



The Institute of Electrical and Electronics Engineers, Inc.

Power & Energy Society

Preamble to Constitution and Bylaws

The Constitution and Bylaws provide a basis for the government and administration of the IEEE Power & Energy Society, hereinafter called the Society or PES, as a voluntary transnational organization of Members of IEEE interested in the art and science of generation, transmission, control, measurement, distribution, and utilization of electric energy.

A worldwide representative form of government and administration is provided to be conducted by Delegates, Officers, and administrators chosen directly or indirectly by the Membership of the Society.

The control of the Society resides in its Members through their Chapters, Regions, and Committee Representatives; their election of Officers; their right of petition; their support of the Society programs and activities; and ultimately by the voluntary maintenance of their Membership. The IEEE PES

Governing Board (Board), broadly representative of the technical and organizational interests of the Members, is responsible for the administration and management of Society affairs in accordance with the rules and regulations of IEEE and the Constitution and Bylaws of the Society.

Members of the Board are:

- a. Officers of the Board
- b. Immediate Past President of the Society
- c. Vice Presidents of the Society
- d. Members-at-Large
- e. Regional Representatives
- f. IEEE Division VII Director
- g. IEEE Division VII Director-Elect
- h. PES Executive Director - ex officio

The Institute of Electrical and Electronics Engineers, Inc.

Power & Energy Society

Constitution

ARTICLE I Name, Purpose, Scope, and Functions

Sec. 1 The name of this organization is the Institute of Electrical and Electronics Engineers, Inc. Power & Energy Society, referred to as the Society.

Sec. 2 The Society is transnational, having technical, scientific, literary, and educational purposes. The Society shall strive for the advancement of the theory, practice and profession of electrical engineering and the related arts and sciences, in consonance with the Constitution and Bylaws of IEEE. It shall give special attention to such aims within its field of interest defined under scope.

Sec. 3 The scope of the Society is transnational, and members from all parts of the world are encouraged to be active. The Society shall not discriminate on the basis of race, sex, age, national origin, religion, disability, sexual orientation, or residence. The Society field of interest is to develop standards and empower development of technology, software, and best practices in all areas of electric power and energy including generation, transmission, distribution and utilization to provide a reliable, resilient, safe, cost-effective and sustainable AC and DC electricity supply system to the end-user. PES focuses on current power system infrastructures and technological advancements in energy resources, smart grid and smart cities for the betterment of society. In practice, moderate modifications in this scope may be made, but any substantial revision in scope shall be processed as an amendment to this Constitution.

Sec. 4 The functions of the Society are to promote close cooperation and exchange of both technical information and topics advancing the field of power and energy among its Members and those of other groups, committees, and divisions of IEEE; hold meetings for the presentation and

discussion of papers; provide for the needs of its Members by stimulating research, initiating and developing engineering standards, providing education and sponsoring periodical and special publications; and support governmental and public information activities.

ARTICLE II Membership

Sec. 1 The Members of the Society shall be Members of IEEE in any grade, including Students who evidence an interest in any phase of the Society activity by appropriate tangible support as provided in the Society Bylaws.

Sec. 2 All Members of the Society in good standing shall have the right and privilege of attending and participating in all Society activities, after payment of prescribed charges, if any.

Sec. 3 Other rights and privileges of Members shall be as defined in the Society Bylaws and in the IEEE Constitution and Bylaws.

Sec. 4 Affiliates may be accepted by the Society under the qualification criteria as established by the IEEE Executive Committee and as further provided in the Society Bylaws.

ARTICLE III Chapters

Sec. 1 Chapters of the Society may be formed within IEEE in accordance with the provisions of the IEEE Bylaws. The principal functions of a Society Chapter are to promote activities within the scope of the Society and assist the Society Officers and Committees in the conduct and coordination of Society activities.

ARTICLE IV Finances

Sec. 1 IEEE shall act as bursar for all Society funds except as specified in the Society Bylaws.

Sec. 2 The Society Executive Committee as defined in the Bylaws shall establish an annual fee for Membership and shall establish prices for publications and other services and activities offered to Members as provided in its Bylaws.

Sec. 3 Registration charges may be collected by the Society for attendance at educational venues, meetings, symposia, conferences, and conventions sponsored or co-sponsored by the Society. These registration charges shall be tiered with additional fees for non-PES members of IEEE and non-members of IEEE.

