1. **Call to Order – Land**

   A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. Eastern time on 5 June 2009 at the Hyatt Regency Savannah, Savannah, Georgia USA. Susan K. (Kathy) Land, President, chaired and David Alan Grier served as Secretary.

2. **Roll Call – Grier**

   A roll call was held as follows:

   **A. Franchised Members**
   - Elisa Bertino, absent
   - Alan Clements, 2nd VP, Educational Activities Board, present
   - George V. Cybenko, present
   - Ann DeMarle, present
   - Robert Dupuis, present
   - David S. Ebert, absent
   - Van L. Eden, present
   - Frank E. Ferrante, present
   - Roger U. Fujii, present
   - Ann Q. Gates, present
   - Juan E. Gilbert, present
   - David Alan Grier, Secretary, present
   - James D. Isaak, 2009 President-Elect, present
   - Andre Ivanov, present
   - Hironori Kasahara, absent
   - Rangachar Kasturi, present
   - Susan K. (Kathy) Land, President, present
   - Phillip A. Laplante, present
   - Itaru Mimura, absent
   - Jon G. Rokne, present
   - Christina M. Schober, present
   - Donald F. Shafer, Treasurer, present
   - Ann E. K. Sobel, present
   - Steven L. Tanimoto, present
   - Jeffrey M. Voas, present
   - John W. Walz, 1st VP, Technical & Conferences Activities Board, present

   **B. Ex officio Members (without vote):**
   - Angela R. Burgess, Executive Director, present
   - Carl K. Chang, *Computer* EIC, absent
   - Deborah M. Cooper, 2008-2009 IEEE Division V Director, present
   - Stephen L. Diamond, 2009-2010 IEEE Division VIII Director, present
   - John Harauz, VP, Standards Activities Board, present
   - James W. Moore, VP, Professional Activities Board, present
   - Sorel Reisman, VP, Publications Board, present
   - Sattupathu V. Sankaran, VP, Chapters Activities Board, present
   - Michael M. Williams, 2009 IEEE Division V Director-Elect, present

3. **Introduction of Guests – Land**
Michael Bennett  
Pierre Bourque  
Evan Butterfield  
Violet Doan  
Susan Hayden  
Anne Marie Kelly  
John Miller  
Corey Murphy  
Dick Price  
Bill Ratcliffe, Director, Region 3  
Carl Scott  
Roy Sterritt  
Erick Villsar, PSAV  
Ann Vu

4. Approval of Agenda – Land  
Motion 4: Kasturi moved, Grier seconded, “MOVED, that the agenda be approved as is.” Motion was carried by voice vote.

5. BLANK

6. Approval of Minutes of the 6 February 2009 Meeting – Grier  
Motion 6: Shafer moved, Kasturi seconded, “MOVED, that the minutes of the 6 February 2009 IEEE Computer Society Board of Governors meeting be approved as is.” Motion carried by voice vote.

7. Report of the President – Land  
President Land gave an oral report and made note of her written report in the Agenda Book.

8. Report of the Treasurer – Shafer  
Shafer gave an oral report and made note of his written report in the Agenda Book.

9. Report of the Executive Director - Burgess  
Burgess reported on the state of the society and new initiatives and made note of her written report in the Agenda Book.

10. Status of Action Items – Grier  
Grier reviewed the status of action items as of 25 May 2008, which can be found in the Agenda Book. Items 2, 3 were closed at this meeting.

ACTION ITEMS

11. Consent Agenda – Grier  
A. Approval of 2008 Tsutomu Kanai Award recipient.

12. Approval of 2010 Periodical Page Budgets, Frequencies and Prices – Shafer  
A. Approval of 2010 Computer Society Digital Library Prices  
B. Approval of 2010 Computer Society Digital Library Nonmember Prices  
Motion 12: Shafer moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the 2010 price increases as recommended by the Publications Board (Attachment A).” Motion carried by voice vote.

