ARTICLE III - BOARD OF GOVERNORS

Section 1: Board of Governors Responsibility

The Board of Governors shall be responsible for providing guidance, at the policy level, to all of the organizational entities within the Society. The Board shall set direction and strategy for the Society, and shall review the performance of the program boards and other committees and entities to assure compliance with its policy directions.

Operational issues should not normally be considered by the Board except in exceptional cases, or when there are requests for policy clarification or change related directly to operational or other program board matters.

Section 2: Officers

The officers of the Board shall be the Society's president, president-elect, first vice president, second vice president, and secretary. The secretary shall be elected by the Board at its annual meeting from the franchised Board members for the following year.

Section 3: Meetings

The Board shall hold its annual meeting in the last third of each year. Additional meetings shall be held each year as required. The Board of Governors meeting and election schedule for each year shall be approved at or before the annual Board of Governors meeting of the preceding year.

Section 4: Notice of Meetings

No meeting of the Board shall be held to transact business unless each Board member has been notified of the time and place of the meeting 20 days prior to the scheduled date of the meeting by the secretary or his/her designee. Notice of Board meetings shall be published in a Society publication that nominally reaches the entire membership.

Section 5: Quorum

A roll call shall be taken at the beginning of each Board meeting. The secretary shall record the names of those franchised members present and announce whether a quorum exists. ~~If less than a quorum is present for a vote at a duly called meeting, tentative actions may be taken which shall become effective upon subsequent ratification, either at a future meeting, or by an electronic ballot by a majority of all the franchised members of the Board.~~

Comment [FAA1]: Tentative actions are not allowed.

Individuals holding more than one position on the Board or any committee thereof, shall be limited to one vote on each matter being considered by the Board or committee.

Proxy voting is not allowed.

~~Minutes of such a meeting, with a separate ballot for each question to be ratified by electronic balloting, shall be sent by the secretary to each member of the Board. Ballots must be returned within 30 days to be counted.~~

Comment [FAA2]: It seems this clause refers to tentative actions at a meeting without a quorum, in which case it should be removed. A motion can be made that is voted on via email, as described in your Section 6.3 But a tentative action without a quorum cannot be made subject to email ratification.

Section 6: Action of the Board and Committees Thereof

1. All decisions of the Board and any subcommittees thereof shall be made by a majority of the votes of the members present and entitled to vote provided a quorum is present.

2. The Board, or any committee thereof, may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of

telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.

3. The Board, or any committee, thereof may take action without a meeting if applicable (e.g., email voting). An affirmative vote of a majority of all the voting members of the Board or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Board or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

Section 7: Vote of the Presiding Officer

The presiding officer of the Board shall have no vote on the Board except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

Section 8: Change of Meetings

Meetings of the Board may be advanced, postponed, or canceled only by consent of a majority of all the voting members of the Board not less than 14 days before the original date or the new date set for the meeting, whichever is earlier. The annual meeting cannot be canceled.

Section 9: Recording of Board Activities

The secretary shall cause to be transmitted in writing within 20 days after their adoptions all motions, directives, and orders of the Board to the persons or members affected. He or she shall transmit a complete and accurate copy of the minutes of each meeting of the Board to all members of the Board and designated IEEE groups, Boards, and committees within 30 days after the meeting.

Section 10: Policies and Procedures

Policies and procedures, including the Society dues and fees, may be established or modified by a majority vote of the franchised members of the Board (not simply a majority of those present at a particular meeting). Policies and procedures shall be codified in the appropriate manuals of the Society.

Section 11: Parliamentary Authority

Parliamentary authority, procedure and conduct of the Board meetings shall be governed by Robert's Rules of Order insofar as they are applicable and not inconsistent with the Society Constitution and Bylaws, Policies & Procedures Manual, or the Constitution, Bylaws and Policies of the IEEE.

Section 12: Suspension of Rules

Any provision in these Bylaws relating to the transaction of business may be temporarily suspended by the unanimous vote of the Board present consisting of not less than two-thirds of franchised Board members.

Section 13: Vacancies and Removal from Office

If for any reason the best interests of the Society require a change in the officers or the Board members during the year, the matter shall be duly and carefully considered by the Board. A majority vote of the entire Board or a petition signed by two percent of the members of the Society and submitted to the Board shall be necessary to call a Board meeting, denoting the purpose of the meeting in a meeting notice, or to consider and vote upon a recommended change. A two-thirds vote of the entire voting membership of the Board shall be required to declare an office vacant. The vacant office shall be filled as defined in the

governing documents of the Society, or if not so defined, may be filled for the unexpired term upon nomination from the floor. Positions for which the Board has the privilege of consent may be declared vacant at a meeting of the Board providing the procedures above are followed.

Section 14: Executive Committee

Executive Committee members shall be *ex officio* members of the Board, without vote, unless otherwise holding a vote as a franchised Board member.

Section 15: Franchised Members of the Board

Franchised members of the Board are the primary policy makers of the Society and, thus, shall have access to information relative to proposing and altering policy, and determining the adequacy of procedures that implement existing policy. Members of the Board shall respect the confidentiality of sensitive or personal information made known to them in executive session or other circumstances. Members of the Board must have access to appropriate means of contact by electronic communication.

Section 16: Vote to Remove a Board Member or Member of a Standing Committee

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

2. Vote to Remove an Elected Member of the Board. An Officer/Elected Member elected by the voting members of the IEEE Computer Society may be removed from office, with or without cause, by a vote of the voting members of the IEEE Computer Society who elected that person, within 30 days following either:

(a) the affirmative vote of two-thirds of the members of the Board present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or
(b) 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 voting members vote to remove such individual, that individual shall be removed.

Section 17: Position Statements

When voting matters are before the Board by means other than at a physical face to face meeting or before the membership by electronic ballot, such as for a constitutional amendment, the opportunity for presenting an opposing view shall be provided. The *IEEE Computer Society Policies & Procedures Manual* (PPM) shall prescribe the conditions and procedures for presenting opposing views.