

GUIDELINES FOR CONDUCT AT IEEE BOARD MEETINGS

To aid members of the Board of Directors in proper conduct of business during meetings, 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 Executive Director Senese who will be keeping a list of speakers for the Chair
- Keep in mind that the Chair will make every attempt to alternate between speakers who are in favor of the Motion being discussed and those who are opposed to it
- Please preface your remarks with your position (pro or con)
- Motions should be stated clearly so that they can be repeated to the body by the Chair or Recording Secretary
- To assist the Chair and Recording Secretary (Julie Cozin/Margaret Montford), please write out your Motion
- 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 = 31 voting members, 16 is a quorum)
- Voting* – based on the number of members present at the time of the vote
 - Ordinary items of business: Majority (e.g., if only 16 present, 9 affirmative votes required)
 - Bylaws: Two-thirds
 - Rules of Order: Two-thirds (e.g., if only 16 present, 11 affirmative votes required)

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. Therefore, in tallying the votes, an abstention has the same effect as a no vote.

- * The above 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 casts and at which abstentions are not counted.

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

- Procedure in Debate
 - Maker of Motion gets floor first
 - During debate:
 - No one speaks more than twice on the same question
 - Rotate pros and cons
 - Indicate which side you are on at the outset
 - A member speaks a third time only with the body's consent (two-thirds vote)
 - No cross discussion – all remarks addressed to the Chair

- 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 and these actions will be so noted in the minutes.