13. Approval of 2010 Member Fee – Shafer  
Motion 13: Shafer moved for the Finance Committee, “MOVED, that the Board of Governors of the IEEE Computer Society sets the society membership fee for 2010 at $33, or at the 2010 IEEE affiliate fee plus a
base society fee, not to exceed $99. The fee to add Computer Society membership to 2010 IEEE Higher Grade membership shall remain at the 2009 rate, $50.” Motion carried by voice vote.

14. **Student Offer for 2010 – Kasturi**

Motion 14: Kasturi moved for the Membership Committee, “MOVED, that the Board of Governors of the IEEE Computer Society endorses the investment of NIC funds in Year 2 of the Competitiveness Initiative in a discounted combination student offer for 2010 to include IEEE + IEEE-CS membership (Computer Magazine digital edition only), and the CSDL for $40 ($20 half-year).” Motion carried by voice vote.

15. **Approval of New Publication, IEEE Transactions on Affective Computing and Intelligent Interaction - Reisman**

Motion 15: Reisman moved for the Publications Board, “MOVED, that the IEEE Board of Governors approves the new publication, IEEE Transactions on Affective Computing and Intelligent Interaction.” Motion carried by voice vote.

16. **Approval of SC09 Budget - Walz**

Motion 16: Walz moved for the Technical & Conference Activities Board, “MOVED, that the IEEE Board of Governors approves the SC09 budget and delegates authority to approve budget amendments up to fifteen percent (15%) of the SC09 expense budget to the Vice President for Technical and Conference Activities.” Motion passed as amended on voice vote.

17. BLANK

18. BLANK

19. BLANK

**EXECUTIVE SESSION BEGINS**

20. **Selection of 2010 Officer and Board Candidates – Kasturi**

- **2010 President-Elect (2011 President)**
  - Sorel Reisman
  - Jon G. Rokne

- **2010 First Vice President**
  - Roger U. Fujii
  - Donald F. Shafer

- **2010 Second Vice President**
  - Sattupathu V. Sankaran
  - Jeffrey M. Voas

**2010-2012 Terms on the Board of Governors**

- Pierre Borque
- Elizabeth Burd
- José I. Castillo-Velázquez
- Thomas M. Conte
- Frank E. Ferrante
- Jean-Luc Gaudiot
- Gargi Keeni
- Luis Kun
- James W. Moore
- Pablo F. Sánchez
- John W. Walz

21. **Board of Governors Consent to Presidential Appointments/Reappointment of Editor(s)-in-Chief - Reisman**

- A. **IEEE Computer Architecture Letters**
- B. **IEEE Computer Graphics and Applications**
- C. **IEEE Design & Test of Computers**
22. Approval of Award Recipients – Gates
   A. 2008 W. Wallace McDowell Award
   B. 2008 Harry H. Goode Award

23. Approval of 2010 Officer and Board Candidates - Kasturi
    Motion 23: Kasturi moved for the Nominations Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the slate of candidates as proposed.” Motion carried by voice vote.

24. Approval of Editor(s)-in-Chief Appointments/Reappointment – Reisman
    Motion 24: Reisman moved for the Publications Board, “MOVED, that the Board of Governors of the IEEE Computer Society approves the presidential appointments/reappointments of proposed Editors-in-Chief as proposed.” Motion was passed by voice vote.


25. Approval of Awards Recipients – Gates
    A. 2008 W. Wallace McDowell
    B. 2008 Harry H. Goode Award
    Motion 25: Gates moved for the Awards Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the recipients of the awards as presented.” Motion carried by voice vote.


26. Approval of Draft 2010 Board of Governors Meetings and Election Schedule – Isaak
    Motion 26: Isaak moved for the Elections Committee, “MOVED, that the Board of Governors of the IEEE Computer Society approves the proposed 2010 Meetings and Election Schedule.” Motion carried by voice vote.

