

Constitution of the IEEE Oceanic Engineering Society

(Effective 15 August 2022)

ARTICLE I. NAME AND OBJECTIVES

Section I-1: Name

This organization shall be known as the IEEE Oceanic Engineering Society, also known as the IEEE OES, and herein as the Society.

Section I-2: Objectives

The Society's objectives shall be scientific, literary, and educational in character. The Society shall strive for the advancement of the theory and practice of electrotechnology, allied branches of engineering, and related arts and sciences, applied to all bodies of water; and the maintenance of high professional and ethical standards among its members and affiliates.

Section I-3: Purpose

The Society shall promote close cooperation and exchange of technical information among its members through publications and meetings. The Society shall foster the technical and professional growth of its members.

Section I-4: Consonance with IEEE

All provisions of the Society's Constitution, Bylaws, and Policies and Procedures documents shall be always in consonance with the Constitution, Bylaws, and Policies and Procedures documents of the IEEE.

ARTICLE II – FIELD OF INTEREST

Section II-1: Field of Interest

The Field of Interest of the Society includes all aspects of science, engineering, and technology that address research, development, and operations pertaining to all bodies of water. This includes the creation of new capabilities and technologies from concept design through

prototypes, testing, and operational systems to sense, explore, understand, develop, use, and responsibly manage natural resources.

Section II-2: Cooperation with Other Groups

The Society shall aid in promoting close cooperation and exchange of information with other IEEE Groups and Societies in the form of joint publications, sponsorship of meetings and other activities that support the Society's objectives. Appropriate cooperative efforts may also be undertaken with professional or technical organizations that are not affiliated with the IEEE.

Section II-3: Changing Field of Interest Statement

The Society may revise its Field of Interest Statement using the process defined in the IEEE Technical Activities Board Operations Manual. Once approved by the IEEE Technical Activities Board, the change must be ratified as an amendment to this Constitution.

ARTICLE III – MEMBERSHIP

Section III-1: Eligibility

IEEE members in any grade having a professional interest in any phase of the Field of Interest of the Society may become members of the Society upon application and payment of dues.

Section III-2: Affiliates

Any person having a professional interest in any phase of the Field of Interest of the Society and who is not a member of the IEEE may join the Society as an Affiliate upon application and payment of dues.

ARTICLE IV – FINANCES

Section IV-1: Annual Dues

The Society shall collect annual dues from its members in accordance with the Bylaws of the IEEE.

Section IV-2: Meeting Registration Fees

The Society may charge registration fees at its conferences, symposia, workshops, and other meetings. Registration fees for IEEE members and Society Affiliates may be less than for nonmembers.

Section IV-3: Additional Sources of Revenue

The Society may derive income from its publications and raise revenues by other means as permitted by the Bylaws of the IEEE and the Society.

Section IV-4: Limitation on Financial Authority

Neither the Society nor any Officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE or the Society, except within prior IEEE-approved Society budgets or plans, and in accordance with the Bylaws of the Society.

ARTICLE V – ADMINISTRATION

Section V-1: Administrative Committee

V-1.1 Powers and Duties of the Administrative Committee

The Society shall be managed by an Administrative Committee. The Administrative Committee shall set policies for the Society, direct the affairs and activities of the Society, evaluate proposals presented to the Society, elect the Officers of the Society, and establish Standing and ad hoc Committees of the Society. The Administrative Committee shall approve or reject appointments made by the President of the Society, such appointments having been made in accordance with the Bylaws of the Society. The Administrative Committee shall authorize meetings, publications, and activities consistent with the Objectives, Purpose, and Field of Interest of the Society. The Administrative Committee shall set the annual budget of the Society and shall approve or reject departures from the budget proposed in accordance with the Bylaws of the Society.

V-1.2 Administrative Committee Membership

The Administrative Committee shall comprise Elected Members, Officers of the Society, and Members ex officio. Nomination, Election, and Appointment Procedures shall be as specified in the Bylaws of the Society.

V-1.2.1 Elected Members of the Administrative Committee.

