



UPDATES on: IEEE Constitutional Changes Proposed Optimized Board Structure

March 2016

Two Separate Efforts

This update encompasses information on two separate efforts. The efforts are occurring simultaneously but responsibility for shepherding these is being done with two separate groups and are not interdependent.

1. IEEE Constitutional changes
(endorsed by the Board in November 2015)
–Effort led by the IEEE Governance Committee
2. Proposed optimized Board structure
–Effort led by the IEEEin2030 Ad Hoc Committee

Constitutional Changes

Members Drive Change in IEEE

It is important for our members to provide input in how our organization is run, including changes that require amendments to the IEEE Constitution.



IEEE Constitutional Changes **Where We Are Today**

- ▶ The IEEE Board of Directors at its November 2015 meeting approved the presentation of proposed revisions to the IEEE Constitution
- ▶ The revisions, in the form of a single amendment, will be presented to the IEEE voting members for approval as part of the 2016 IEEE annual election ballot
- ▶ To adopt this amendment, an affirmative vote of at least two-thirds of all ballots cast is required
 - Provided the total number of those voting is not less than 10 percent of all IEEE's members who are eligible to vote

IEEE Constitution Changes **IEEE Board Statement**

- ▶ At its January 2016 meeting the following Statement was adopted by the IEEE Board of Directors.
- ▶ *The Board of Directors proposes revisions to the IEEE Constitution and recommends each IEEE member vote FOR the amendment. If adopted, these modifications improve the members' voice in governing IEEE and allow future changes to the organizational structure to better respond to the demands of a complex and changing world.*

IEEE Constitution Changes **Endorsed by the Board**

- ▶ Provide members with the possibility of an increased role selecting the Board of Directors, allowing directors to be elected by the full eligible voting membership of IEEE
- ▶ Add language encouraging a diverse Board of Directors
- ▶ Add the IEEE executive director, the most senior IEEE staff executive, as a non-voting member of the Board to participate from inception in setting the strategic direction of IEEE

IEEE Constitution Changes

Endorsed by the Board (cont.)

- ▶ Separate the role of an IEEE delegate from an IEEE director, so that directors need not also be delegates
- ▶ Separate the requirement that corporate officers must also be directors. This will allow corporate officers as currently defined to serve in important leadership positions other than on the Board of Directors
- ▶ Establish a new role for IEEE delegates, who are members of the IEEE Assembly, to recommend and consult with the Board on revisions to IEEE Bylaws

IEEE Constitutional Changes **The Ballot & Socialization**

- ▶ The Constitutional Amendment will be included in the 2016 ballot (*15 August through 3 October 2016*)
- ▶ Socialization is a priority
 - Members will be informed of the amendment and the Board's position via *The Institute*, member communication vehicles such as newsletters, presentations at meetings, etc.
 - A public web page has been posted at:
http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html
- ▶ If a statement is submitted, the statement will be published with the ballot per IEEE Policy 13.7

IEEE Constitutional Changes **What's Next**

- ▶ The Constitutional Amendment requires changes to the Bylaws in order for the two documents to remain in sync
 - These baseline changes will be brought to the Board by the IEEE Governance Committee for review in June
- ▶ These changes are **separate** from the changes that would be required to support the *proposed optimized Board structure*
 - As a separate and unrelated item, the proposed optimized Board structure will go to the Board in June

IEEE Constitutional Changes **Amendment Timeline**

(all dates assume a 5pm ET deadline unless noted otherwise)

- ▶ **January** - sharing the amendment with the membership including article in THE INSTITUTE and a dedicated page on IEEE.org
 - http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html
- ▶ **By 1 May** - proposed Constitutional Amendment is provided to all the voting members
 - This will be accomplished by pointing members to the website through the January online and March print issues of The Institute
- ▶ **By 13 May** - initial statements by principal initiators (i.e. IEEE Board of Directors) and opponents of Constitutional Amendments must be received
- ▶ **By 3 June** - Initial Statements are shared with all parties. (i.e. initiators and opponents)
- ▶ **By 24 June** - receive rebuttal statements from all parties and finalize Annual Election ballot materials

IEEE Constitutional Changes

Amendment Timeline (cont.)

(all dates assume a 5pm ET deadline unless noted otherwise)


- **15 August** - distribute the Annual Election ballots, which include finalized statements and rebuttals, to all voting members
- **3 October** (Noon ET) - Last day for votes to be received from voting members
- **17 October** - Last date votes can be tallied by IEEE Tellers Committee
- **17 October** - Last day for announcement of vote tallies by IEEE Tellers Committee to IEEE Board of Directors.
- Approved amendments go into effect 30 days after adoption. The adoption date is the first meeting of the Board of Directors after the date of the Tellers Committee Report

More detail on the timeline can be found on:

http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html



Proposed Optimized Board Structure

<h1 style="text-align: center; background-color: #0056b3; color: white; padding: 10px;">2015 Focus Areas & Current Status</h1>			
<p>IEEE is well-positioned for success in 2030 and continues to serve the needs of technologists between now and then.</p>			
<p>[1] Create a Nimble, Flexible, Forward-looking Organization</p>	<p>[2] Foster Public Imperatives</p>	<p>[3] Foster Diverse Technical Communities with Industry, Government, and Academia</p>	<p>[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services</p>
	<p>How Work Will Continue in 2016</p>		
<p>2016 IEEEin2030 Ad Hoc Committee working on <i>Board Optimization</i></p> <p>The focus of this presentation</p>	<p>Creation of 2016 Ad Hoc Committee on Public Imperatives</p>	<p>Major 2016 effort with Industry Ad Hoc and OUs focusing on this effort</p>	<p>NIC has been asked to review and implement recommendations from 2015 sub-team</p>

Why optimize?

- ▶ January 2015
- ▶ The 2015 Board recognized the risk associated with status quo and took the necessary steps to position the IEEE for success

What changes must we make now to best position IEEE for success in 2030, while still supporting the needs of technologists between now and then?

Highest Priority Identified by the 2015 Senior IEEE Leadership Team

Optimize Our Governance Processes to Enable Strategy

Four Strategic Objective Topics

Position IEEE for success in 2030 and continue to serve the needs of technologists

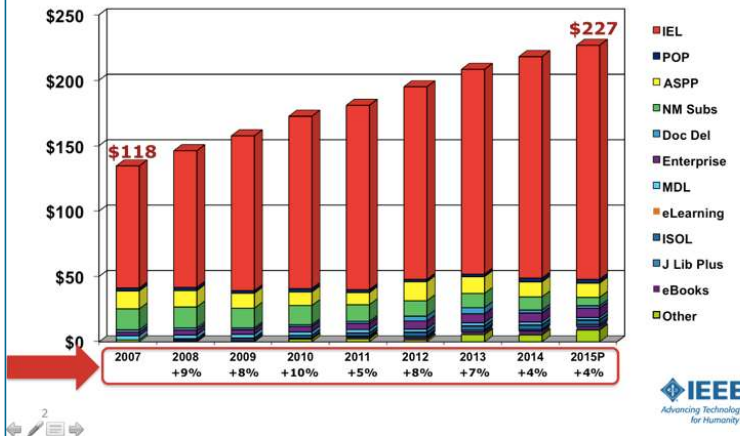
[1] Create a Nimble, Flexible, Forward-looking Organization	[2] Foster Public Imperatives	[3] Foster Diverse Technical Communities with Industry, Government, and Academia	[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services
Strategies			
A. Determine our core priorities and define the Board structure we need to maintain our role as the world's leading association serving technologists. B. Align our business operations to our business priorities.	A. Support humanitarian efforts. B. Socialize Public Imperative Activity. C. Provide critical information to support public policy decisions worldwide.	A. Engage to build and maintain strong connections with professionals working in industry and industry. B. Provide "the place" where communities gather across...	A. Know what is important to "IEEE activity participants," align our products and services to serve them and recognize their engagement.