DRAFT

A. 2010 Board of Governors Meetings and Election Schedule

<table>
<thead>
<tr>
<th>EVENT</th>
<th>DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Schedule and call for board/officer recommendations to Nominations Committee</td>
<td>February issue</td>
</tr>
<tr>
<td>2. Schedule and call for 2011 IEEE Division V Delegate-Director-Elect recommendations to Nominations Committee published in Computer</td>
<td>February issue</td>
</tr>
<tr>
<td>3. Executive Committee and Board of Governors Meeting, Sheraton Park Hotel, Anaheim, CA, USA</td>
<td>4 – 5 February</td>
</tr>
<tr>
<td></td>
<td>Event</td>
</tr>
<tr>
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<td>----------------------------------------------------------------------</td>
</tr>
<tr>
<td>4.</td>
<td>2011 IEEE Division V Delegate-Director-Elect slate approved by BoG at February meeting to meet IEEE deadline</td>
</tr>
<tr>
<td>5.</td>
<td>Recommendations from membership for board/officer nominees mailed to Nominations Committee</td>
</tr>
<tr>
<td>6.</td>
<td>Nominations Committee slate of officer and board candidates due to Board of Governors</td>
</tr>
<tr>
<td>7.</td>
<td>Last day for board/officer petition candidates to be submitted to Board secretary</td>
</tr>
<tr>
<td>8.</td>
<td>Second BOARD OF GOVERNORS MEETING, venue TBD, Denver, CO, USA</td>
</tr>
<tr>
<td>9.</td>
<td>Periodical page budgets, prices and board/officer candidates approved at second BOARD OF GOVERNORS MEETING, venue TBD</td>
</tr>
<tr>
<td>10.</td>
<td>Last day for 2011 IEEE Division V Delegate-Director-Elect petition candidates to be submitted to IEEE</td>
</tr>
<tr>
<td>11.</td>
<td>Board-selected candidate statements, biographies and pictures due in the Publications Office</td>
</tr>
<tr>
<td>12.</td>
<td>Board-approved slate and call for petition candidates published in Computer</td>
</tr>
<tr>
<td>13.</td>
<td>Last day for members to submit board/officer petition candidates (with statements/biographies and pictures)</td>
</tr>
<tr>
<td>14.</td>
<td>Schedule and call for 2012 IEEE Division VIII Delegate-Director-Elect recommendations to Nominations Committee</td>
</tr>
<tr>
<td>15.</td>
<td>CS Ballots mailed</td>
</tr>
<tr>
<td>16.</td>
<td>Candidate statements/biographies published in Computer</td>
</tr>
<tr>
<td>17.</td>
<td>CS Ballots returned and tabulated</td>
</tr>
<tr>
<td>18.</td>
<td>Nominations Committee makes recommendations to Board of Governors for 2012 IEEE Division VIII Delegate-Director-Elect slate</td>
</tr>
<tr>
<td>19.</td>
<td>Third BOARD OF GOVERNORS MEETING, Hyatt Regency, New Brunswick, NJ, USA</td>
</tr>
<tr>
<td>20.</td>
<td>CS Election results published in Computer</td>
</tr>
</tbody>
</table>

27. **2009 Budget Amendments – Shafer**
   - A. Capital Budget
     None
   - B. Operating Budget
     None

28. **BLANK**

29. **Amendments to the Society Bylaws – Kasturi**
   - Second Reading of Bylaws Amendments (IEEE Must Haves)
     - A. Article II – Nominations and Elections
Motion 29A: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approve the amendments to Article II – Nominations and Elections.” Motion carried by voice vote.

