



IEEE Constitution and Amendment Processes

Margaretha Eriksson

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118 R8 Committee meeting

The information contained herein is for educational purposes only and is not an endorsement for or against the proposed 2022 Constitutional Amendment.



What is the IEEE Constitution?

The second highest ranking governing document that summarizes IEEE's fundamental objectives, organization, and procedures in 14 sections, called Articles. Affects *all* members.

Article I – Name, Purpose, and Territory

Article VIII – The Assembly

Article II – Bylaws

Article IX – Board of Directors

Article III – Membership

Article X – Corporate Officers

Article IV – Dues and Fees

Article XI – Vacancies

Article V – Groups of Members

Article XII – Nominations and Elections

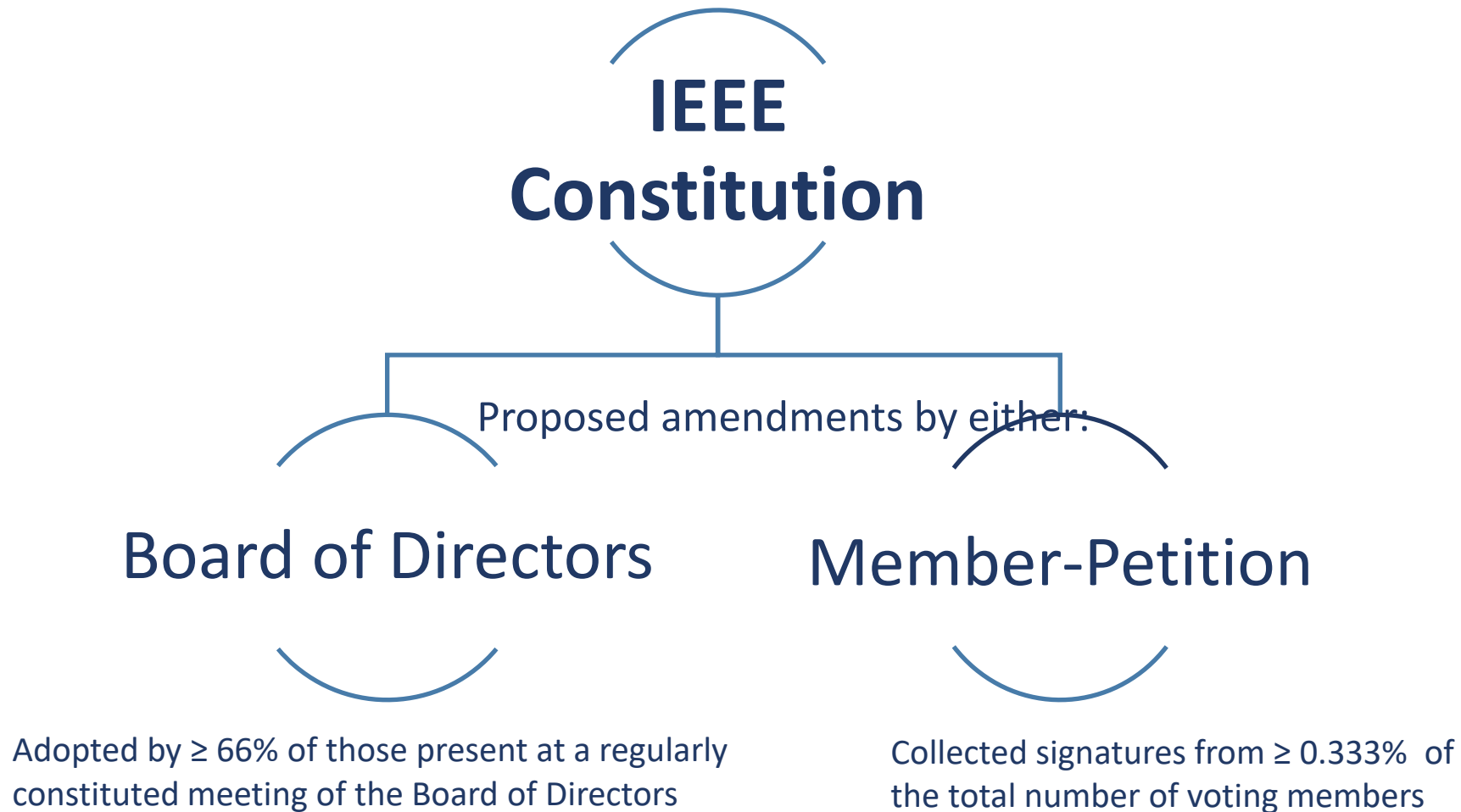
Article VI – Delegates and Directors

Article XIII – Management



How can the IEEE Constitution be amended?

There are two possible amendment routes to place a Constitutional Amendment on the Annual Election Ballot



2022 Board of Directors Proposed Constitutional Amendment

Summary of Actions

- IEEE Board approved the placement of one constitutional amendment on the 2022 Annual Election Ballot during its November 2021 meeting.
- Elections Oversight Committee created a Collabratec® discussion forum for members to discuss the proposed constitutional amendment.
- Visit [online discussion forum in Collabratec®](#) to participate in the discussion.
- Board will endorse or oppose the proposed constitutional amendment between 1 June through 1 July 2022.



2022 Proposed Constitutional Amendment*

ADDITIONS

~~DELETIONS~~

ARTICLE XIV - AMENDMENTS

Sec. 1. Amendments to this Constitution shall be made by a vote of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to submit a proposed amendment to the voting members. A petition must meet two requirements: a petition must be signed by at least one-third of one percent (0.333%) of the total number of IEEE voting members in each Region; and at least one percent (1%) of the total number of IEEE voting members, as listed in the official membership records of the IEEE at the end of the previous year, ~~but in no case shall the number be less than one hundred.~~ A copy of such proposed amendment or amendments, if lawful, shall be distributed to each voting member at least sixty days before the date designated for counting the votes. Voting shall be in accordance with the Bylaws.