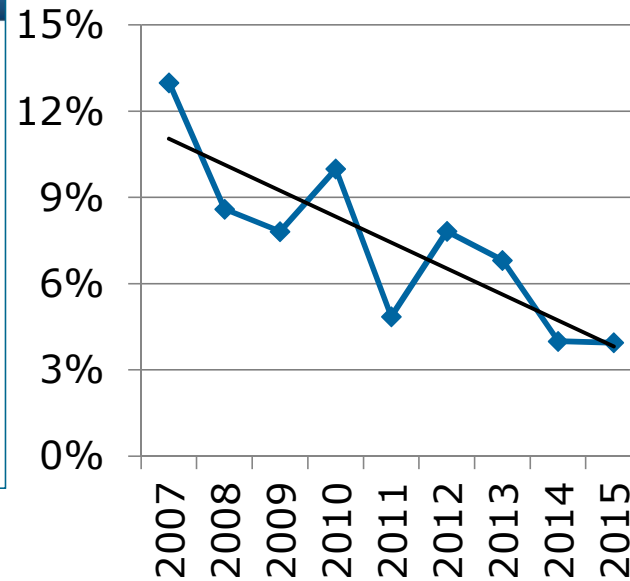
IEEE IP Sales Growth Rates Are Generally Declining

Key IEEE IP Sales Trends

2007-2015P in \$ million earned sales / 192% growth in 10 years

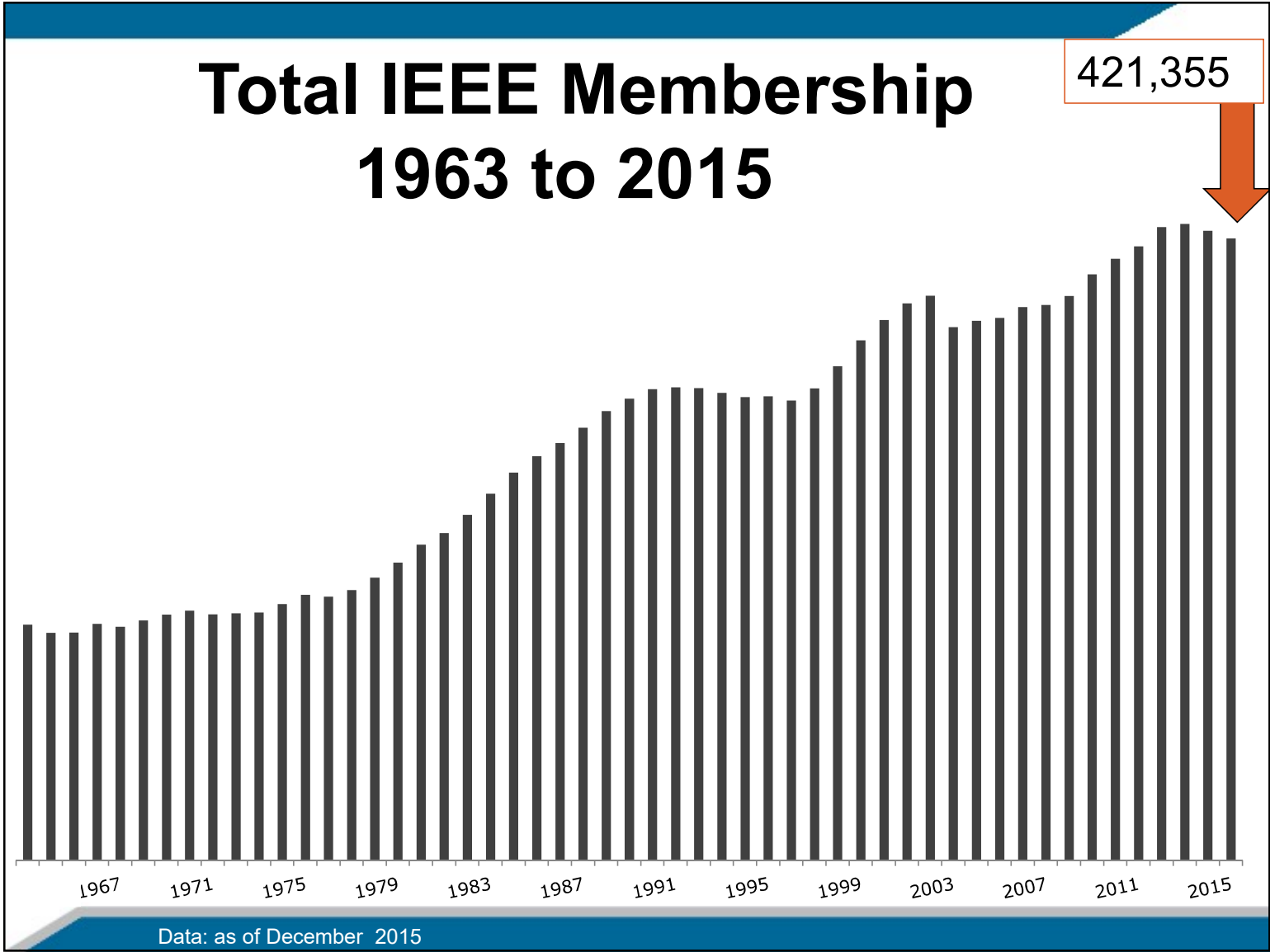


Y-O-Y Rate of Change in IP Sales



Total IEEE Membership 1963 to 2015

421,355



Data: as of December 2015

Why optimize?

- ▶ Strengthen the “voice” of the membership in IEEE governance
- ▶ The Board needs to be strategic, not operational
- ▶ Board representation is not 100% member-elected
- ▶ The Board is not globally diverse
- ▶ Focus of the Board should be on the entire IEEE, instead of interests of Regions, Divisions, Major OUs
- ▶ Board decisions need to be made in a timely manner
- ▶ Governance structure organized around principles from 1960s

Working on this effort: 2016 IEEEin2030 Ad Hoc Committee

Charter

- ▶ Continue work on creating a nimble, flexible, forward-looking organization which was one of the four strategic outcomes from the 2015 Board retreat.
- ▶ Focus its efforts on creating, socializing, and presenting to the IEEE Board of Directors a proposal regarding the future governance structure of IEEE. Work will occur, as needed, with the Governance Committee on bylaws related to any proposed changes.
- ▶ The committee may also choose to work on additional efforts related to optimizing IEEE governance.
- ▶ Continue to use feedback mechanisms to allow input and responses from across the IEEE and external sources.

