IEEE Constitutional Amendment Frequently Asked Questions
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In accordance with IEEE guidelines, communications using IEEE resources must present a balanced view between these two perspectives. This document provides answers to questions about the changes to the IEEE Constitution from both a Pro and Con perspective. Any additional questions or comments can be directed to IEEE Secretary Parviz Famouri at secretary@ieee.org and Jim Isaak at J.Isaak@ieee.org for a balanced response.

The marked up version of the Constitution and constitutional mapping chart can be found at: http://www.ieee.org/about/corporate/election/proposed_constitution_revisions.pdf. This mapping chart is provided with an additional column of specific opposing comments on each item at http://bit.ly/Save-IEEE-Constitution.

Who has initiated this set of Constitutional Changes?
(Pro) In 2014 the IEEE Board of Directors passed a motion that endorsed submitting IEEE Constitutional revisions to the IEEE membership. The proposed revisions were the result of more than two years of deliberative discussions, encompassing the full membership of the IEEE Board of Directors including Directors-Elect, the IEEE Governance Committee, and an ad hoc committee focused on these changes. These revisions are based on a set of guiding principles, adopted by the IEEE Board of Directors in 2014. Later this year, as part of the IEEE Annual Election ballot, all eligible IEEE voting members will be asked to vote on the amendment.

Who is opposed to this set of Constitutional Changes?
(Con) Review of these amendments by a number of past IEEE Presidents, Directors and volunteer leaders, who recently became aware of the proposed changes has resulted in opposition to adopting the proposed amendment. The views of these volunteers reflect years of experience in IEEE governance including past transformations of IEEE’s Bylaws, Constitution and management. The list of some of those who are opposed can be found at: http://bit.ly/Save-IEEE-Constitution. As the note at the end explains, the opposing comments herein respond to the actual proposed changes and are not a discussion of the proposed “Guiding Principles.” The proponents’ identification of “the full membership of the IEEE Board of Directors including Directors-Elect, the IEEE Governance Committee, and an ad hoc committee” add up to about 100 members – out of a voting membership of about 345,000. That some 2015 directors and director-elects were made aware of the proposed amendment only recently but not during “more than two years of deliberative discussions,” is an indication that the deliberations were not inclusive, nor open.

What is the Board’s reason for changing the Constitution?
(Pro) The proposed revisions are a culmination of changes that have been considered over several years. The changes are based on a set of guiding principles adopted by the IEEE Board of Directors in January 2014. The IEEE Governance Committee, a committee reporting to the Board, was requested to draft revisions in line with the basic concepts outlined in a Principles Document. A set of draft revisions was presented to the Board at its August 2014 meeting, and the Board approved a motion to present the revisions to the membership in 2015.

(Con) Note that missing from the proponents’ response above is the actual answer to the reason for changing the Constitution. “Guiding Principles” are not reasons—they may be part of an answer. No specific problems or any incidences of failure in IEEE governance were identified for which these “Guiding Principles” constitute a solution.
What are the reasons for not adopting these changes?

(Con) Typically modifications to the Constitution are initiated to solve a problem, but no specific problems have been identified; only a general principle that IEEE might be more flexible if the Constitution did not impose restrictions on ability to change the governance or operations of IEEE. No examples have been provided of instances where the current IEEE constitution has limited or impeded in any way IEEE strategy or operations. Flexibility per se is not a primary objective of IEEE. Essential principles, inherited from our predecessor organizations IRE and AIEE, include Regional and Technical diversity on the Board of Directors, Constitutional covenants that the proposed amendment would eliminate. The proposed changes eliminate the protections for the essential nature of IEEE as a volunteer-member managed professional society. The loss of international and technical leadership tenets is one example of misguided prioritization of principles.

How do the changes affect the membership?

(Pro) The current Constitution infers that there are members by referring to member grades and voting rights. The Amendment adds a statement to declare that IEEE has members, and also adds language to define the role of the Assembly as the body that represents the members when action is needed. Additionally, the Amendment adds language to note that IEEE is volunteer-led.

(Con) The Constitutional mapping chart at Items 22 and 23 states: “This change would move the approval of future changes to the IEEE Board of Directors, as opposed to the members.” While the concept of membership and member leadership is acknowledged, many provisions protecting specific rights previously reserved for the membership and volunteer leadership are moved from the Constitution to the Board-controlled Bylaws.

How do the revisions to the Constitution change the organizational structure of IEEE?