Elected Members must be Members of the Society of IEEE Member grade or higher at the time of election and throughout their term of office. The number of Elected Members shall be as specified in the Bylaws. Elected Members shall serve terms of three years. No more than two

terms may be served consecutively. Eligibility is restored after a lapse of one year. One-third of the Elected Members shall be elected each year.

V-1.2.2 Officers of the Society.

Officers of the Society must be Members of the Society at the time of election and throughout their term of office. IEEE membership grade requirements shall be as specified in the Bylaws of the Society.

V-1.2.2.1 Officers Named.

The Officers of the Society shall be the President, the Past President, the Executive Vice President, the Vice President for Technical Activities, the Vice President for Professional Activities, the Vice President for Workshops and Symposia, the Vice President for OCEANS, the Editor-in-Chief of the Journal of Oceanic Engineering, the Treasurer, and the Secretary.

V-1.2.2.2 Qualifications, Terms of Office, Powers and Duties of Officers.

The Qualifications, Terms of Office, and Powers and Duties of the Officers shall be as specified in the Bylaws.

V-1.2.2.3 Election of Officers.

Officers shall be elected as provided in the Bylaws at a regular meeting of the Administrative Committee each calendar year, and shall take office on the following January 1. No more than two consecutive full terms in each elected office are permitted. Eligibility is restored after being out of office for one year.

V-1.2.3 Members ex officio of the Administrative Committee

Society and IEEE membership requirements for Members ex officio of the Administrative Committee shall be as specified in the Bylaws of the Society.

V-1.2.4 Petition Signature Requirements for Positions on the Governing Body Elected by the Membership

For each elective office 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 nomination meeting of the organizational unit, 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. Signatures can be submitted electronically through the official IEEE Society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall

be clearly printed or typed. For identification purposes of 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. 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.

V-1.3 Powers and Duties of Administrative Committee Members

Members of the Administrative Committee shall actively participate in the proceedings of the Committee and the activities of the Society.

V-1.4 Voting Members of the Administrative Committee

The Elected Members of the Administrative Committee and the Officers of the Society are the Voting Members of the Administrative Committee. The Voting Members may vote on all matters before the Administrative Committee. Officers of the Society who are also Elected Members shall be limited to one vote. Members ex officio may not vote on matters before the Administrative Committee except as specified in the Bylaws of the Society.

V-1.5 Quorum

A majority of the Voting Members of the Administrative Committee shall constitute a quorum.

V-1.6 Action of the Administrative Committee

The Action of the Administrative Committee and committees thereof shall consist of:

V-1.6.1 The vote of a majority of the Voting Members of the Administrative Committee present at the time of vote, provided a quorum is present, shall be the act of the Administrative Committee.

V-1.6.2 The Administrative Committee 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 at the same time.

V-1.6.3 The Administrative Committee may take action without a meeting, if applicable, such as a vote by electronic transmission. An affirmative vote of a majority of all the Voting Members of the Administrative Committee 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 Administrative Committee. "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.

V-1.6.4 Individual Voting Members of the Administrative Committee who hold more than one position on the Administrative Committee, or any committees thereof, shall be limited to one vote on each matter being considered by the Administrative Committee.

V-1.6.5 Proxy voting is not allowed.

V-1.7 Vote of the Presiding Officer

The presiding Officer of the Administrative Committee shall have no vote on the Administrative Committee, except if the vote is by secret ballot, or unless the Chair's vote can change the outcome of the vote.

Section V-2: Executive Committee

V-2.1 Powers and Duties of the Executive Committee

The Executive Committee shall manage the affairs of the Society between meetings of the Administrative Committee. Its actions shall be published to the Administrative Committee in a timely manner and become final only after approval by the Administrative Committee.

V-2.2 Executive Committee Membership

The Executive Committee shall comprise the Officers of the Society.

Section V-3: Nominations and Appointments

V-3.1 Chair of the Nominations and Appointments Committee

The Chair of the Nominations and Appointments Committee shall be the Past President of the Society. In the event of incapacity or conflict of interest of the Past President, the available most recent Past Chair of the Nominations and Appointments Committee shall be the Chair of the Nominations and Appointments committee. With extenuating circumstances, a different individual may be appointed to this position.