19

Members

Karen Bartleson
(chair)
Celia Desmond
Parviz Famouri
Donna Hourican
Jim Jefferies
Kathy Land
Norberto Lerendegui
Howard Michel
Providence More
Bill Moses
Jim Prendergast
Wanda Reder
Marina Ruggieri
Barry L. Shoop
Lawrence Wong

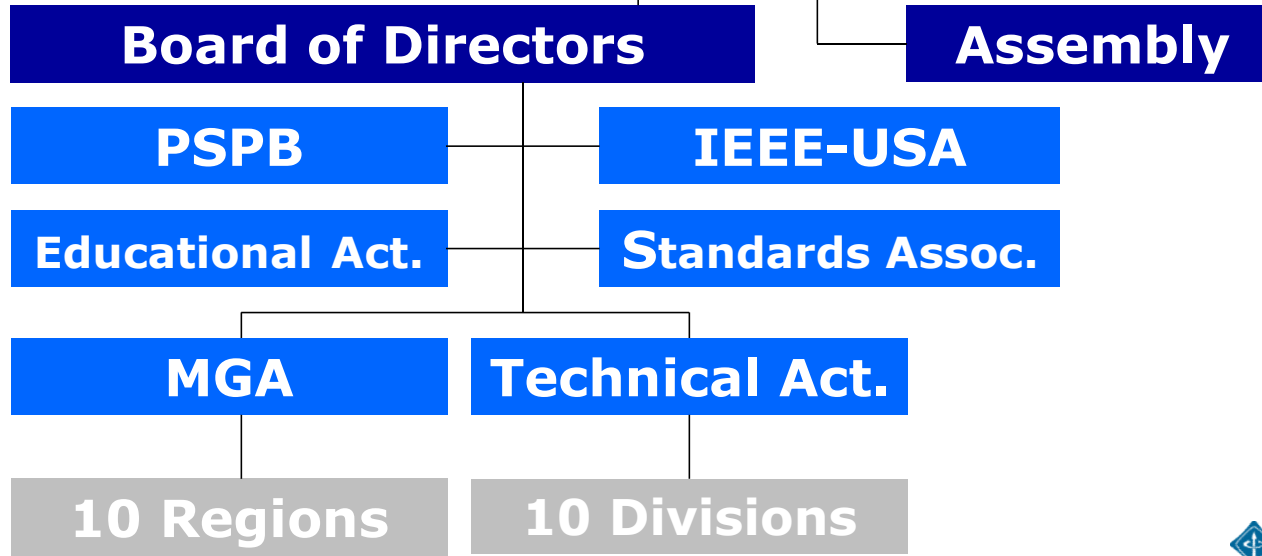
Proposed Optimized Board Structure **Guiding Principles**

- ▶ Strengthen the “voice” of the membership in IEEE governance
- ▶ The Board of Directors (BoD) will reflect the diversity of the IEEE
- ▶ All volunteer members of the IEEE Board of Directors will come from the IEEE membership and will be elected by the full membership
- ▶ The new BoD size and composition will be more conducive to flexibility and adaptiveness
 - The new BoD will be smaller than the current Board
 - Terms of service will support continuity
 - Allow for deliberative, candid, and generative discussions
- ▶ The volunteer members of the new Board of Directors will not hold any other IEEE leadership positions (with a few exceptions prescribed in the Bylaws) in order to avoid any real or perceived conflict of representation

Today's IEEE Organization & Governance



MEMBERS



Context: Today's *IEEE Board of Directors*

- ▶ 31 Members on the IEEE Board of Directors
 - 3 Presidents (past, current, future)
 - 1 Treasurer
 - 1 Secretary
 - 6 Leaders of Major Boards (Educational Activities, IEEE-USA, Member & Geographic Activities, Publications, Standards, Technical Activities)
 - 10 Divisional Delegates & Directors
 - 10 Regional Delegates & Directors

