



## GUIDELINES FOR CONDUCT AT IEEE BOARD MEETINGS

To aid members of the Board of Directors in proper conduct of business during meetings, following is a list of Governance documents in the order in which they take precedence.

1. Not-For-Profit Corporation Law, State of New York
2. Certificate of Incorporation
3. IEEE Constitution
4. IEEE Bylaws
5. IEEE Policies
6. Resolutions of the IEEE Board of Directors
7. Established Procedures
8. *Robert's Rules of Order*

Following are some guidelines that adhere to *Robert's Rules of Order*. These guidelines have been developed to assist in conducting a smooth, timely, and efficient meeting. A matrix of some basic Motions is attached.

- Address all remarks to the Chair
- If you wish to be recognized, raise your hand and get the attention of the Parliamentarian who will be keeping a list of speakers
- To assist the Chair and Recording Secretary, Motions should be supplied in advance in electronic format or written out clearly so they can be more easily incorporated into the electronic display.
- Prior to the Board meeting, members are encouraged to speak with the proposed maker of a Motion regarding their changes to determine if they are agreeable. If agreeable, the Motion should be made initially with the revisions included. A "Friendly Amendment" refers to agreement from the maker of the Motion that the proposed change is agreeable to or in keeping with the spirit of the original Motion.

### PARLIAMENTARY RULES

- Quorum  
Majority of voting members of the entire Board of Directors  
(BoD consists of 31 voting members; quorum = 16)
- Voting\* – based on the number of members present at the time of the vote, provided there is a quorum (16)
  - Ordinary items of business: Majority (e.g., if only 16 present, 9 affirmative votes required)
  - Bylaws: Two-thirds (e.g., if only 16 present, 11 affirmative votes required)



- Rules of Order: Two-thirds

NOTE: Based on New York Not-for-Profit Corporation Law, any action of the Board of Directors is based on the votes of all members present at the time of the vote. A Board member may abstain by leaving the room. Should a member abstain without leaving, in tallying the votes, the abstention will have the same effect as a no vote.

\* These rules do not apply to the IEEE Assembly. The IEEE Assembly is a meeting of the members at which tallying is based on the number of affirmative and negative votes cast and at which abstentions are not counted.

- The Chair

- Conducts meeting
- Maintains due process
- Has no right of debate
- May break ties in secret ballots
- Informs membership

- Procedure in Debate

- Maker of Motion gets floor first
- During debate:
  - All remarks are addressed to the Chair
  - No one speaks more than twice on the same question
  - Indicate which side you are speaking for at the outset

- Executive Session

- Sitting members of the body
- Individuals invited by the Chair to remain for a particular discussion or portion of a discussion
- Purpose of Executive Session will be explained by the Chair unless confidentiality prevents disclosure
- Confidentiality means those individuals present for all or any part of an Executive Session will not discuss the proceedings with anyone except those individuals also present for the Executive Session
- If appropriate and not in conflict with confidentiality, the Chair may note actions taken in Executive Session in open session. These actions will be so noted in the minutes.



## **CUSTOMARY OPERATING PROCEDURES**

Following is a description of general and customary operating procedures for IEEE Board of Directors and Executive Committee meetings. Please review the documentation prior to the meetings.

### **ROLL CALL**

The Secretary will call the roll. A seating chart will be provided.

### **UPDATES TO THE AGENDA(S)**

Agenda submission deadlines are posted at the beginning of the year – please try to adhere to them. Every attempt will be made to minimize the number of items provided as updates, as there is little or no time to digest new information.

Updates to the Agenda will normally appear on your revised Agenda sheet, which will be provided, along with updated documentation, approximately one day prior to the meeting. Items of an emergency nature will be entertained. Everything else will have to wait until the next meeting. “Emergency” constitutes those items requiring action prior to the next meeting.

Please make use of the Board of Directors e-mail alias to distribute information to one another.

### **REVIEW / APPROVAL OF THE AGENDA(S)**

The procedure for review and approval of each Agenda will be to:

- Consider the draft Agenda provided.
- Entertain requests for deletion of items and proposed additions of an “emergency” nature that cannot wait until the next meeting. (Note: All new items will be placed at the end of the Agenda.)
- Consider the order of items on the Agenda and propose reordering, if appropriate.
- Consider the Consent Agenda. Any Director may remove an item. Items so removed will be placed in the appropriate section of the Agenda.
- Approve the revised Agenda and Consent Agenda.

A majority vote is required to approve the Agenda and proposed changes thereto. Once adopted, subsequent changes may be made only with the consent of the body. If there is an objection to unanimous consent, a 2/3 vote of the body is required.



