

## IEEE Education Society Constitution Changes, Based on 2005 Society Review (\* indicates where some discussion might be needed)

Article II, Section 2: Add statement about following the TAB Operations Manual to change Field of Interest.

Article IV, Section 2: TAB prefers the wording “reduced rates for members” rather than “higher rates for non-members”.

\*Article IV, Section 3: Delete statement “Any new revenue means not explicitly covered by IEEE rules and regulations must be approved by the General Manager before being adopted by the Society.” TAB states that there is no position named “General Manager”, and that this type of language is not required.

\*Article V:

1. TAB recommends amending the Constitution to create an Executive Committee, since the Society routinely empowers the officers as an ad hoc Executive Committee.
2. TAB recommends adding a section to list the officers explicitly, although one can “imply” these from Sections 4 and 5 of this article.

\*Article V, Section 2: TAB questions the meaning of the term “Sub-Society”. Some other Societies use the term “Sub-Group”. Have we ever created a group that was termed a “sub-society”?

\*Article V, Section 7: “The president .... shall preside at meetings of the Administrative Committee, at general meetings of the Society, and at the “Annual Meeting of the Society”. TAB notes that the terms “general meetings of the Society” and “Annual Meeting of the Society” are not defined, and that it is not clear that such meetings exist. Likewise, Article VII, Section 3 mentions the “Annual Meeting” of the Administrative Committee, to be held “at a time specified in the bylaws.” The Bylaws contain no such specification. TAB suggests rationalizing and rewriting these Articles and Sections.

\*Article V, Section 8: “...as a member of the IEEE Technical Activities Board, the President shall represent the Society at meetings of the Board, or designate an alternate, such as the Vice-President or Secretary, to represent the Society. If an alternate cannot be found, the President shall present the views of the Society by a letter of proxy.” TAB states that TAB members do not represent the Society. Proxies are not allowed. Substitutes are allowed if ratified by the IEEE Executive Committee.

Article V, Section 9: TAB questioned enumerating example committees. This list has been removed.

\*Article V, Section 11. “Neither the Education 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 except within prior approved budgets.” TAB: This is standard language but not enforceable, and in fact, not true. The Society should not be misled into thinking these words provide protection.

\*Article IV:

- TAB urges the Society to consider ways of improving the democratic aspect of Society governance. Noting that the ‘fastest growing membership’ is outside North America, the Society

is urged to consider ways of improving the democratic aspect of Society governance, so that the membership at large have some opportunity to elect some AdCom members (also recommended in the Society review of 2000), and also to ensure that elected AdCom members are always more in number than appointed members.

- TAB notes that no Adcom members are elected by the full membership of the Society, as is the case with many other societies, nor are there any other membership-wide elections. They point out that the use of electronic balloting should make election cost a non-issue.
- Bylaw 5.5 outlines procedures for “positions elected by the Society membership” – but we have no such positions.
- TAB notes that the officers effectively have a 10-year cycle, since we routinely award second terms for officers. They suggest considering 2-year terms to formalize what is done in practice.

Article VII, Section 2: Revised wording to eliminate “restrictions” (security clearance) and make meetings “...open to all persons, subject to paying the appropriate admission or registration fees.”

\*Article IX: TAB recommends rewording this Article to conform to the TAB Operations Manual. (VPN needs to investigate this further.)

\*TAB asked about a procedure for removing officials. This was covered in one of the TAB-suggested, optional, “Nice-to-haves” discussed at the Fall 2007 Adcom meeting, but the Adcom decided to drop this and not add it to the Bylaws. (Another possible bylaw that was discarded dealt with conflict resolution.) Following is the suggested wording of such a bylaw.