Proposed Optimized Board Structure

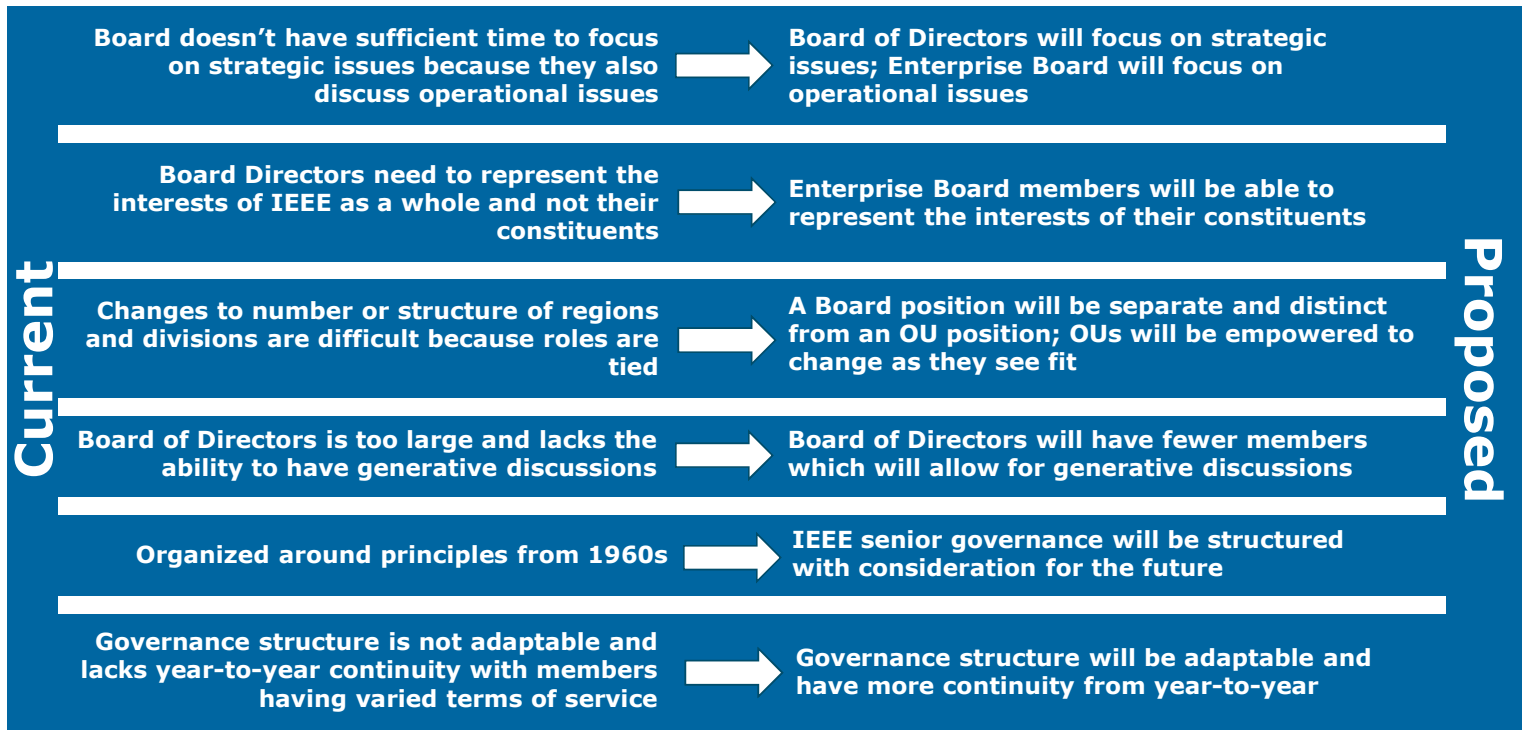
Three Major Bodies

Transition over the next five years ensuring balance each year

- ▶ **Board of Directors** (restructured)
 - 13 members; **12 voting** IEEE Senior Members or Fellows elected by the full IEEE membership; Executive Director as non-voting member
 - Three-year term
 - President presides
 - Focused on strategy
- ▶ **Enterprise Board** (a new body)
 - 22 members; **10 voting** (Immediate Past President, Treasurer, Secretary, Executive Director; Vice Presidents/Presidents of EA, MGA, PSPB, SA, TAB, IEEE-USA; 12 non-voting members – Management Council)
 - Immediate Past President chairs
 - Focused on enterprise-wide operations (rationalizes operational issues across OUs)
- ▶ **Assembly** (same composition, new role)
 - No change to current structure - President, President-elect, Immediate Past President, 10 Region Delegates, 10 Division Delegates
 - President Chairs
 - Focused on IEEE constituency

Proposed Optimized Board Structure

Current vs. Proposed: in brief



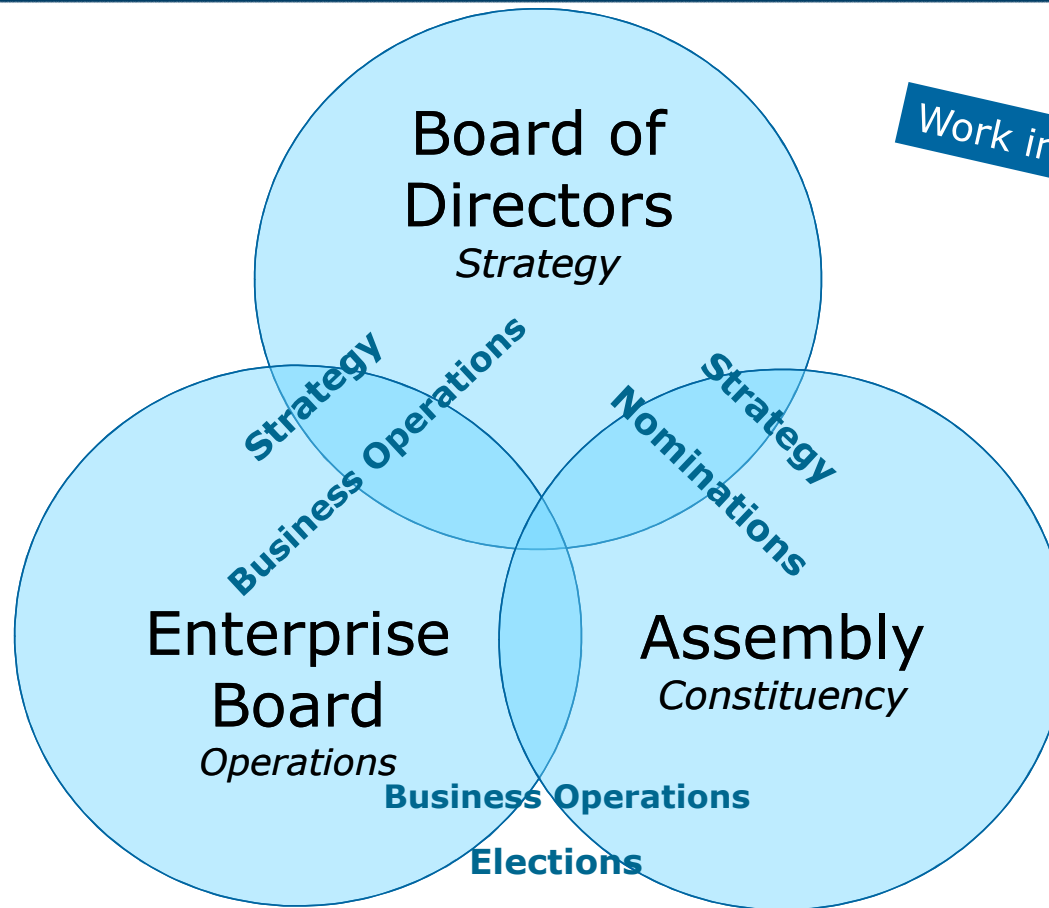
Proposed Optimized Board Structure

Major Benefits

Provides an adaptive governance structure to meet the uncertainties and increasing complexity of the future

- ▶ **Board of Directors will be:**
 - composed of a smaller group of our best and brightest members
 - able to engage in generative discussions focused on strategy
 - informed by a stronger voice of the member because all members will be asked to vote on each individual BoD Director
- ▶ **Enterprise Board will:**
 - Create opportunities for representatives from each major OU to meet, socialize, and discuss challenges and opportunities while providing OUs a louder voice in IEEE-wide activities
 - Able to rationalize operational issues and enable effective operational management
- ▶ **Assembly will serve as:**
 - The important check and balance of Board of Directors composition and provide linkage to our constituency

