

IEEE AES Society Proposed Constitution & ByLaws Changes

October, 2007

Edinburgh, Scotland

UPDATED

April 2009, Anaheim, CA

Constitution & ByLaws Changes

- **Proposed constitution changes initiated by BoG, or petition by 25 members**
- **BoG approves proposed changes to Constitution**
 - Vote process not specified; ergo is simple majority
 - proposed amendment written up in Magazine
 - Automatically become effective unless at least 10% of members object within 30 days of publication
 - Submitted (in parallel) to TAB VP for review and approval
- **Proposed bylaws changes initiated by BoG**
 - Vote requires 2/3 majority
 - Publish amendment in Magazine; no approval required
 - Submitted (in parallel) to TAB VP for review and approval

Review Field of Interest

as contained in Constitution

The field of interest shall be the organization design, development, integration, and operation of complex systems for space, air, ocean, or ground environments.

These systems include but are not limited to navigation, avionics, mobile electric power and electronics, radar, sonar, telemetry, military, law-enforcement, automatic test, simulators, and command and control.

Many AES members are concerned with the practice of system engineering.

Field of Interest

as posted to Website

Members of the Aerospace & Electronic Systems Society (AESS) of the IEEE are interested in the design, integration, test, and analysis of large, complex systems consisting of major subsystems that contain dissimilar electronic devices.

Most of our members work on sensor systems (radar, sonar, optics, and navigation), communications systems, command and control centers, avionics, space systems, military systems, digital signal processing, simulators, and software development. Some members work on robotics, energy, and transportation systems.

Implementation Plan

- Summarize types of changes being recommended
- Include all IEEE “Must-haves”
- Gain consensus by BoG
- Provide WORD Mark-up document to BoG for review of specific wording changes within next 21 days
- Electronic vote to follow
 - *Rationale for implementation plan with vote to follow:*

There is no greater need among Mankind...

**...Than to edit the written
word of another**

IEEE Must-Haves

- Define a Quorum
 - *Needs firm definition of member majority*
- Actions of Governing Body
 - i.e. electronic voting
 - *Have write-up*
- Nomination and Appointments Committee Operating requirements
 - *Define position of N&A*
- Nominations and Petition Signature Requirements
 - *Done*
- Insert “IEEE” before “Executive Director” when referring to IEEE’s Chief Operating Officer
 - *One instance; we refer to old name of General Manager*
 - *But we do have a few cases of misidentification of IEEE HQ principals to fix*

Proposed “Structural” Changes

- **Add optional position of Executive Assistant**
 - *This is a long-overdue aspect of Society administration that can greatly assist the Officers in the performance of their duties*
 - *Usage by officers will be totally optional*
- **Add 3rd required Meeting, of elected officers, during 1st quarter of each year**
 - *Rationale: Those Societies holding such a meeting have it to be highly effective and this is recommended for AES*
- **Define Standing Committees and Panels in ByLaws, along with their reporting structure**
 - *Rationale: Institutionalizes these activities*
- **Add non-voting Student Representatives (1 grad, 1 UG)**
 - *Rationale: Try it, you’ll like it!!! One Society did it 4 years ago with huge success*

Constitution Changes Proposed

- Define that elected BoG be any IEEE member grade above Student
 - *Rationale: to agree with IEEE ByLaws on elected officials*
- Make Past President a voting member of BoG
 - *Rationale: helps assure continuity*
- Incorporate IEEE “Must-Haves”
 - *Rationale: duh! (“because we must”)*
- Define Quorum (Article VII Section 3) as 13 members
 - *An IEEE “Must-have”*
 - *BoG is 24 members; officers who are not elected BoG do not have vote; President & Exec VP must be BoG members to be elected*
- Add 2 Student Reps as non-voting
- Add Nominations & Appointments Chair definition
- Correct a few typos etc

ByLaws Changes Proposed

- **Add Executive Assistant**
 - *Rationale: previously discussed*
- **Delete option to be BoG without AES membership**
 - *Rationale: this is just normal operational process*
- **Define Nominating Committee Chair as past-pres**
 - *This is the way we have been operating*
- **Add 3rd required meeting, of Officers, within 1st quarter of each year**
 - *Rationale: previously discussed*
- **Add electronic voting process**
 - *Rationale: IEEE requirement*
- **Add appointed officer listing with summary duties**
 - *Rationale: provide continuity of operations*
- **Add International Directors**
 - *Rationale: We have been operating as such for several years*

Proposed Changes April 2009

- **ADD “member” to BoG candidacy conditions**
 - *Rationale: This is an IEEE requirement*
- **Require Election of officers from existing BoG**
 - *Rationale: A BoG of 30-odd individuals is excessive for a 5,000 member organization*
 - *Today’s non-BoG “appointed” officers have no vote and yet they are entrusted with spending authority*
 - *Many elected BoG have no specific function; one condition for BoG election is willingness to perform duties*
 - *IEEE says that we are the only Society to operate in this manner and has requested that we conform to the norm*
- **Delete VP-Administration**
 - *Rationale: Function no longer needed*

Proposed Changes April 2009 -2

- **IEEE-AES BoG Elections are currently performed solely by the body**
 - **We are the only Society to do this**
- **Discussion is needed on this issue- Director Mintzer may have an observation**
 - *Initial concept is to conduct elect BoG members Society-wide,*
 - *And then conduct Officer elections from within the elected BoG*
 - *This is the common model for the bulk of IEEE Societies*
- **Do we need term limits for VPs**
 - *IEEE suggests yes*