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2022 Proposed Constitutional Amendment – Summary

“IEEE’s Constitution is IEEE’s highest-level governance document that affects all Members and rarely should change. It only takes 0.333% of the total number of voting members to add a member-initiated petition to the annual ballot – fewer than the candidate petition requirement. This proposal to change the member-initiated constitutional amendment petition requirement, if adopted, establishes greater member support for member-initiated petitions before ballot placement and enhances Membership’s global voice in proposing constitutional changes.

Proposal: increase the total number of voting members required from 0.333% to 1% and add a 0.333% voting member requirement for each Region.

Specifically, this modification:

- Modernizes requirements, originally created in 1963 for a very different IEEE.
- Increases requirements to be closer to, but fewer than, endorsement levels for candidate petitions.
- Recognizes that constitutional amendments should be rare, while candidate petitions are quite common.
- Ensures member-petitions to change IEEE’s Constitution receive a minimal level of support for the initiative throughout IEEE before ballot placement.
- Reflects IEEE’s international scale and geographic diversity.



Comments / Questions?



Appendix

Board of Directors Proposed Constitutional Amendment

IEEE Bylaw I – 308.1.a



Board of Directors

- Adopted by $\geq 66\%$ of those present at a regularly constituted meeting of the Board of Directors.
- When the IEEE Board takes an action to place a referendum on the annual election ballot, it shall not be construed as an endorsement.
- IEEE Board may endorse or oppose a referendum between the first working day following 31 May and the first working day following 30 June of the election year. (1 June through 1 July 2022)
- When the IEEE Board moves to endorse or oppose a referendum, members of the IEEE Board shall not act in a manner that undermines any such motion of the IEEE Board.



Member-Petition Proposed Constitutional Amendment

IEEE Constitution Article XIV Sec 2, IEEE Bylaw I – 308.1.b and IEEE Bylaw I – 308.2



Member-Petition

- Initiator submits in writing a copy of the exact wording of the proposed constitutional amendment they wish to circulate for signature.
- The initiator, at their option and expense of their own legal counsel, shall work with IEEE Legal Counsel and the IEEE Secretary, with assistance from Corporate Governance staff, to strive to ensure that the proposed amendment is compliant and that its wording is clear, unambiguous, grammatically and stylistically correct, and pertinent to the subject matter of IEEE governance documents.
- A petition must be signed by $\geq 0.333\%$ of the total number of voting members as listed in the official IEEE membership records at the end of the previous year, but in no case shall the number be less than 100 signatures. (1,093 signatures needed for 2022)



Approval of IEEE Constitutional Amendments

IEEE Constitution Article XIV – Amendments

Once ballot placement requirements are met (either by $\geq 66\%$ of those present at a regularly constituted meeting of the Board of Directors for a proposed board amendment or the collection of signatures from $\geq 0.333\%$ of the total number of voting members for a proposed member-petition amendment) the following steps must occur for the approval/adoption of a proposed constitutional amendment:

- A copy of the proposed amendment, if lawful, shall be distributed to each voting member at least 60 days before the date designated for counting the votes. (25 July 2022)
- A vote of $\geq 66\%$ of all votes cast in favor of the proposed amendment, provided the total number of those voting is not less than 10% of the total number of voting members.



¹¹• Amendments to the IEEE Constitution shall take effect 30 days after adoption.

Responsibilities of Organizational Units, Conference Organizers, Editors and Others

IEEE Policy 13.3.D

- Provide equal opportunity to both endorsing and opposing points of view.
- IEEE Organizational Units cannot take a position.
- IEEE Board of Directors and IEEE Organizational Unit leaders are encouraged to participate in discussions to ensure IEEE members are well-informed but cannot endorse or oppose proposed amendment.
- If the IEEE Board of Directors adopted a motion endorsing or opposing a proposed constitutional amendment, members of the IEEE Board of Directors may not participate in the discussion in a way that undermines the motion of the IEEE Board of Directors.



Board Proposed Constitutional Amendment for 2022 Ballot Timeline

Deadline	Action	Bylaw/Policy
Prior to 1 May 2022	IEEE Board votes to propose a Constitutional Amendment (CA). (<i>“vote of at least two-thirds of those present” is needed</i>).	Bylaw I-308.1.(a)
	Election Oversight Committee (EOC) has 10 days to create an online discussion forum. (<i>“A discussion of a referendum shall be established and facilitated by the IEEE Election Oversight Committee within 10 days following approval for placement on the IEEE Annual Election Ballot”</i>).	Policy 13.3.D.12.d
Prior to 1 July 2022	Board may take a non-binding informational poll to provide context to the member discussion (<i>The deadline here coincides with the last day the Board may endorse/oppose a proposed amendment</i>).	Bylaw I-308.1.(a)
1 June – 1 July 2022	Board may vote to endorse or oppose a proposed amendment. (<i>Duty of loyalty and care after Board takes official position - “At such time, in the event the Board moves to endorse or oppose a referendum, members of the Board shall not act in a manner that undermines any such motion of the Board”</i>).	Bylaw I-308.1.(a)
1 July 2022	Deadline for statements in favor of or in opposition to Amendments placed on the ballot by Board or by CA petition, to be received by ED. (<i>e.g., Collabratec forum discussion, EOC will act as moderator and assist to merge statements if applicable</i>).	Bylaw I-308.6
15 Aug – 3 Oct 2022	Ballot opens on 15 August and closes 3 October 2022. (<i>Tellers has 10 working days to certify the results of the Annual Election. Tellers will certify and announce the results on 7 October 2022</i>).	Bylaw I-307.12, Bylaw I-307.15