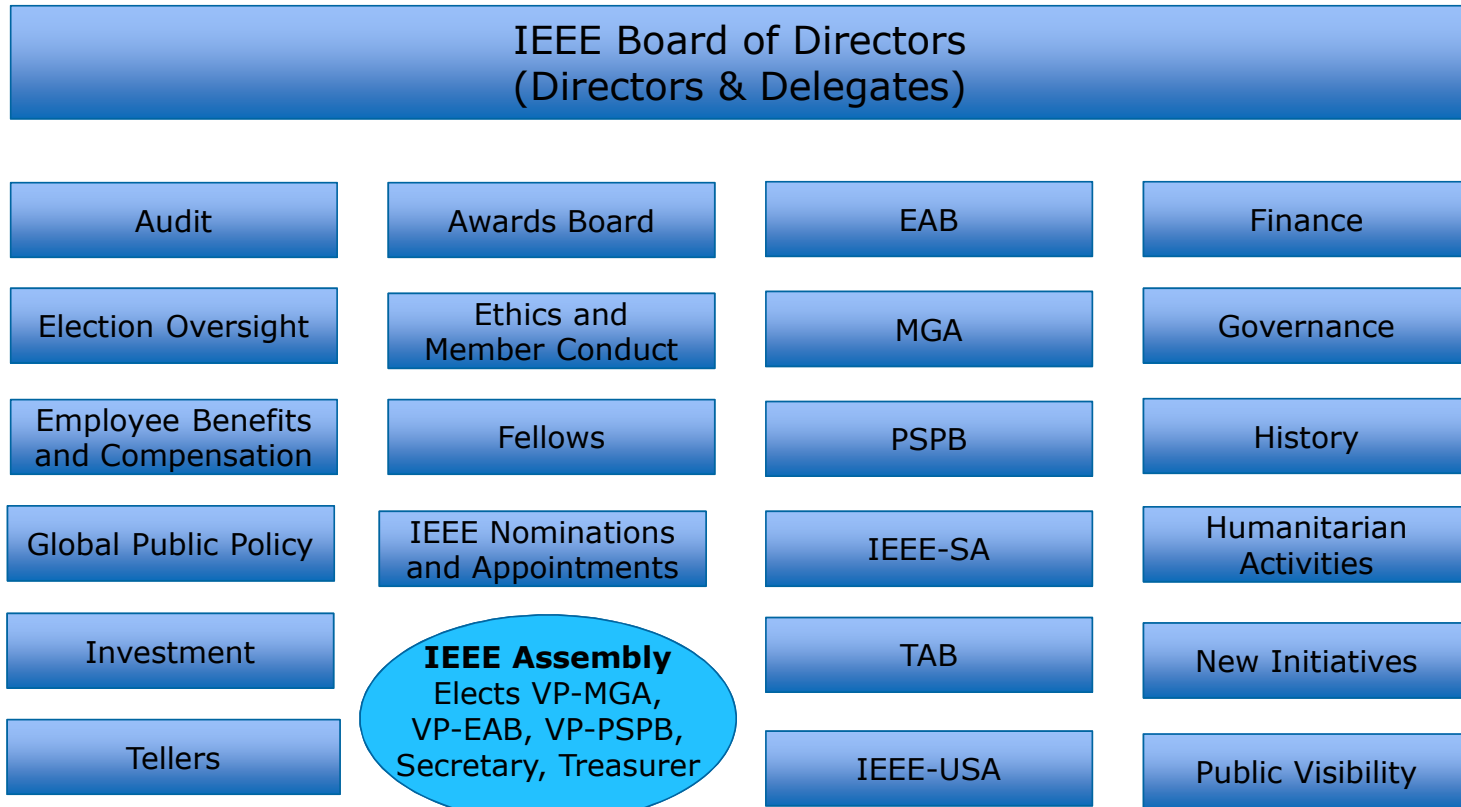
Proposed Optimized Board Structure Communication & Synchronization



Work in Progress

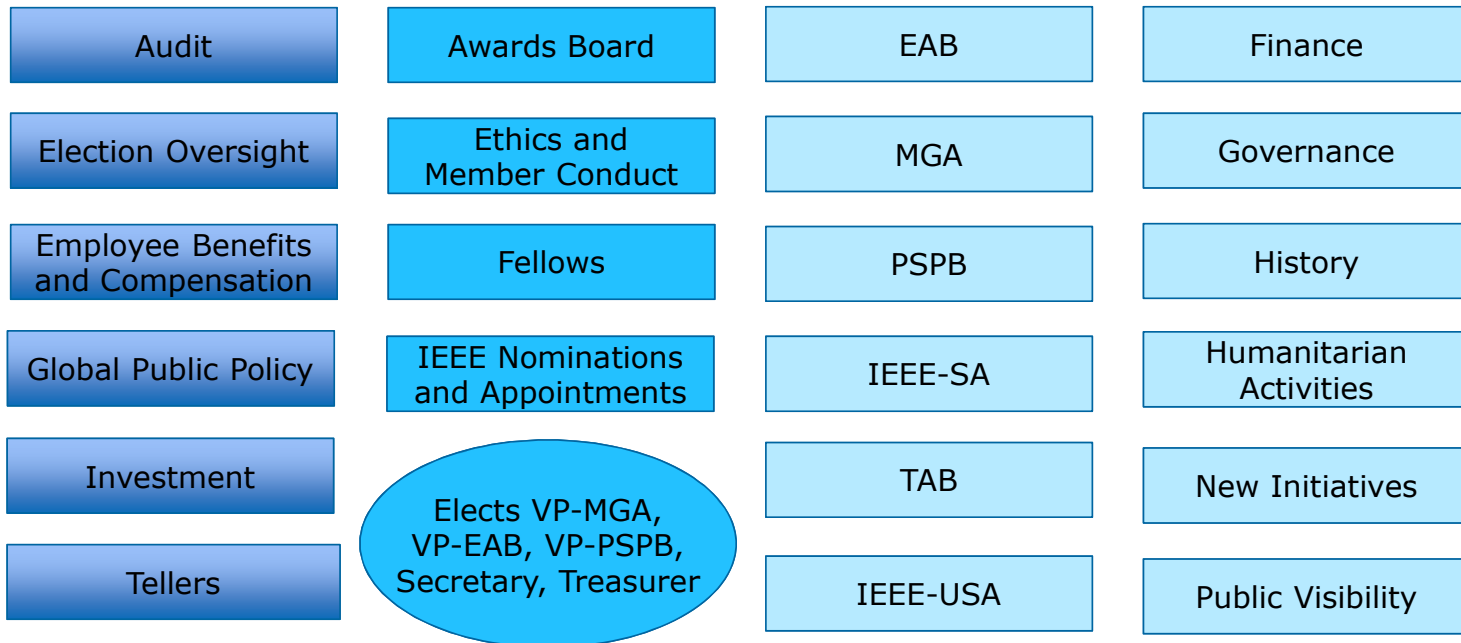


Existing Structure



Proposed Structure

Overlap of members



Proposed Structure: BoD



- Audit
- Election Oversight
- Employee Benefits and Compensation
- Global Public Policy
- Investment
- Tellers

Board of Directors (Strategy focus)