Sec. 4 Additional Society income may be derived from such sources as contributions, advertising, expositions, and educational programs conducted in accordance with IEEE policy.

Sec. 5 Subscription rates for publications and charges for other services to non-Members of the Society shall be set in accordance with IEEE policy.

Sec. 6 Monies held by the Society legally belong to IEEE, and shall be spent only for purposes consistent with the objectives of the Society and the stated policies of IEEE, except on specific approval by the appropriate IEEE authority.

ARTICLE V Government and Administration

Sec. 1 The Board shall be the managing body of the Society. Its Members shall be chosen to adequately represent the entire Membership, including all duly designated Regions of the Society by election or appointment as prescribed in this Constitution and Bylaws.

1.1 The Board shall consist of the Society President (President), President-Elect, Secretary, and Treasurer all of whom are elected by the Society Membership; the Vice Presidents, Region Representatives, and Members-at-Large, all of whom are appointed by the Society President, approved by the Board, and all of whose numbers are as prescribed in the Bylaws; and the Immediate Past President. The Division VII Director and Director-Elect shall be voting Members of the Board. The Executive Director of the Society, shall be an ex officio, non-voting Member of the Board.

1.2 Term of office and procedure for the nomination, election, or appointment of Board Members shall be as prescribed in the Bylaws.

1.3 The Board shall be responsible for the establishment of the policies, practices, and procedures of the Society.

1.4 The responsibilities and duties of the Board shall be as prescribed in the Bylaws.

1.5 The Board shall hold at least two meetings each year. These two meetings shall generally be held in conjunction with the annual General Meeting and another meeting at a date approximately 6 months apart from the General Meeting at a venue selected for a purpose identified at that time. The agendas and minutes of all Board meetings shall be distributed to all Members of the Board.

1.6 Board action shall be taken in meetings, by mail ballot (including signed faxes), by electronic means or by telephone conference calls in accordance with parliamentary rules set forth in the Bylaws.

1.7 Conduct of the Society under the Constitution, Bylaws, and Policies established by the Board may be delegated to Society Officers, Vice Presidents, Region Representatives, Members-at-Large, and Standing

Committee Chairs, as specified in the Society Bylaws or directed by the Board.

Sec. 2 - The Officers of the Society shall be the President, President-Elect, Secretary, and Treasurer.

2.1 The Officers shall be IEEE Fellows or Senior Members and shall be elected by the Society Members in a manner and for terms as prescribed in the Bylaws.

2.2 The Officers shall be the corresponding Officers of the Board and shall have duties and responsibilities as prescribed in the Bylaws.

2.3 The President shall be an ex officio Member of all Standing Committees.

2.4 The President, as a Member ex officio of the IEEE Technical Activities Board, shall represent the Society at all meetings of that Board either in person or by duly delegated proxy.

Sec 3 The number of Region Representatives shall be specified in the Bylaws.

3.1 The Region Representatives shall be IEEE Fellows or Senior Members and shall be appointed in a manner and for terms as prescribed in the Bylaws. In addition, the Region Representatives should also have Chapter Chair and/or Chapter Representative experience and, particularly in Regions 8 through 10, should be a Member of a major non- IEEE electro-technology organization, recognized in the region.

Sec. 4 The responsibilities of Vice Presidents and Committees shall be established as prescribed in the Bylaws. Committees shall be of two types: Committees reporting to the Vice Presidents shall be called Operating Committees, and Committees reporting to Officers shall be called Standing Committees.

4.1 The Vice Presidents shall be IEEE Fellows or Senior Members. They shall be approved by the Board in a manner and for terms as prescribed in the Bylaws.

4.2 Society Committee Officers of both Standing Committees and Operating Committees shall be IEEE Fellows or Senior Members, and Society Committee Officers and Members shall be appointed in a manner and for terms as prescribed in the Bylaws.

Sec. 5 The administrative and fiscal years of the Society, and the terms of all elected and appointed Society Officers and Standing and Operating Committee Officers, shall begin on a date specified in the Bylaws.

Sec. 6. Neither the Society, nor any Officer or representative thereof, shall have the authority to contract debts for, pledge the credit of, or in any way bind the IEEE in excess of approved budgeted amounts. When necessary for effective operation of the Society, the Board may recommend such action to the appropriate IEEE authority for approval.

6.1 Authority for the receipt, deposit and disbursement of Society funds shall rest with, and may be delegated by, the Board in accordance with the regulations and policies of IEEE.

