

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("MOU") is made this 19th day of November, 2011, by and between the IEEE Sensors Council (the "Council") and IEEE Aerospace and Electronic Systems, IEEE Antennas and Propagation Society, IEEE Broadcast Technology Society, IEEE Circuits and Systems Society, IEEE Communications Society, IEEE Computer Society, IEEE Components, Packaging and Manufacturing Technology Society, IEEE Dielectrics and Electrical Insulation Society, IEEE Electromagnetic Compatibility Society, IEEE Electron Devices Society, IEEE Engineering in Medicine and Biology Society, IEEE Industrial Electronics Society, IEEE Industry Applications, IEEE Instrumentation and Measurement Society, IEEE Magnetics Society, IEEE Microwave Theory and Techniques Society, IEEE Nuclear and Plasma Sciences Society, IEEE Oceanic Engineering Society, IEEE Photonics Society, IEEE Power Engineering Society, IEEE Robotics Society, IEEE Signal Processing Society, IEEE Solid State Circuits Society, IEEE Ultrasonics, Ferroelectrics and Frequency Control Society and IEEE Vehicular Technology Society ("member Societies") (collectively known as the "Parties") which are integral parts of The Institute of Electrical and Electronics Engineers, Incorporated, a New York not-for-profit corporation ("IEEE"), and sets forth the relationship and obligations relating to the Council's communication to member Society individual members.

1. DURATION OF MOU: This MOU addresses the rights and obligations with respect to the relationship between the Council and member Societies. Parties may withdraw from this MOU at anytime by providing 90 day written notice to the other parties. It is to be reviewed by the parties every 3 years. Without written objection from the parties, this MOU will remain in place.

2. RESPONSIBILITIES OF THE SPONSORING PARTIES:

Each sponsoring society will allow the Sensors Council to send up to four email messages annually to all individual members of the society. The Sensors Council will forward a draft of the message content to the Society Presidents or their designee via email at least one week prior to the date of distribution, for their information and review. The Society President, or their designee, is not required to respond to this email if the contents are acceptable, but must respond if they object to the content.

3. GENERAL TERMS AND CONDITIONS:

Non-Binding Effect: In accordance with IEEE Bylaws Section I-107.2, the Sponsoring Parties are integral parts of the IEEE and not separate organizations. Accordingly, the Parties are subject to the internal governance structures of the IEEE and ultimately the IEEE Board of Directors. As a result, this MOU shall not be contractually binding but shall reflect the internal understandings of the Sponsoring Parties as to the Council.

Entire Agreement: This MOU shall contain the entire agreement between the Parties and supersedes all prior and contemporaneous agreements, arrangements, negotiations and understandings between the Parties relating to the subject matter thereof. There are no other understandings, statements, or promises of inducement, oral or otherwise, contrary to the terms of this MOU.

Notices: Any notice given under this MOU to any of the Sponsoring Parties may be effected by: (i) email or, (ii) facsimile, receipt of which is confirmed by facsimile confirmation.

Counterparts: This MOU may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. If either party uses a scanned or facsimile transmittal, that copy shall be deemed to be an original.

IN WITNESS WHEREOF, this MOU is executed by the parties hereto by their respective undersigned and authorized officers as of the date first written above.

**The Institute of Electrical and Electronics
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