

IEEE Information Theory Society
Constitution and Bylaws Committee

Bylaws Revisions

Elza Erkip and Frank R. Kschischang

Board of Governors Meeting

Paris, France

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Housecleaning Changes

- various minor grammatical edits
- “chairperson” \mapsto “chair”
- removed redundant words, e.g., “Annual Meeting of the Society” \mapsto “Annual Meeting”; “Board of Governors” \mapsto “Board”; “IEEE Communications Society” \mapsto “Communications Society”
- Society fee \mapsto Society membership dues
- consistent rendering of dates (March 1st, not 1st of March)
- consistent rendering of officer titles, committee names, award names
- IT \mapsto Information Theory; similarly ComSoc and ITSoc expanded
- “web page” and “home pages” \mapsto “website”

Six IEEE Must-Haves for Governing Documents

- ① Definition of quorum. (This is in our constitution; we are in compliance.)
- ② Action of the board and committees thereof. (Ditto)
- ③ Nominations and appointments committee. (In the bylaws; we are in compliance.)
- ④ Petition signature requirements. (In the bylaws; we are in compliance.)
- ⑤ Insert IEEE before “Executive Director” when referring to IEEE chief operating officer. (We have no such references, and therefore are in compliance.)
- ⑥ Vote of the President: (We are **not** in compliance.) Our current language:
... the President shall vote only if his(!) vote would change the outcome.

IEEE's recommendation:

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

Proposed:

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

IEEE Proposed “Nice to Have” (1)

Proposed language to be added to Article IV (Nominations and Elections):

Vote to Remove an Appointed Member

An appointed member of the Board or a Society Committee may be removed as a member of the Board or that Committee, with or without cause, by a vote of the Board. The Board or Committee member shall be removed from such position if at least two-thirds of the votes of the members of the Board present at the time of the vote, provided a quorum is present, are in favor of removal.

IEEE Proposed “Nice to Have” (2)

Proposed language to be added to Article III (Board of Governors):

Vote to Remove an Officer or Elected Member

An Elected Officer or member of the Board elected by the voting members of the Information Theory Society may be removed from office, with or without cause, by a poll of the voting members of the Information Theory Society within thirty days following either:

- 1 the affirmative vote of at least two-thirds of the votes of members of the Board present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or*
- 2 the receipt by IEEE of a petition signed by at least 10% of the voting members of the Information Theory Society, calling for the removal of such individual.*

The Elected Officer or elected Board member shall be removed from such position if a majority of the ballots cast by the voting members of the Information Theory Society are in favor of removal.

IEEE Proposed “Nice to Have” (3)

IEEE suggests creating Society Internal Conflict Resolution procedures. The following points are copied essentially verbatim from the IEEE document:

- Create a **Conflict Resolution Committee** whose makeup can be either ad hoc or fixed (to be determined by each individual society) with additional experts added. These experts should be chosen based upon mediation experience, or subject area experience. Additional individuals can be added for other relevant reasons depending on the circumstances.
- The committee may be augmented with the agreement of all parties involved.
- The committee shall consist of more than one (1) person and the makeup should include subject area experience. If available, someone with mediation experience or mediation/conflict resolution training should be included.
- The time frame for the resolution needs to be specified in the process.
- All members of the committee chosen should be non-conflicted, i.e. no prior involvement in the situation. If someone on a fixed committee is involved in the conflict, that person should be replaced.

IEEE Proposed “Nice to Have” (4)

- Each process should allow escalation to TAB and the IEEE if the issue cannot be adequately resolved at the Society level.
- All discussions/information shall be handled in a confidential manner.
- The committee should provide a short report documenting their findings.

Recommendation

That the Board appoint an *ad hoc* committee to study whether a Conflict Resolution Committee should be created. This committee should report back to the BoG at least three weeks^a prior to the Fall 2019 Board meeting with their findings, suggested recommendation, and, if needed, their suggested bylaws text prepared in consultation with the Constitution and Bylaws Committee.

^aAll bylaws changes must be communicated to the Board three weeks prior to their ratification.