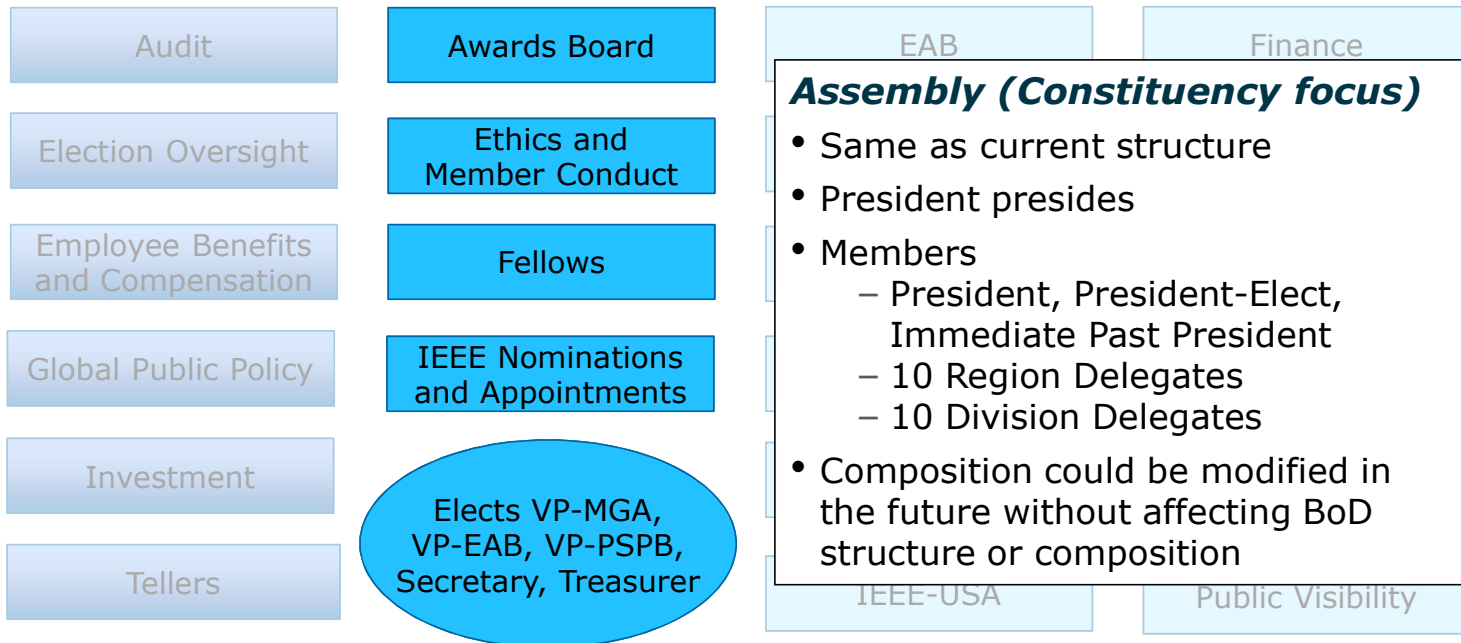
- President presides
- Members
 - President, President-Elect, Immediate Past President
 - 9 Additional Directors (all elected by the full IEEE membership)*
 - Executive Director (ex-officio, non-voting)*
- BoD members must be IEEE Senior Member or Fellow
- BoD volunteers cannot be compensated for their service on the Board

*Different than current C&BL

IEEE-USA

PUBLIC VISIBILITY

Proposed Structure: Assembly



Proposed Structure: Enterprise Board

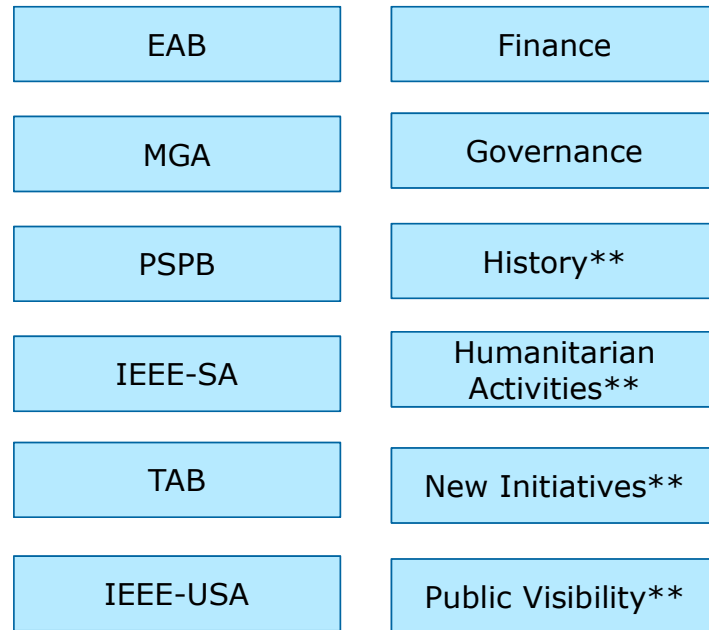
Enterprise Board **(Business operations focus)**

- Immediate Past President presides
- Members
 - Immediate Past President
 - Presidents and Vice Presidents of Major OUs*
 - IEEE Treasurer and Secretary
 - Executive Director
 - Management Council (non-voting)
- OUs remain unchanged
- OU Boards coordinate through EB

*EA, MGA, PSPB, SA, TAB, IEEE-USA

**Committees report to EB, but Chairs of these committees to not sit on the EB

IEEE Enterprise Board *(Business operations focus)*



Proposed Optimized Board Structure **Board Slate will be Critical**

Goal is to attract great leaders from the wide breadth of IEEE membership to serve on the Board of Directors

Goal is for a very well-rounded Board.

N&A will focus on:

- 1) skills and experience in both IEEE & non-IEEE
- 2) individual attributes
- 3) diversity factors:

Including but not limited to: sectors (private, academia, other); lines of operation (currently EA, MGA/USA, Pubs, SA, TA); technical areas (leadership experience distributed across Societies/ Councils/ Communities); geographic areas; gender



Proposed Optimized Board Structure

How will we do it?

- ▶ IEEE in 2030 Ad Hoc at work
 - Continue to refine and enhance proposal
- ▶ Gather Board feedback
 - A session was held with the Board of Directors in January 2016,
 - over 100 comments were captured for consideration by the Ad Hoc
- ▶ Receive broader feedback via feedback2030@ieee.org
- ▶ Provide background and transparency via the repository at: http://www.ieee.org/about/corporate/ieeain2030_archive_m.html

Proposed Optimized Board Structure **2016 Ad Hoc Committee on IEEE in 2030**

- ▶ Consider ways to experiment in 2016
- ▶ Share progress with the Board
- ▶ Post updates to members-only 2030 repository web page
- ▶ Develop and execute a socialization plan
- ▶ Present a proposed optimized Board structure to the Board in June
 - If endorsed the Governance Committee will work on the changes to the Bylaws that would support the new structure and these would be brought to the Board in November



Proposed Optimized Board Structure

Feedback

- ▶ *We are committed to transparency, an open process, and providing regular communications.*
 - IEEE in 2030 Archive Web page: presentations, historical background information, and other Ad Hoc committee documentation are regularly posted and available on the IEEE in 2030 Archive at: http://www.ieee.org/about/corporate/ieeein2030_archive_m.html

- ▶ **Please send feedback to:**
feedback2030@ieee.org

IEEEin2030

Communication to Date

- **February 2015** – update provided to the Board of Directors at their February meeting (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **February 2015** – Socialization deck shared with Board who were encouraged to communicate this information (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **February 2015** - President Shoop presented updates and gathered feedback at TAB, MGA, and EAB (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **March 2015** - feedback email alias (feedback2030@ieee.org) promoted via an article published in the March online edition of The Institute; also promoted via The Society Sentinel and the SCOOP; alias included on all presentations.
 - <http://theinstitute.ieee.org/briefings/business/the-ieee-of-2030-begins-now>
- **May 2015** – update to the Board of Directors (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **June 2015** – President Shoop presented updates and gathered feedback from all of the Major OUs (MGA Directors Forum, TAB, USA, PSPB, EAB) and the Board of Directors.
- **September 2015** - IEEE in 2030 Archive and feedback alias (feedback2030@ieee.org) promoted in the September online edition of The Institute as well as The Society Sentinel and SCOOP
 - <http://theinstitute.ieee.org/briefings/business/charting-ieeees-future-an-update-on-ieee-in-2030-efforts>
- **October 2015** - committee held two live IEEE.tv broadcasts with Q&A sessions, attended by nearly 1500 members.
 - The sessions were also recorded and posted to the IEEE in 2030 Archive.
 - The sessions were promoted in advance via an email from President Michel to all IEEE members.

