

ARTICLE III - BOARD OF GOVERNORS

Section 1:

The Society shall be governed by the Board. All members of the Board must be members of the Society. The franchised members of the Board shall be the Society president, president-elect, ~~first and second~~ vice presidents, the immediate past president, and other elected board members as specified in the bylaws. *Ex officio* members of the Board may be designated in the bylaws. The *ex officio* members of the Board shall have no vote unless they hold one as a franchised member of the Board.

Section 2:

The term of office for an elected member of the Board shall be three years. Within-term vacancies shall be filled as specified in the bylaws. The number of Board members elected annually shall be as specified in the bylaws. All Board members shall continue to serve until their successors take office.

Section 3:

Nomination and election of the members of the Board shall be by the method prescribed in the Society bylaws and shall include provision for nomination by petition by the Society members.

Section 4:

Meetings of the Board shall be held as prescribed in the bylaws. Additional meetings of the Board shall be called at the request of the Presiding Officer of the Board or four franchised members of the Board.

Section 5:

The officers of the Board shall be as specified in the bylaws.

Section 6:

The presence of a majority of the franchised Board members shall constitute a quorum. When a quorum is present at a meeting, a majority vote shall be necessary for the conduct of business except as otherwise provided in the Society's constitution and bylaws. The presiding officer may vote only when a secret ballot is called for or if the chair's vote can change the outcome of the vote.

Section 7:

The business of the Board may be handled by means other than a formally called meeting where in the opinion of the presiding officer of the Board matters requiring action can be adequately handled in that manner. A majority vote of all franchised members of the Board is necessary for approval of actions handled in that manner, except as otherwise provided.

Section 8:

The Board may by a two-thirds vote of the entire franchised Board delegate its powers not specifically assigned to it in this constitution to its committees or to officers of the Society.

ARTICLE IV - OFFICERS**Section 1:**

The elected officers of the Society shall be the president, the president-elect, the ~~first and second~~ vice presidents, and the secretary. Other officers may be provided for in the bylaws. The president-elect and ~~first and second~~ vice presidents of the Society shall be elected annually. The election procedures shall be as specified in the bylaws. These elected officers must hold member grades or higher in the IEEE and have been Society members for the preceding three years. When taking office as president, president-elect, or ~~first or second~~ vice president, such officers of the Society vacate their elected Board positions if they currently hold one. The president shall with advice and consent of the Board appoint all non-elected officers. These appointed officers must hold the member grade or higher in the Society.

Section 2:

The president, under the direction of the Board, shall be responsible for general supervision of the affairs of the Society. The president shall have such other powers and perform such other duties as may be provided in the Society bylaws or which may be delegated by the Board.

Section 3:

The president-elect shall perform such duties as specified in the bylaws or assigned by the president or the Board. The president-elect shall become president the following year. The president-elect shall act for the president should that office be vacated or in the event of the absence or incapacity of the president. In so doing, the president-elect does not vacate the office of president-elect. Should the office of president-elect become vacant, the Board shall fill the vacancy. In the interim, the ~~first~~ vice president shall act for the president-elect, but shall not assume the office of president-elect.

Section 4:

The ~~first~~ vice president shall act for the president in the event of the absence or incapacity of both the president and president-elect, and shall perform such duties as specified in the bylaws or assigned by the president.

~~Section 5:~~

~~The second vice president shall act for the president in the event of the absence or incapacity of the president, the president elect, and the first vice president, and shall perform such duties as specified in the bylaws or assigned by the president.~~

Section ~~6~~5:

The secretary is responsible for keeping the required records of the Society and submitting reports to the IEEE and others as required and shall perform such other duties as required in the bylaws or assigned by the president.

Section ~~7~~6:

The treasurer, an appointed officer, is responsible for the financial affairs of the Society and shall make reports to the Board on the financial status of the Society and shall perform such other duties as required in the bylaws or as assigned by the president.

Section ~~8~~7:

The Board is responsible for determining vacancies or temporary absences in office positions. In situations for which no succession procedure is described, or for which the procedure fails, the Board shall appoint a successor in the case of a vacancy, or an acting officer in the case of a temporary absence.