Each Member 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. One is designated by the Society as the voting member; at any meeting, if the voting member cannot attend, then the non-voting member in attendance will have voting rights. Reappointment is at the discretion of the Society represented. When a Member Society representative is elected to a Council office, the Council office shall take precedence over the Society appointment, and the appropriate Member Society shall fill any resulting vacancy(s) promptly.

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 Secretary and Council Secretary
- c. The IEEE Vice-President for Technical Activities
- d. The Editors-in-chief of all publications 100% financially sponsored by the Council including Trynano and outreach vehicles
- e. Appointed Chairs of Council standing committees
- f. Chairs of Council Technical Committees
- g. General Chairs of Council 100% financially sponsored conferences held in the previous calendar year.
- h. Vice-Presidents-elects

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.

C3.11 Non-Voting Ex-Officio Members of Council Executive Committee

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

- a. Editors-in-chief of all publications 100% financially sponsored by the Council including TryNano and outreach vehicles
- b. Chairs of Council standing committees

c. Vice-Presidents-elect

C3.12 Terms of Members-at-Large

The term of office of a Member-at-Large of the Council shall be two years. No Member-at-Large shall serve more than four consecutive years.

Member-at-Large nominations shall be confirmed by an AdCom vote.

C3.13 Committee Co-Chair Meeting Attendance

When committee Co-Chairs are appointed, only one can function at a time as Chair for the purpose of AdCom or Excom membership.

ARTICLE C4 ELECTION AND APPOINTMENT

C4.1 Election

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

On a schedule specified by the Bylaws, the voting members of the Council AdCom shall elect the Members-at-Large. Eligibility and terms of office for the Members-at-Large are specified by the Bylaws.

C4.2 Method of Election

Officers and others 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 (or in years without a President-elect the Immediate Past-President) 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 (or in years without a President-elect by the Immediate Past-President) 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 or Immediate Past-President may also carry out the duties of the President.

If the office of the President-elect or becomes vacant during their term, 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.

If the office of a Vice-President becomes vacant during their term, the Vice-President-elect they shall assume the role. Otherwise, the voting members of the Council AdCom shall elect a new officer promptly.

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 their Society represented informed concerning Council business. Members of any Member Society Administrative Committee may attend any open meeting of the Council as observers.

The duties of Members-at-Large are to provide the Council with independent insights and positions that are in support of the global nanotechnology community, especially those involved in independent research, development and commercialization, to represent the Council positions and statements as needed to these global constituencies and to complete the specific tasks identified in their candidacy documents.

C5.2 Duties of Officers and Members of the Adcom

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-in-chief, Committee Chairpersons

The President shall appoint for a term concurrent with their presidency, a Secretary, and Chairpersons (and Co-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-in-chief of the various Council periodicals and TryNano 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-in-chief and Chairperson/Co-Chairperson appointees need not be chosen from among the individuals who are on the Council AdCom as Member Society representatives. The Secretary will be a non-voting member of the Council Executive Committee and the AdCom.

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 shall have no vote on the AdCom or ExCom except if the vote is by secret ballot or unless the President's vote can change the outcome of the vote. 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 in accordance with the procedure outlined in the TAB Operations Manual.

C5.5 Establishment of Standing Committees

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

The Chair of a Committee shall have no vote on the Committee except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote. When Committee Co-Chairs are appointed, only one can function at a time as Chair.

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, and 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 Educational Activities shall establish and chair the Education Committee, and with the participation of the Education Committee shall foster the development and provide direction for educational activities and programs in which the Council is involved, including but not limited to overseeing, coordinating, and monitoring such educational activities.
- d. 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 Editors-in-chief of each Council 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 Senior and Associate Editors.
- e. 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 Chapters and Regional Activities of the Council.
- f. 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 Liaison and Transnational and the Nominations and Appointments Committees.
- g. The Vice-President-elects shall serve as ex-officio non-voting members of the Council ExCom and AdCom and those standing committees chaired by their Vice -Presidents until their term begins. If the Vice-President resigns or cannot fulfill their entire term the Vice-President-elect becomes the Vice-President immediately.

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 Executive Committee and AdCom, and shall prepare such reports as may be required by the Council, the Technical Activities Board, or the IEEE. The Secretary shall maintain the Council Roster, send out notices when instructed to do so by the President or in accordance with requirements of the Council Constitution or Bylaws, and perform such other duties as requested by the President, the Executive Committee and/or AdCom. 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. 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 IEEE Policy on financial matters. If any parts of the Council funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies on financial and tax matters 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 their incapacity.

C5.9 Council Officer's Terms of Office

The President and other 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 or volunteer representing the Council 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 on travel and financial matters.

When Committee Co-Chairs are appointed, only one will be supported for official travel.

ARTICLE C6 FINANCIAL SUPPORT & EXPENDITURES

C6.1 Regular Income

The financial support for the Council shall be derived from 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 IEEE that any revenue means not explicitly covered by IEEE Statements of Policy does not conflict with IEEE financial or tax 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. At the discretion of the Council President or upon request by AdCom members from at least four different Societies, meetings of the Council AdCom may be called.

The time, place and agenda of AdCom meetings shall be announced to all members of the Council AdCom by email or 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.

The AdCom 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 persons participating in the meeting to hear each other and be heard at the same time.

The AdCom or any committee thereof may take action without a meeting if applicable. 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

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

A majority of the voting members of the AdCom or any committee thereof shall constitute a quorum. For an AdCom meeting, the majority must include representatives from at least one third of the Member Societies.

C7.4 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, following the procedure outlined in C7.1 above.

C7.5 Lack of Quorum

In the absence of a quorum at duly called meetings, the only action that may be taken is to set the date of a future meeting.

ARTICLE C8 PUBLICATIONS

C8.1 Publication Policies

All Council publication activities shall be subject to IEEE publications 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 for publications. Selection of the published material shall be in accordance with the objectives and policies of IEEE and the Council.

C8.3 Appointment of Editors-in-Chief, Associate Editors-in-Chief, Senior, Associate and Guest Editors

Editors-in-Chief, Associate Editors-in-Chief, Senior, Associate and/or Guest editors may be appointed for the periodicals 100% sponsored financially by the Council as provided for in the Council Bylaws and 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 on meetings, conferences, symposia and expositions, 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 Declaring a Vacancy

An affirmative vote of two-thirds of the voting members of the Council AdCom shall be necessary to declare a vacancy with or without cause.

For the purposes of declaring a vacancy, 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 or by mail ballot if the following provisions are met:

- a. Notice of the meeting and of the proposed change(s) must be provided to each member of the Council AdCom at least twenty-five days prior to such meeting, by the most suitable means including email or regular mail, at the last known address of each member.
- b. A two-thirds affirmative vote of the votes cast by the voting 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 voting members of the Council AdCom vote affirmatively.
- d. The Amendment shall become effective immediately after ratification by the IEEE Vice President Technical Activities.

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 provided to each member of the Council AdCom by email or regular mail to their last known email or regular mailing address at least twenty-five days prior to such meeting.

A Bylaw may also be adopted or amended by a mail-in ballot provided that a copy of the proposed change(s) is emailed or 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 become effective immediately after ratification by the IEEE Vice President Technical Activities.

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.