

Proposed Constitution and Bylaw Amendments

February 23, 2007

Constitution and Bylaws Committee

Senior Past President Steve McLaughlin, Chair; Junior Past President Dave Neuhoff

Documents that Accompany This Report

constitution_rev6.pdf	The IT Constitution with proposed revisions marked.
bylaws_rev5.pdf	The IT Bylaws with proposed revisions marked.
musthaves.pdf	List of IEEE mandates for updating society constitutions and bylaws.

Review of Amendment Actions at the September 2006 BoG Meeting

1. Approved an amendment to the Bylaws adding the Chapter of the Year Award.
It needs to be submitted to the Technical Activities Board Secretary of the IEEE. It will take effect 30 days afterwards.
2. Approved an amendment to the Bylaws to change the name of the Distinguished Service Award to the Aaron D. Wyner Distinguished Service Award. The substance of this change had been in effect for several years, but had not been incorporated into the Bylaws.

After the BoG meeting we learned that changing the name of the award required IEEE approval. This was requested. Approval was granted at the Feb. 2007 TAB meeting.

This change to the Bylaws needs to be submitted to the Technical Activities Board Secretary of the IEEE. It will take effect 30 days afterwards.

3. Approved an amendment to add the Joint IT/Comsoc Award to the Bylaws.
Since a revision to this award was proposed, it needs agreement from ComSoc, who has not yet responded to our proposal.
4. Conference Committee. The formation of a standing Conference Committee was approved. A corresponding amendment to the Bylaws is proposed for BoG approval below.

IEEE “Must Haves”

As discussed at the Allerton BoG Meeting last September, IEEE has asked all Societies to update their Constitution and Bylaws by the end of 2007 regarding the issues described in the “Must Have’s” document. Most of the amendments proposed below are in response to this request.

Constitutional Amendments for Consideration at the March 2007 BoG Meeting

Article VII Meetings

Section 4.

Change definition of quorum to one half from one third. This applies to committees, as well. This is an IEEE "Must Have" and the wording is that suggested by IEEE.

This was discussed at Allerton and a vote was taken to leave the quorum at one third. The sentiment was that unless we are required to change it, let us leave it. It is now our understanding that changing to one half is expected, though it might be possible to appeal.

Section 5.

Rewording of the statement that it takes a majority vote of those present to make an act of the board. The new wording makes it clear that a quorum must be present at the time of the vote. This is a slight rewording of the suggested IEEE "Must Have" wording.

Section 6.

A new section that permits BoG to meet by teleconference or the like. It specifies that the normal voting requirements apply. The current Section 6 is vague. This is an IEEE "Must Have", and the wording is that suggested by IEEE.

Section 7.

A new section that indicates that BoG may vote by email and the like. Email voting is allowed by the current Section 6, but this is more specific. It specifies that a majority of all BoG members is required for a vote to be approved. This is an IEEE "Must Have", and the wording is that suggested by IEEE, except that the IT Bylaws Committee suggested the addition of "The vote will remain open for two weeks."

Section 8.

A new section that indicates that an individual occupying more than one position in BoG is nevertheless limited to one vote. This is an IEEE "Must Have". The wording is that suggested by IEEE.

Section 9.

A new section that indicates that proxy voting is not allowed. This is an IEEE "Must Have". The wording is that suggested by IEEE, except the IT Bylaws Committee suggested the addition of "in decisions of the Board of Governors or any committee thereof".

Bylaw Amendments for Consideration at the March 2007 BoG Meeting

1. Amendment to change "subcommittee" to "committee" wherever it appears in the Bylaws.
At present, sometimes the Bylaws refer to committees and sometimes to subcommittees. This amendment was proposed by the Ad Hoc Committee on Conferences.
2. Amendment to change the name of the "Nominations Committee" to the "Nominations and Appointments Committee" and to modify its makeup.

The IEEE "must haves" mandate that at least two-thirds of the committee must be elected. The Bylaws Committee believes that expanding the committee to five from its present three is warranted.

According to IEEE, the two ex-officio members who are past presidents count as elected by BoG. It is recommended by the Bylaws Committee that BoG elect three additional members, one of whom should be a past president.

3. Amendment to add the Conference Committee to the Bylaws as a standing committee.

Based on the proposal of the Ad Hoc Committee on Conferences, the formation of a standing Conference Committee was approved at the Allerton BoG Meeting in September 2006, with the modification that the committee shall consist of "at least three members", rather than the originally proposed "three members". The amendment now proposed is a slight modification of that proposed by the Ad Hoc Committee. It makes the "at least three" change, and it removes the end of the last sentence. In referring to the responsibilities of the committee, this had said "including possible profit sharing by meeting organizers, and differential registration rates for nonmember individuals". The Bylaws Committee believes this wording is too specific for inclusion.

The Ad Hoc Committee also recommended inserting the phrase "taking into account the recommendations of the conference committee" into Article VI, Section 1.