



CUSTOMARY OPERATING PROCEDURES FOR 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. Finance Operations Manual/Investment Operations Manual
7. Resolutions of the IEEE Board of Directors
8. Established Procedures
9. *Robert's Rules of Order*

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

Agenda Submissions/Updates

Submission deadlines are posted in the fourth quarter of the preceding year. The Agenda will be provided at least twenty days in advance of regular meetings. Updates to the Agenda will be provided, along with updated documentation, at approximately Noon on the day prior to the regular meeting. 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.

Roll Call

The IEEE Secretary will indicate if there is a quorum and those members who are absent. A seating chart will be provided.

Quorum = Majority of voting members of the entire Board of Directors (with 31 voting members, quorum = 16).

Vote Counts = Based on the number of members present at the time of the vote, provided there is a quorum (16)

- Ordinary items of business - Majority (16 present = 9 affirmative votes required)
- Bylaws/Rules of Order - Two-thirds (16 present, 11 affirmative votes required)
- Abstentions - 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 the meeting, in tallying the votes, the abstention will have the same effect as a no vote. These rules do not apply to the IEEE Assembly which 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.

Parliamentarian

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

Responsibilities of the Chair

- Conducts meeting
- Maintains due process
- Has no right of debate
- Informs membership of Board actions
- May vote in secret ballots or to change the outcome of a vote

Member Guidelines

- All remarks should be addressed to the Chair
- Raise your hand if you wish to be recognized and get the attention of the staff or Parliamentarian who will assist the Chair in keeping a list of speakers

Review/Approval of Agenda

The procedure for review and approval of the Agenda at the start of each meeting:

- Consider the Agenda provided
- Entertain requests for withdrawal of items and additions of new business items which 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 Agenda (as revised) 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.

Rules Governing Motions

- Motions not provided as part of the approved Agenda should be supplied in advance of discussion of the item, in electronic format so they can be more easily and quickly incorporated into the electronic display
- Board members are encouraged to speak with the proposed maker of a motion prior to the Board meeting with questions or revisions to documents to determine if their changes are agreeable. If agreeable, motions 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.

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

Procedures in Debate

- The maker of a Motion may speak first
- During debate:
 - All remarks are addressed to the Chair
 - No one may speak more than twice on the same question
 - Speaker should indicate at the outside which side they are speaking for

Executive Sessions

If it is necessary to convene in Executive Session, normally the practice below will be followed:

- Members of the body with fiduciary responsibility will remain
- Legal Counsel will remain
- Any individuals invited by the Chair to participate in a particular discussion or portion of a discussion will remain.
- The Executive Director will attend all Executive Sessions, and normally, so will the Board Staff Secretary.
- Any Director-Elect or President-Elect candidate that has signed a Non-Disclosure Agreement may also be invited to remain.
- The purpose of an 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 in open session those actions taken in Executive Session. These actions will be so noted in the minutes.
- To minimize disruption, every attempt will be made to group Executive Session items together on the Agenda and, whenever possible, Executive Sessions will be held at the end of the meeting.

BASIC PARLIAMENTARY RULES						
MOTION	REMARKS	PHRASING	SECOND	DEBATABLE	AMENDABLE	VOTE
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*

BASIC PARLIAMENTARY RULES - Continued						
MOTION	REMARKS	PHRASING	SECOND	DEBATABLE	AMENDABLE	VOTE
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*
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