## 12 Removal of a Member of the Administrative Committee or Member of a Standing Committee

12.1 Vote to Remove an Appointed Member of the Administrative Committee or a Standing Committee:  
*A member of a the Administrative Committee or any Standing Committee may be removed as a member of that Committee, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such Committee member.*

12.2 Vote to Remove an Elected Member of the Administrative Committee. *An Officer/Elected Member elected by the voting members of IEEE Education Society may be removed from office, with or without cause, by a vote of the voting members of the IEEE Education Society who elected that person, within thirty days following either:*

- the affirmative vote of two-thirds of the votes of the members of the Administrative Committee present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or*
- the receipt by IEEE of a petition signed by at least 10% of the total number of voting members in the society moving for the removal of such individual, a ballot on such motion shall be submitted to the voting members of the society. If a majority of the ballots cast by the voting members for or against such motion are to remove such individual, the individual shall be removed from such positions.*

## BYLAWS CHANGES:

\*2. Membership: “There shall be only one grade of general Society membership available to all IEEE members or to members in other societies that have been recognized by specific action of the Society Administrative Committee. A list of approved societies will be maintained by the Technical Activities Secretary of IEEE.” TAB indicated that there is no such list, and questioned what we mean by “Other societies recognized by Adcom”. The underlined statement has been deleted.

\*2.2 Students: “An exception to the annual fee shall be made for students, as prescribed by IEEE rules and regulations.” TAB questioned the meaning of this.

\*2.3 Special Provisions: “Any special members (life, or other honorary) and affiliates of the Society on January 1, 1970 may continue even though their respective attainment of such special membership or affiliation was by a means other than as defined above.” TAB asked if there any left, and if this provision holds true if the holder’s IEEE membership has lapsed.

\*3.5 “The Administrative Committee shall hold a meeting each fall (TAB – Is this the “Annual Meeting” mentioned in Constitution Article V, Section 7?), at which elections will be held to fill vacancies-among the at-large members of the Administrative Committee ... A plurality of votes shall elect. Ties shall be broken by the Administrative Committee. (TAB – How can the Adcom break a tie when the Adcom is the electing body?) ... The President and Secretary of the Administrative Committee (TAB – Ambiguous – do we mean President and Secretary of the Society?) shall submit (TAB – report) the names of such elected members to the Chairman of the Technical Activities Board. ...” VPN – We should be more explicit about breaking ties. Perhaps the Society President breaks ties, unless a candidate?

\*4. Officers: Again, TAB recommends a provision for breaking tie votes for officer elections.

\*4.1 Terms of office: TAB recommends considering 2-year terms to conform to the current Society practice of automatically re-electing for second terms.

5.1 “The Society President each year shall issue instructions to the Chair of the Nominating Committee prior to July 15th to ensure an orderly progression and completion of the election procedures.” TAB asked if this is not included in Bylaw 5, which states that the Nominating Committee shall be reconstituted on or before July 15.

\*5.5 Outlines procedures for “positions elected by the Society membership” – but we have no such positions. Should this bylaw be removed?

5.6 Change 2<sup>nd</sup> sentence to TAB-suggested wording: “the Nominating shall make strong efforts to make nominations reflecting the technical, geographical, and other characteristics of the Society and the IEEE.”

6.2 Drop phrase “and approved by the General Manager of the IEEE”, who TAB states does not exist, and is not required.

\*7.1 Term of office of Transactions Editor: TEB noted that most Transaction Editors have three year terms renewable once. The Committee recommends rewriting this Bylaw with some term limitation to

ensure continued vitality of the Transactions. Apparently there is no formal process to elect or appoint and replace Editors in Chief, or to allocate them a fixed term of office before replacement or re-election.

\*7.5 “Editorial expenses shall be subject to review and approval of the Society Treasurer, who shall be responsible for adherence to the annual publications budget.” TAB: This provides that Treasurer be responsible for adherence to budget. Because the Treasurer does not usually arrange for obligations, and cannot abrogate obligations made by others, the Committee recommends that the cognizant officer be made responsible.

7.6 TAB indicated that enumeration of the items for the Society web site is generally not appropriate for Bylaws, but that Constitution and Bylaws should be included in the list.