V-3.1.1 The Chair of the Nominations and Appointments Committee shall not be eligible to run for election to the Administrative Committee during the Chair's term of service.

V-3.2 Nominations and Appointments Committee Membership

At least two-thirds of the voting members of the Nominations and Appointments Committee shall be elected or appointed by the Administrative Committee.

V-3.2.1 A member of the Nominations and Appointments Committee may be nominated and run for a position for which such member's respective Nominations and Appointments Committee is responsible for making nominations only on the following conditions:

1. the nomination is not made by a member of the same Nominations and Appointments Committee and
2. the member resigns from the Nominations and Appointments Committee prior to its first meeting of the year in which the nomination shall be made.

Section V-4: Provision for Removal of Administrative Committee Member

A Member of the Administrative Committee who materially violates the Constitution, Bylaws, Policies and Procedures, or Code of Ethics of the Society or the IEEE, or who engages in other conduct that is seriously prejudicial to the Society or the IEEE, may be removed from his or her position as provided in the Bylaws.

ARTICLE VI – CHAPTERS

Section VI-1: Chapters Authorized and Defined

A Chapter is a subgroup of Society Members from a Section or Sections of the IEEE focusing on some aspect of the Field of Interest of the Society. A Chapter may be formed in accordance with the Bylaws of the Society and of the IEEE. A Joint Chapter may be formed with other Societies of the IEEE.

ARTICLE VII – MEETINGS

Section VII-1: Technical Meetings

The Society may organize and sponsor or co-sponsor meetings, conferences, symposia, workshops, or conventions either alone or in cooperation with other Societies, Technical Councils, Regional Councils, Sections, or Committees of the IEEE, or with other professional or technical organizations, subject to the IEEE Conference Guidelines. The Society shall organize and sponsor or co-sponsor at least one technical conference each year.

Section VII-2: Administrative Meetings

The Administrative Committee shall hold at least two meetings each calendar year. One of these meetings may be replaced by a meeting of the Executive Committee. Such meetings require at least 30 days notice to all Administrative Committee members. A quorum for such meetings shall be defined in the Bylaws of the Society.

ARTICLE VIII – PUBLICATIONS

Section VIII-1: Publications

The Society shall publish at least one peer-reviewed journal. Other publications may include paper and electronic newsletters or magazines, proceedings, and web sites. Publications of the Society shall conform to IEEE and Society publication policies. The Society shall be responsible for the financial aspects of its publication program.

ARTICLE IX – BYLAWS

Section IX-1: Bylaws Authorized

Bylaws shall be established for the purpose of governing the operations and administration of the Society.

Section IX-2: Amendment Procedure

Notice of proposed changes to the Bylaws shall be sent to all Administrative Committee Members at least 30 days before a meeting at which the proposed changes are to be considered. Such changes to the Bylaws require an affirmative vote by at least two-thirds of the Voting Members of the Administrative Committee present in a meeting, provided that a majority of the Voting Members of the Administrative Committee cast affirmative votes. After AdCom approval, the changes shall be forwarded to the IEEE Vice President of Technical Activities for approval.

ARTICLE X – AMENDMENTS

Section X-1: Amendment Procedure

Amendments to this Constitution may be initiated by the Administrative Committee or by petition submitted to the Administrative Committee by five percent or more of the Members of the Society. In either case, the proposed amendment shall be submitted to the IEEE Vice President of Technical Activities for approval. After such approval, the proposed amendment shall be publicized in at least one of the Society's publications or by direct communication to the membership. The proposed amendment shall be distributed by a ballot to all members of the Society at least 60 days before the date specified for the return of the ballots. The ballots shall carry a statement of the time limit for their return to the IEEE. Approval of the amendment by at least two-thirds of the ballots returned shall be necessary for its enactment.

Section X-2: Effective Date

All amendments to the Constitution shall become effective 30 days after all necessary approvals and notifications, unless a later date shall have been specified at the time the vote was taken.