IEEEin2030

Communication to Date (cont.)

- **October 2015** – update to the Board of Directors (presentation posted to the IEEE in 2030 Archive, which is accessible to all members)
- **November 2015** – Q&A session with TAB, where both Presidents Michel and Shoop responded to questions from TAB.
- **November 2015** – Update and Q&A Session held with the Board of Directors (presentation posted to the IEEE in 2030 Archive, which is accessible to all members).
- **January 2016** – update to the Board (presentation posted to the IEEE in 2030 Archive, which is accessible to all members)
- **January 2016** – article in online The Institute regarding Constitutional Amendment
 - <http://theinstitute.ieee.org/briefings/business/-proposed-amendment-to-the-ieee-constitution-on-2016-ballot>
- **January 2016** – update to Regions 4/5/6 by President-elect Bartleson
- **February 2016** – Socialization deck sent to the BoD who are encouraged to share this broadly
- **February 2016** – Q&A session with TAB to be attended by Presidents B. Shoop, H. Michel, and K. Bartleson.
- **February 2016** - update to the Board (presentation will be posted to the IEEE in 2030 Archive, which is accessible to all members).
- **February 2016** – public page regarding the proposed Constitutional Amendment and timeline posted.
 - http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html
- **March 2016** - article in print edition of The Institute regarding Constitutional Amendment.

Two Separate Efforts

1. IEEE Constitutional changes
(endorsed by the Board in November 2015)
 - Effort led by the IEEE Governance Committee
2. Proposed optimized Board structure
 - Effort led by the IEEEin2030 Ad Hoc Committee

Constitutional Amendment **More information...**

- ▶ A public web page has been set up:

http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html

- ▶ IEEE Governing Documents

<http://www.ieee.org/about/corporate/governance/index.html>

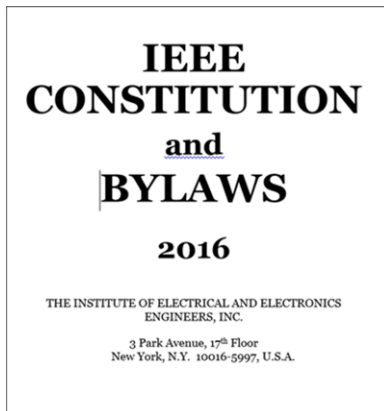
Questions?

APPENDIX



What is the Constitution?

- ▶ The [IEEE Constitution](#) defines the scope and purpose of IEEE, in-line with New York State Not-for-Profit Corporation Laws and IEEE's Certificate of Incorporation, the document that establishes IEEE as a corporation



▶ The Constitution:

- provides the fundamental objectives, organization, and procedures
 - prescribes a structure for IEEE's Board, Assembly, and officer positions (Directors, Delegates, and Corporate Officers)
 - may only be changed by a vote of the members, and is therefore rarely changed, last changed in 2004
- ▶ Implementation of Constitutional provisions, in specific organizational structures and procedure, is entrusted to the IEEE Bylaws, IEEE Policies and other operational manuals

Why Change the Constitution?

- ▶ These minimal revisions allow for flexibility to the governance structure in the future, and provide for continued relationships between the organization's leadership
- ▶ Revisions **do not** change the scope and purpose of the organization
- ▶ Complementary Bylaw revisions that maintain IEEE's current governance structure are being worked on and will be put in place should the amendment be adopted
- ▶ The IEEE Board continues its discussions on possible changes to the governance structure within IEEE
- ▶ For more information on these discussions and the work of IEEE Ad Hoc Committee on IEEE in 2030, visit the member archive

at: http://www.ieee.org/about/corporate/ieeekin2030_archive_m.html

Detail on Proposed Changes

IEEE Constitution Has XIV (14) Articles

- ▶ Revisions are proposed to seven Articles
- ▶ No changes in Articles I, III, IV, V, VII, XIII, XIV
- ▶ Modifications recommended in Articles II, VI, VIII, IX, X, XI, XII

Article II, Section 2

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE II - BYLAWS	ARTICLE II - BYLAWS
<p>Sec. 2. Proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.</p>	<p>Sec. 2. Recommendations for Bylaw changes originating from the Assembly shall be considered by the Board of Directors. Potential Bylaw changes originating from other sources shall be considered by the Board of Directors in consultation with the Assembly. All proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.</p>

Article II, Section 2

~~Red~~ **strikethrough** = deletion
Blue **underlined** = addition

ARTICLE II – BYLAWS

Sec. 2. Recommendations for Bylaw changes originating from the Assembly shall be considered by the Board of Directors. Potential Bylaw changes originating from other sources shall be considered by the Board of Directors in consultation with the Assembly. All ~~P~~proposed Bylaw changes and reasons therefore shall be sent to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation.

Reason: Provides for the IEEE Assembly to recommend and consult with the Board on changes to IEEE Bylaws.



Article VI, Section 1

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE VI - DELEGATES AND DIRECTORS	ARTICLE VI - DELEGATES AND DIRECTORS
<p>Sec. 1. The voting members of the IEEE shall elect Delegates-at-large who shall also by virtue of such election be Directors-at-large. The number and method of election of Delegates-at-large and Directors-at-large shall be specified in the Bylaws.</p>	<p>Sec. 1. The voting members of the IEEE shall elect Delegates to the Assembly as specified herein and in the Bylaws.</p>

Article VI, Section 1

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 1. The voting members of the IEEE shall elect Delegates ~~at large who shall also by virtue of such election be Directors at large.~~ The ~~number and method of election of Delegates at large and Directors at large shall be~~ to the Assembly as specified herein and in the Bylaws.

Reason: Separates the role of an IEEE Delegate from an IEEE Director.

Article VI, Section 2

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
<p>Sec. 2. The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Delegates shall be specified in the Bylaws.</p>	<p>Sec. 2. The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate. The method of election of Regional Delegates shall be specified in the Bylaws.</p>

Article VI, Section 2

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 2. The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the Assembly designated as its Regional Delegate ~~who shall also by virtue of such election be a Director designated as its Regional Director~~. The method of election of Regional Delegates shall be specified in the Bylaws.

Reason: Separates the role of an IEEE Delegate from an IEEE Director.

Article VI, Section 3

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE VI - DELEGATES AND DIRECTORS	ARTICLE VI - DELEGATES AND DIRECTORS
<p>Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, who shall also by virtue of such election be a Director, designated as its Divisional Director. The method of election of such Divisional Delegates shall be specified in the Bylaws.</p>	<p>Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate. The method of election of such Divisional Delegates shall be specified in the Bylaws.</p>

Article VI, Section 3

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 3. Certain of the technical areas covered by the IEEE shall be grouped into Divisions. The voting members of each Division shall elect a Delegate to the Assembly, designated as its Divisional Delegate, ~~who shall also by virtue of such election be a Director, designated as its Divisional Director.~~ The method of election of such Divisional Delegates shall be specified in the Bylaws.

Reason: Separates the role of an IEEE Delegate from an IEEE Director.