Sec. 7 In unusual cases, and when it will be clearly for the future good of the Society, the appropriate Vice President may, in individual cases, waive the requirement of IEEE Fellow or Senior Member grade for a Chapters

Representative, Region Representative or Operating Committee Chair.

Sec. 8 - The responsibilities of Members-at-Large shall be established as prescribed in the Bylaws.

8.1 The Members-at-Large shall be IEEE PES Members and shall be appointed in a manner and for terms as prescribed in the Bylaws.

ARTICLE VI Vacancies

Sec. 1 The existence of a vacancy in the Board shall be determined by the Board in accordance with the Bylaws.

Sec. 2 The Board shall fill a vacancy occurring among the Society Officers for a period not to exceed the unexpired term of the office becoming vacant. Vacancies in appointed offices shall be filled by the appointment authority specified in this Constitution or the Bylaws. Vacancies in offices elected by the Board shall be filled by the Board.

ARTICLE VII Technical Activities

Sec 1 The major focus of Technical Activities shall be to stimulate the acquisition of new knowledge and technical expertise and the interchange of ideas and experiences, as prescribed in the Bylaws.

Sec. 2 The Technical Committees act in support of the Society goals and report to the Technical Council as defined in the Bylaws on matters concerning membership, recognition, scope and the coordination of Society generated standards, recommended practices, and guides.

ARTICLE VIII Society Meetings

Sec. 1 The Society may hold meetings, conferences, symposia, and conventions either independently or in cooperation with Societies, Sections, Regions, other entities of IEEE, or other technical organizations, provided approvals are obtained from the appropriate IEEE authorities in accordance with IEEE Bylaws and the Policy and Procedure Manual.

Sec. 2 There shall be at least one Society General Meeting each year at a time and place selected by the Board.

Sec. 3 Society meetings, conferences, symposia, and conventions shall be open to all Members of IEEE, upon payment of the prescribed registration charges, if any, except that participation in the business affairs of the Society shall be limited to Members of the respective Society unit.

ARTICLE IX Education

Sec. 1 The Society offers educational activities and programs, as described in the Bylaws, to meet the professional development needs of its membership. Educational venues can be in conjunction with a meeting or offered as stand-alone courses.

Sec. 2 These educational activities shall also provide an opportunity to engage non-PES members and encourage them to join the Society.

ARTICLE X Publications

Sec. 1 The Society shall issue, subject to the editorial and fiscal policies of IEEE, but on its own financial responsibility, such periodical and occasional publications as the Board or its delegated agency shall determine to be of technical interest or professional value to the Members of the Society as indicated in the Bylaws.

Sec. 2 All Members of the Society shall be entitled to receive, in consideration of a portion of their Membership fee, the regular periodical publications of the Society, as prescribed in the Bylaws.

ARTICLE XI Bylaws

Sec. 1 Bylaws governing the conduct of the affairs of the Society shall be in consonance with governing laws and policies of IEEE and the Power & Energy Society Constitution. They may be adopted and amended by a two-thirds vote of the Board.

Sec. 2 A complete statement of a new Bylaw or Bylaw amendment and the reasons for it shall be distributed electronically or in print to all Society Members within 90 days after adoption by the Board. Inclusion in a Society publication shall be considered adequate distribution.

Sec. 3 A new Bylaw or amendment shall become effective only after approval by the Vice President, Technical Activities, in accordance with the policy outlined in section 4.2.B.2 in the TAB Operations Manual.

Sec. 4 A vote on adoption or amendment of the Bylaws may be taken in a Board meeting or by electronic or paper ballot of Board Members at the option of the President. If the vote is taken in a meeting, Board Members must vote in person. If an electronic or paper ballot is selected, at least 30 days shall be allowed for response.

ARTICLE XII Constitutional Amendments

Sec. 1 Amendments to this Constitution may be initiated by action of the Board or by petition signed by at least 50 Society Members. Such proposed amendments shall be submitted to the IEEE Technical Activities Board or its designee for approval. After such approval, the proposed amendments shall be distributed to all Society Members through appropriate electronic or print media. Not less than 60 days after such notice has been published, it shall be submitted to all Power & Energy Society Members for electronic or paper ballot. Thirty days shall be allowed for Membership voting, and approval shall require affirmation by two-thirds of the ballots returned.