Within-Term Vacancies of Officers

Current:

In the case of a within-term vacancy in the office of President, 1st Vice-President, or 2nd Vice-President, the remaining elected officers shall serve as a nominating committee for a replacement. The secretary shall conduct the election by email ballot of the Board.

Proposed:

*In the case of a within-term vacancy in the office of President, 1st Vice-President or 2nd Vice-President, the remaining Elected Officers shall serve as a nominating committee for a replacement **drawn from current members of the Board.** In the case of a within-term vacancy in the office of Junior Past-President or Senior Past-President, the remaining Elected Officers shall serve as a nominating committee for a replacement **drawn from past Presidents of the Society.** The Secretary shall conduct the election by email ballot of the Board.*

Appointed Officers of the Society

The Treasurer and Secretary are the Appointed Officers of the Society.

- So that there can be a clean transition at the beginning of the year, we propose that these officers be appointed by December 1st of the previous year.
- **New:** we propose that the Secretary is a non-voting member of the Board.

Proposed:

Prior to December 1st each year, the President-Elect will appoint a Treasurer and a Secretary who will assume office on January 1st of the following year.

*The responsibilities of the Treasurer are to prepare the budget and to carry out financial transactions as representative of the Board and the President. **The Treasurer is a voting member of the Board.***

*The responsibilities of the Secretary are to record the minutes of Board meetings, **to assist the President in tallying votes**, and to carry out duties as specified elsewhere in the Constitution and Bylaws. **The Secretary is a non-voting member of the Board.***

Removing the Secretary's Vote

Arguments Pro:

- The Secretary does a lot of vote-tallying, particularly of email ballots — counting one's own vote may be perceived as awkward.
- The Secretary is busy recording actions taken in the meeting, making it difficult to be a participant in the discussion.
- Unlike every other voting member of the BoG, the Secretary is not representative of a significant constituency.

Arguments Contra:

- Disenfranchising the Secretary may make the position less attractive.
- We've always done it this way.

How do other Societies do it?

- **Communications Society:** Secretary (and Treasurer) are non-voting.
- **Signal Processing Society:** Only officers and BoG members-at-large are voting members.

Ex-Officio Members of the Board

Ex-officio members of the Board currently consist of:

- Chair of the Conference Committee
- EiC of the Transactions on Information Theory
- EE of the Transactions on Information Theory

Proposed:

As specified in Article V Sections 9 and 6, the following are ex-officio voting members of the Board:

- 1 the Chair of the Conference Committee,
- 2 the Editor-in-Chief of the *IEEE Transactions on Information Theory*,
- 3 the Editor-in-Chief of the *IEEE Journal on Selected Areas in Information Theory*.

Thus, the Trans-IT Executive Editor is proposed to be removed as a voting BoG member (replaced by the EiC of JSAIT). This achieves symmetry between the journals without increasing the number of BoG votes from Publications.

Creation of the Diversity and Inclusion Committee

Proposed:

The Diversity and Inclusion Committee shall consist of a Chair (selected by the Nominations and Appointments Committee), and at least four additional members representing a diversity of communities within the Information Theory Society, at least two of whom must be members of the Board. Typically the Chair and members of the Committee will serve for two years, with members serving in staggered terms. The Committee is responsible for creating and executing an ongoing diversity and inclusion strategy, presenting progress, plans, data, and metrics annually to the Board. Diversity and inclusion will include, but are not limited to, the issues of gender identity, ethnicity, sexual orientation, disability, religion, geography, seniority, and technical area. The Committee is charged with ensuring that Information Theory Society events and processes are inclusive, welcoming and safe for everyone in the field of information theory and with developing and overseeing codes of conduct and best practices for all Society activities, including conferences, schools, and committees.

Creation of Cover Award Committee

Current structure: except for 1st VP, disjoint subcommittee of (Paper) Awards Committee.

