

**IEEE AES Society
Proposed ByLaw Change for
Board of Governors Election**

Purpose

- To conduct election of the eight new members of the Board in reverse order from present practice.
- BoG now elects two members from proposed slate, then Membership elects the remaining six.
- Proposed is that the membership vote occurs first, electing 6 members, followed by the BoG election process to elect the final two.

Proposed Motion

- **MOVE to change ByLaws, Article V, Section 4, as follows: *(with track changes)***

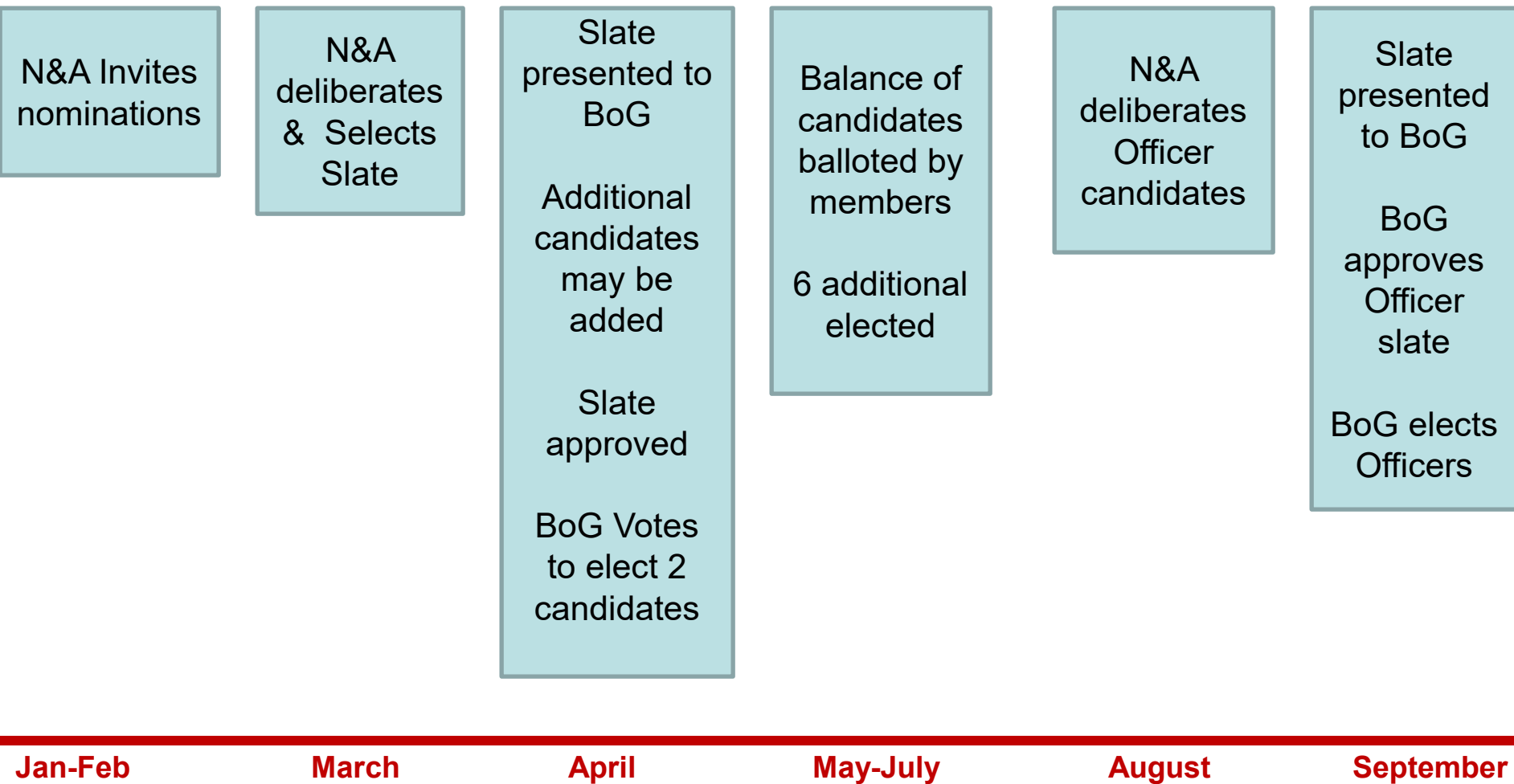
Section 4: At a meeting of the Board of Governors, normally held before the first of June, the Board shall review and approve the proposed slate of candidates from the N&A Committee, and shall subsequently conduct an electronic appointment process of the membership to fill six ~~two~~ of the eight vacancies in the Board of Governors occurring on the following First of January. Members of the Board of Governors may add nominees, with a description of the nominee's qualifications, to the slate that was prepared to comply with the Bylaws, with approval of the Board. A majority plurality of votes cast shall elect. Subsequent to this election, the remaining ballot of at least six ~~ten~~ candidates shall be ~~sent to the Society membership for election of six additional Members-at-Large.~~ provided to the Board of Governors for election to fill the remaining two vacancies. ~~receiving the largest number of votes shall be elected to the Board of Governors.~~ A majority of votes is required for election. The eight new members shall assume office as of 1 January of the following year.

Proposed Motion

- *Clean*

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Flow: Current Method



Flow: Proposed Method

N&A invites nominations

N&A deliberates & selects slate

Slate presented to BoG

Additional candidates may be added

Slate approved

Candidates balloted by members

6 selected

Ballot(s) by BoG

2 candidates Selected

Likely to involve multiple ballots

N&A deliberates Officer candidates

Slate presented to BoG

BoG approves Officer slate

BoG elects Officers

Jan-Feb March April May-June July-Aug-Sept? Aug or Sept Sept

Rationale:

- **PRO: Current method does not give Board the opportunity to see results of member vote selections before they need to choose their two preferred candidates.**
 - There are typically 6 to 8 candidates in their first term as BoG member and running for re-election, OR who have sat out a year after completing two terms and are “re-applying”
 - It may be desirable to allow the membership to select first, and then BoG can then make their preferred choices known.

Rationale cont'd

CON: proposed reversal of election process complicates officer nominations process since the election process is delayed.

- Current method selects two members at Spring meeting, with remaining 6 member-selected candidates known in summer.
- Revised process might not show full results until just prior to or even at fall BoG meeting, even with electronic voting of BoG.
- Voting of the Board requires majority to elect; with multiple candidates this may involve 2-3-4 re-ballots.
- Minimum of 2 weeks required for each vote.
- N&A Committee should know ALL newly-elected BoG members prior to their deliberation on officer nominations; completion of BoG balloting may likely preclude this.
- Officer election “contingency” plans could be put in place but with much difficulty, as multiple officer positions are available and N&A is charged with recommending the best candidate(s)

ByLaws Changes

- **Proposed Bylaw changes and reasons therefore shall be sent to all AES Board of Governors members at least twenty days before the stipulated meeting of the Board of Governors at which the vote shall be taken. The votes of two-thirds of the members present and entitled to vote, at the time of the vote, provided a quorum is present, shall be required to approve any new Bylaw, amendment or revocation. The vote may be conducted electronically at the discretion of the President in accordance with the Society Bylaws.**