Article VI, Section 4

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE VI - DELEGATES AND DIRECTORS	ARTICLE VI - DELEGATES AND DIRECTORS
<p>Sec. 4. The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members which shall be identical with the term of office as Director. All shall coincide with the fiscal year of the IEEE.</p>	<p>Sec. 4. The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members. All shall coincide with the fiscal year of the IEEE.</p>

55

Article VI, Section 4

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 4. The term of office of the President as a Delegate-at-large and Director-at-large shall be three years beginning with the office of President-Elect. The Bylaws shall provide the term of office of other Delegates elected by the voting members ~~which shall be identical with the term of office as Director.~~ All shall coincide with the fiscal year of the IEEE.

Reason: Separates the role of an IEEE Delegate from an IEEE Director.

Article VI, Section 5

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE VI - DELEGATES AND DIRECTORS	ARTICLE VI - DELEGATES AND DIRECTORS
Sec. 5. The terms of office of Directors elected by the Assembly shall be specified in the Bylaws.	Sec. 5. The number of Directors, terms of office, and the method of election and eligibility requirements shall be specified in the Bylaws taking into consideration various diversity factors including, but not limited to, geographic and technical diversity.

Article VI, Section 5

ARTICLE VI - DELEGATES AND DIRECTORS

Sec. 5. The number of Directors, terms of office ~~of Directors elected by the Assembly~~, and the method of election and eligibility requirements shall be specified in the Bylaws taking into consideration various diversity factors including, but not limited to, geographic and technical diversity.

Reason: Adds language that encourages a diverse Board of Directors, and enables change to provide for all Directors to be elected by all the eligible voting members.

Article VIII, Section 1

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE VIII - THE ASSEMBLY	ARTICLE VIII - THE ASSEMBLY
<p>Sec. 1. An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.</p>	<p>Sec. 1. An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws.</p>

Article VIII, Section 1

ARTICLE VIII - THE ASSEMBLY

Sec. 1. An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws. ~~The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates.~~

Reason: Enables a change to provide for all Directors to be elected by the full eligible voting membership of IEEE.

Article IX, Section 1

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE IX - BOARD OF DIRECTORS	ARTICLE IX - BOARD OF DIRECTORS
<p>Sec. 1. The Board of Directors shall be the governing body of the IEEE and shall consist of Directors, including Directors-at-large elected by all of the voting members, Directors-at-large elected by the Assembly, and Directors elected by the voting members of a group of members. The President of the IEEE shall preside.</p>	<p>Sec. 1. The Board of Directors shall be the governing body of the IEEE and shall consist of Directors elected by the voting members as specified in the Bylaws. The IEEE Executive Director shall be an ex officio non-voting member of the Board of Directors. The President of the IEEE shall preside.</p>

61

Article IX, Section 1

ARTICLE IX - BOARD OF DIRECTORS

Sec. 1. The Board of Directors shall be the governing body of the IEEE and shall consist of Directors ~~_, including Directors at large elected by all of the voting members, Directors at large elected by the Assembly, and Directors~~ elected by the voting members as specified in the Bylaws of a group of members. The IEEE Executive Director shall be an ex officio non-voting member of the Board of Directors. The President of the IEEE shall preside.

Reason: Enables a change to provide for all Directors to be elected by the full eligible voting membership of IEEE and adds the IEEE Executive Director as a non-voting member of the Board of Directors.

Article IX, Section 2

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE IX - BOARD OF DIRECTORS	ARTICLE IX - BOARD OF DIRECTORS
<p>Sec. 2. The number of Directors elected by the voting members together with the number of Directors elected by the Assembly shall be not less than nine nor more than fifty. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.</p>	<p>Sec. 2. The number of Directors elected by the voting members shall be not less than nine nor more than fifty, with the exact number specified in the Bylaws. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.</p>

Article IX, Section 2

ARTICLE IX - BOARD OF DIRECTORS

Sec. 2. The number of Directors elected by the voting members ~~together with the number of Directors elected by the Assembly~~ shall be not less than nine nor more than fifty, with the exact number specified in the Bylaws. Except for the filling of interim vacancies as provided in the Bylaws, the number of Directors elected by the voting members shall be not less than sixty percent of the total number of Directors.

Reason: Enables a change to provide for all Directors to be elected by the full eligible voting membership of IEEE. The limit on the number of Directors is aligned with the Certificate of Incorporation.

Article IX, Section 3

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE IX - BOARD OF DIRECTORS	ARTICLE IX - BOARD OF DIRECTORS
Sec. 3. All of the Directors elected by the Assembly shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.	Sec. 3. All of the Directors shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

Article IX, Section 3

ARTICLE IX - BOARD OF DIRECTORS

Sec. 3. All of the Directors ~~elected by the Assembly~~ shall be at least 18 years of age and shall be IEEE members of the grades specified in the Bylaws.

Reason: Enables a change to provide for all Directors to be elected by the full eligible voting membership of IEEE.

Article X, Section 2

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE X - CORPORATE OFFICERS	ARTICLE X - CORPORATE OFFICERS
<p>Sec. 2. Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Corporate Officers, by virtue of such election, shall be Directors, but not Delegates. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.</p>	<p>Sec. 2. Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.</p>

67



Article X, Section 2

ARTICLE X - CORPORATE OFFICERS

Sec. 2. Corporate Officers, other than the President and the President-Elect, to be elected by the Assembly, by all of the voting members or by the voting members of a group of members, shall be specified in the Bylaws. ~~Corporate Officers, by virtue of such election, shall be Directors, but not Delegates.~~ Other Officers shall be appointed by the Board of Directors and as such will be neither Directors nor Delegates.

Reason: Provides Corporate Officers the ability to remain Officers without being on the Board of Directors.

Article XI, Sections 1 & 2

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE XI - VACANCIES	ARTICLE XI - VACANCIES
Sec. 1. The existence of a vacancy in the Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.	Sec. 1. The existence of a vacancy in the Assembly, Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.
Sec. 2. Vacancies on the Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.	Sec. 2. Vacancies on the Assembly, Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

Article XI, Sections 1 & 2

ARTICLE XI - VACANCIES

Sec. 1. The existence of a vacancy in the [Assembly](#), Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.

Sec. 2. Vacancies on the [Assembly](#), Board of Directors or among the Corporate Officers shall be filled in accordance with the Bylaws.

Reason: Adds the Assembly to the list to support any future separation of the role of the Delegate from that of Director.

Article XII, Section 1

CURRENT IEEE CONSTITUTION	PROPOSED IEEE CONSTITUTION
ARTICLE XII - NOMINATIONS AND ELECTIONS	ARTICLE XII - NOMINATIONS AND ELECTIONS
<p>Sec. 1. The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.</p>	<p>Sec. 1. The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, Directors, the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.</p>

71

Article XII, Section 1

ARTICLE XII - NOMINATIONS AND ELECTIONS

Sec. 1. The Board of Directors shall submit annually to all voting members a list of nominees for Delegates, [Directors](#), the President-Elect, and such other Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. Submission may be by notice in an IEEE publication which is distributed to all voting members.

Reason: Adds the Directors to the list to support any future separation of the role of the Delegate from that of Director.