## **PARLIAMENTARY RULES / SPEAKERS' LIST**

The Staff Secretary will serve as the Board of Directors and Executive Committee Parliamentarian.

Please keep in mind that normally you may only speak twice on a subject.

## **RULES GOVERNING MOTIONS**

Please refer to the Guidelines for Conduct at IEEE Board Meetings and the summary of Parliamentary Rules provided with your Agenda. The Summary derives from *Roberts Rules of Order* and is intended for everyone's convenience.

Motions brought before the body may not be made on behalf of anyone, but for the common good of the IEEE.

## **EXECUTIVE SESSION**

A few Agenda items may be held in Executive Session. If it is necessary to convene in Executive Session, the practice below will be followed.

Members of the body with fiduciary responsibility will remain, as will Legal Counsel any individuals invited by the Chair to participate in a particular discussion or portion of a discussion. The Executive Director will attend all Executive Sessions, and normally, the Staff Recording Secretary. Any Director-Elect or President-Elect candidate that has signed a Non-Disclosure Agreement may also be invited to remain.

To minimize disruption, every attempt will be made to combine Executive Session items. Whenever possible, Executive Sessions will be held at the end of the meeting.

<b>MOTION</b>	<b>REMARKS</b>	<b>PHRASING</b>	<b>SECOND</b>	<b>DEBATABLE</b>	<b>AMENDABLE</b>	<b>VOTE</b>
Main		I move that the Board of Directors...note specific action	Yes	Yes	Yes	Majority*
Amendment		I move to amend the pending Motion by striking out or inserting the following words	Yes	Yes, if motion to be amended is debatable	Yes	Majority*
Amendment to an Amendment		I move to amend the pending Amendment by striking out or inserting the following words	Yes	Yes, if motion to be amended is debatable	No	Majority*
Substitute		I move to substitute the following for the Motion pending	Yes	Yes	Yes	Majority*
Postpone to a Definite Time	Should be used to readdress Motion at a specific time	I move that the pending Motion be postponed until (note time)	Yes	Yes	Yes	Majority*
Postpone Indefinitely	Can be used to "kill" a Motion	I move to postpone indefinitely	Yes	Yes	No	Majority*
Refer to a Committee	Standing or Ad Hoc (can be appointed at any time)	I move to refer the issue to a committee	Yes	Yes	Yes	Majority*
Leave to Withdraw	Only used by maker of Motion	I ask permission to withdraw the Motion	Yes	No	No	Majority*
Division of Question	Used to consider multiple aspects of a Motion one at a time or in seriatim	I call for a Division of the question	Yes	No	Yes	Majority*
Division of Assembly	Request for verification of a voting result	I call for a Division	No	No	No	None required
Secret Ballot		I move we take this vote by secret ballot	Yes	No	Yes	Majority*
Lay on the Table  (Table)	When used to "kill" a Motion, Chair can rule it out of order. As part of Motion, maker may state time he/she intends to take item from the table during remainder of the meeting or the next meeting	I move to table the Motion	Yes	No	No	Majority*
Take from the Table	At current or next meeting only	I move to take from the table the Motion relating to...	Yes	No	No	Majority*

<b>MOTION</b>	<b>REMARKS</b>	<b>PHRASING</b>	<b>SECOND</b>	<b>DEBATABLE</b>	<b>AMENDABLE</b>	<b>VOTE</b>
Previous Question	Used to stop debate	I move the previous question or I call the question	Yes	No	No	Two-thirds
Parliamentary Inquiry	Response from Chair or Parliamentarian	I rise for Parliamentary inquiry...note reason	No	No	No	None required
Point of Order	Used to remind or question Chair on Bylaws, rules of order, etc. Chair may seek advice.	I rise to a point of order (await recognition from Chair, state reasoning)	No	No	No	Chair rules
Appeal	Chair should state reason for decision. Vote is to uphold Chair's decision	I appeal from the decision of the Chair	Yes	Yes	No	Majority* (of neg. votes to overturn decision)
Open/Close Nominations	Second is not required when nominations come from a committee	I move we open/close nominations. I nominate...note reason	Yes	No	Yes, in terms of time only	Majority*
Reconsider	At same meeting only	Having voted on the prevailing side, I move to reconsider...	Yes	Yes, if Motion is debatable	No	Majority*
Rescind	Used at subsequent meeting	Note reason ... Therefore, I move to rescind the Motion	Yes	Yes	Yes	Two-thirds
Adjourn		Note reason...I move to adjourn	Yes	No	No	Majority*

\* Majority refers to those present