(Pro) The revisions proposed in the Amendment do not directly change the organizational structure of the IEEE. The organizational structure is currently defined in the IEEE Bylaws which are subject to change by future Boards of Directors with prior notice. In line with the guiding principle to remove sections of the Constitution that “may prohibit change in the future to organizational structure or operations”, sections that specifically tie the role of Delegate with that of Director were removed. The current Constitution does not allow the Assembly and the Board to change independent of each other in the future. Should changes to the Assembly be desired, any increase in the number of Delegates would require an increase in the size of the Board. The IEEE Constitution currently delegates to the IEEE Board of Directors the establishment or elimination of different groups to further the mission of the organization. These groups and organizational units are currently defined in the Bylaws.

(Con) The Constitution currently requires that the Board have both Regional and Technical representation and diversity—it thereby prescribes how the IEEE should be constituted. Therefore, the fate of the institutional structure and these prescriptions are enshrined in the IEEE Constitution. This Amendment, however, eliminates those prescriptions that guarantee IEEE members’ control of the their institute’s fate. The Constitutional mapping chart at Items 22 and 23 concedes that “This change would move the approval of future changes to the IEEE Board of Directors, as opposed to the members.” Note that even the 20-day notice requirement for Bylaw changes is eliminated from the Constitution (see below), so organizational specifics remitted to the Bylaws are subject to change at any time. Diversity is one of IEEE’s primary assets; not only geographic and technical diversity but also cognitive diversity; i.e., the differences in volunteers’ thought and problem-solving processes. The proposed amendment threatens to reduce diversity; it threatens to create a smaller, more monolithic and narrowly oriented Board of Directors.
**Will IEEE continue to have a diverse Board with international representation?**

(Pro) Eliminating this constitutional requirement is operational, providing flexibility.

(Con) Not necessarily. The Constitutional covenant for Regional representation would be eliminated. While the current Board may choose to include some level of global diversity on the Board, any future Board can change on its own the Bylaws to eliminate this, thereby fundamentally changing the institute’s character without consent of its members.

**Will IEEE continue to have Directors that knowledgeable in IEEE’s technical fields of interest?**

(Pro) Eliminating this constitutional requirement is operational, providing flexibility.

(Con) Not necessarily. The Constitutional requirement for Technical representation is being eliminated. While the current Board may choose to include some level of engineering/technical professionals on the Board, any future Board can change the Bylaws to eliminate this without membership consent.

**Will the IEEE Board continue to consist primarily of member elected volunteers?**

(Pro) Eliminating constitutional requirements here is operational, providing flexibility.

(Con) Not necessarily. Beyond the IEEE President, no other member-elected Directors are required by the proposed changes and the requirement for member-elected Regional and Technical Delegates/Directors is removed. Any future Board can change the Bylaws to change this aspect of IEEE with minimal notice, and without member consent.

**Are there changes that need to be made to the IEEE Bylaws if the Amendment is approved by the members?**

(Pro) Yes, there will need to be some modifications made to the Bylaws to correspond with the Amendment. The IEEE Board of Directors was provided with a preliminary draft of these suggested changes at its November 2014 meeting for review. The Governance Committee will review the revisions later this year, keeping in mind that additional modifications to the Bylaws have been adopted in 2015. The Board will consider those changes later this year.

(Con) Proposed Bylaw changes have not yet been finalized or made public. These are expected to include changes to the size and representation on the Board of Directors. This means it is impossible to relate specific organizational changes with the proposed constitutional changes. A basic procedural flaw is that the proposed amendments are limited to the Constitution only, with unknown subsequent amendments to the Bylaws. However, the “by-laws” of IEEE under New York law include the Constitution and the Bylaws and the true legal effect cannot be properly evaluated without analyzing the Constitution and the Bylaws as a whole. The proponents must therefore identify now the full extent of their amendment without hiding the new provisions contemplated for the Bylaws. The opposition recommends developing the governance model first, then the associated Bylaw changes, and then proposing Constitutional amendments, if any are needed. Members should be informed of the potential consequences of the proposed changes.
Why does the Amendment propose eliminating the requirement for a 10% quorum response (response of at least 10 percent of the eligible voting members) for future amendments to be adopted?

(Pro) As the membership continues to grow globally, there is a concern that continuing to meet the current quorum requirement will be difficult. The IEEE Governance Committee, a committee that reports to the Board on matters related to IEEE’s governing documents, has been reviewing the response rate for several years and requested the Board consider a change to the current requirement. The Committee was concerned that there may be a time when proposed changes, while gaining a super majority or two-thirds or greater affirmative response, could not be adopted due to a low return rate. Consistent with membership voting both in IEEE practice and NY State Law, only “yes” and “no” votes are counted and considered in computing the threshold (in this case a supermajority of two-thirds). The Committee looked at what other organizations do and there was no consistent approach in other Constitutions. Both groups considered various options and discussed those options thoroughly. In the end, the Board agreed with the Committee’s recommendation and decided upon the removal of the quorum requirement. There is a minimum return of 100 votes required by the New York statute. In line with the overall principle to simplify the document the Constitution does not need to repeat language that is otherwise addressed by the New York law governing IEEE.