Proposed:

The Thomas M. Cover Dissertation Award Committee shall consist of a Chair (selected by the Nominations and Appointments Committee), the 1st Vice-President of the Society, and at least three other Society members selected by the Nominations and Appointments Committee, at least one of whom must be a member of the Board. Typically the Chair and members of the Committee will serve for three years, with members serving in staggered terms.

The Committee is charged with stimulating nominations for the Thomas M. Cover Dissertation Award and for deciding whether to name a winner.

Creation of Massey Award Committee

Current structure: except for 2nd VP, disjoint subcommittee of (Paper) Awards Committee.

Proposed:

The James L. Massey Research and Teaching Award for Young Scholars Committee shall consist of a Chair (selected by the Nominations and Appointments Committee), the 2nd Vice-President of the Society, and at least three other Society members selected by the Nominations and Appointments Committee, at least one of whom must be a member of the Board. Typically the Chair and members of the Committee will serve for three years, with members serving in staggered terms. The Committee shall be appointed by the Nominations and Appointments Committee no later than December 31st of the previous year.

The Committee is charged with stimulating nominations for the James L. Massey Research and Teaching Award for Young Scholars and for deciding whether to name a winner.

Reorganization of the Membership Committee

Re-organized committee (combination of Bölcskei and Erkip proposals):

- 2nd VP (chair)
- Chair of Student and Outreach Subcommittee
- Chair of Schools Subcommittee
- Chapters Liaison
- WITHITS Liaison — (WITHITS is understood as a separate organization, not falling under the bylaws of the Society, and hence not a Subcommittee)

Re-organized subcommittees:

- ① Student and Outreach Activities (combining two former subcommittees)
- ② Schools (formerly also part of the Membership committee)

As now, the Membership Committee is responsible for:

- responding to membership inquiries, surveying members, encouraging interest in the Society
- deciding on Chapter of the Year
- running the DL program
- selecting the Padovani Lecturer

Reorganization of the Publications Committee

- Re-organized committee:
 - Senior Past-President (Chair and VP Publications)
 - EiC of the Transactions
 - EE of the Transactions
 - EiC of the Journal
 - Chair of Journal Steering Committee
 - Newsletter Editor
- The Editors-in-Chief are both ex-officio voting members of the BoG. Unlike now, the EE will not be an ex-officio BoG member. As now, the Newsletter Editor will continue not to be an ex-officio BoG member.
- Purpose of committee:

To advise the Board on the overall publications policies for the Society and serve, as needed, in an advisory capacity to the editors of Society publications on matters of policy that transcend individual publications.

Journal Steering Committee and EiC Selection

- Steering Committee:
 - four members, serving staggered non-renewable four-year terms
 - appointments to Steering Committee made by N&A committee
 - Steering Committee to self-elect Chair (but Publications Committee does so in case of deadlock)
- Editor-in-Chief:
 - three-year term, not immediately renewable
 - nominated by Steering Committee, approved by BoG
 - voting member of BoG
- Senior Editors:
 - Senior Editors appointed by EiC, subject to approval of Steering Committee, **not BoG**.

Transactions EE Selection

- As now, EE transitions to EiC after an 18-month term
- Currently new EE determined by N&A Committee
- Revised process (developed in consultation with current EiC/EE):
 - Following an open call issued by the Society at least six months prior to the end of a term of office, a new TRANSACTIONS Executive Editor shall be nominated by the Nominations and Appointments Committee augmented with the present TRANSACTIONS Editor-in-Chief and Executive Editor, who will serve as voting members of the augmented committee. A nominee shall require the affirmative vote of a majority of the augmented committee when that majority includes the current Executive Editor, or the affirmative vote of a two-thirds majority of the augmented committee otherwise. The nominee shall be appointed with approval of the Board.*
- Adds “Open Call” and gives current EiC and (particularly) the current EE explicit say in the selection.

Formal Approval

- Formal approval of bylaws revisions will be sought at the next BoG meeting.
- Provisos Related to Transition:
 - Secretary will remain voting member until end of term
 - EE will remain voting member until end of term
- A line-by-line (red-lined) version of the revised bylaws is available via the BoG meeting agenda.
- Comments and suggestions are welcomed!