(Con) The speculation “that there may be a time when proposed changes ... could not be adopted due to a low return rate” is unavailing. First, proponents must show even one instance of an effort to change the IEEE Constitution that failed due to insufficient returns. Second, for a truly important Constitutional amendment, member involvement should be increased; a proposal that is explained and well-communicated to members should engender at least a 10% response. Third, even if such low return circumstance were to arise, NY Not For Profit Corporation Law § 608(e) sets forth a procedure whereby a Not For Profit corporation can petition the Court to dispense with the quorum requirements set in the by-laws or by statute. Thus, the Legislature recognized the potential for this purported predicament and provided an equitable method for seeking permission to have a lesser quorum than the law mandates, allowing amendments while protecting the interest of voting members. With this change, 100 members or less, instead of the current ~35,000 members, can vote on a constitutional change, with less than 68 approving the change. The elimination of a higher minimum-vote requirement eliminates the safeguards that protect our 426,000 + members and IEEE’s founding objectives and principles.

What is the purpose of eliminating the requirement to distribute proposed revisions to the IEEE Bylaws 20 days before the Board meets to deliberate on those revisions, from the Constitution?

(Pro) One of the guiding principles used when reviewing the Constitution includes the removal of procedures that are operational. The requirement that proposed Bylaw revisions be distributed in advance of the Board meetings at which they will be considered remains in the Constitution. The required timing is being deferred to the Bylaws. This requirement is directly related to IEEE Board operations and how and when Directors receive proposed Bylaw revisions that will be considered at a Board meeting. The requirement currently exists within the Bylaws and while no change is being considered, the delivery method of agenda materials has changed over time. Maximum flexibility is obtained if the Board is able to modify that procedure if it so desired moving forward. The current 20 day requirement was established at a time when agenda materials were delivered through the postal service.

(Con) The advance notice provisions are not merely procedural – they are substantive protective provisions. Without them, there would be no barrier for some future Board to set, say, only 24 hour
notice before action, or 30 minutes notice during a Board meeting convened to take action that was kept in secret. The 20-day advance notice is a safeguard that must remain in the Constitution. With electronic posting and distribution there is an opportunity to assure transparency in IEEE Board operations. Constitutions are not written for administrative convenience. As a rule of thumb, the Constitution should be difficult to change, the Bylaws should be changed with transparent deliberation as the ruling document of the organization, and the Operations Manual should include further procedural details.

**What is the purpose of eliminating the constraint on remunerating Directors?**

(Pro) This is Operational Redundant.

(Con) Proponents have not identified another redundant provision. Redundancy with another instrument that permits removal by mere Board approval is by definition not redundant with a Constitutional provision that can only be amended by members’ vote. This change suggests members are choosing to relinquish the principle of a volunteer Board, with compensation on an exceptional basis. That sets the stage for a corporate style Board with appointments of outside ‘professional’ board members. Such Directors might not have any of the regional or technical diversity of the current Board. While the current Board might not choose this transition, any future Board can initiate it by a simple, minimal notice change to the Bylaws.

**What is the purpose of eliminating the prohibition of IEEE becoming a collective bargaining entity or trade union?**

(Pro) This is *editorial* (according to the constitutional mapping chart), and duplicates restrictions in the Articles of Incorporation.

(Con) It is hard to consider this as “editorial.” To transform IEEE into a trade union, the Articles would have to be amended. The 1998 change was approved by a majority of the Board of Directors and prior to that it has been changed by vote of the Assembly, which makes it easier to modify than the ByLaws in terms of notification and the required plurality. Whether the Institute can become a collective bargaining cooperative or more likely, multiple cooperatives operating under distinct labor law jurisdictions around the world, is quite substantive. It may inject political strife into the IEEE, may tempt future Board to supplement revenues (and influence) from national unions, including funds for remunerating Directors (which the proposed Constitution would not prohibit), and may subject some of our members to impositions under so-called “right-to-work” laws. At a minimum, this may create the perception in industry of, if not actual invitation to, an IEEE plan for becoming a trade union, or that it might do so at the whim of any future Board of Directors. This perception could adversely affect IEEE’s Publication’s prestige, the customer base for Xplore, and erode support for members participating in IEEE leadership, publications, conferences, etc.

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[The “Principles Document” text in the Appendix has been dropped since these may have informed the proponents’ activity, but the actual changes must be justified individually on their merits. Members need to decide based on the actual proposed changes and the impact these may have, not based on whether the proposed changes comply with principles arbitrarily set without the inputs from all IEEE members. ]