ARTICLE II - NOMINATIONS AND ELECTIONS

Section 1: Nomination to the Board of Governors

1. Annually the Nominations Committee shall provide a list of nominees for Board positions. This list shall be submitted to the current Board of Governors at least four weeks prior to the Board meeting at which the Board shall select nominees. Additional nominees may be submitted by written Board petition signed by one-third of the franchised Board members and received by the secretary at least 10 days prior to the above meeting. The Board shall select by secret ballot not less than 11 nominees to fill elected Board member positions, and the names of those nominees shall be published in a Society publication nominally reaching the entire membership sufficiently in advance of the deadline for receipt of member petitions to allow a reasonable time to obtain necessary signatures. In the same issue, there shall be a request for petitions for additional nominees. Additional nominees may be named by signatures of voting members of the Society with each member eligible to sign only one petition. The number of signatures required is specified in the IEEE Policy Manual, (in 2007 it was Section 13.7.3.c). 2. For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made at least 28 days before the date of election. The number of signatures required on a member petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.

3. Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve; if elected, evidence of such willingness to serve shall be submitted with the petition.

4. Signatures shall be submitted electronically through the official IEEE Computer Society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE Computer Society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

5. The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election.

Section 2: Board of Governors Candidates

The Nominations Committee shall be directed to solicit the membership at large for suitable Board nominees and shall consider in its proposals those factors which will promote the equitable representation of the Society's technical, diversity and geographic interests.

Section 3: Board of Governors Qualifications

In order to be qualified as a candidate for an elected Board position, a nominee must meet all constitutional and the following requirements:

1. His/her vita must be submitted for publication in a Society publication nominally reaching the entire membership in a timely manner.

2. The nominee must affirm willingness and availability to serve.
3. A Board member may shall not be elected to a third full consecutive term. For this purpose, the occupying of a Board position for a period of less than eighteen months shall not be construed as serving a term.

4. In addition, each nominee must agree to seek significant involvement in Society activities.

Section 4: Board Elections

1. Election to the Board shall be by secret ballot of the Society membership.

2. Candidates will shall be elected to the Board in the order of their plurality, the largest plurality being first.

3. In the case of a tie vote for the final position, the Board shall select the winner by secret ballot.

4. Board position vacancies due to current Board members being elected to Society officer positions of president-elect, first vice president and second vice president, shall be treated as normal Board vacancies.

5. The top two runners-up for Board positions from the most recent election, along with other nominees to be selected by the Nominations Committee, shall form a roster of candidates to fill vacancies on the Board. The Board shall vote by secret ballot to fill vacancies.

Section 5: Officer Nominations

Annually the Nominations Committee shall provide a list of nominees for positions of president-elect, first vice president, and second vice president, at least four weeks prior to the Board meeting at which the Board shall select nominees. One or more nominees shall be proposed for each of these offices. Additional nominees for any position may be nominated by written petition of one-third of the franchised Board members. Such nominations must be received by the secretary at least 10 days prior to the above meeting. The Board shall select by secret ballot nominees for the positions of president-elect, first vice president, and second vice president and the names of those nominees shall then be published in a Society publication nominally reaching the entire membership. In the same issue there shall be a request for petitions for additional nominees. Additional nominees may be named by petition of the voting members of the Society, with each member eligible to sign one petition for each office. The number of signatures required is specified in Bylaws Article II, Section 1, the IEEE Policy Manual, (in 2007 it was Section 13.7.3.c).

Section 6: Officer Qualifications

In order for a nominee to be qualified as a candidate for a member-elected officer position, the nominee must meet all the constitutional and the following requirements:

1. His/her vita must be submitted for publication in a Society publication nominally reaching the entire membership in a timely manner.

2. The nominee must affirm willingness and availability to serve.

3. The nominee must, at the time of candidacy, meet the Society's requirements for service.

4. No individual may shall be elected to the office of president-elect more than once, nor may an elected vice president be elected to a fifth year as an elected vice president. For this purpose, occupying an office for a period of less than one-half of a normal term shall not be construed as holding that office.

Section 7: Officer Elections

The election of officers shall be by secret ballot of the Society membership. The candidates receiving the highest number of votes shall be elected.
Section 8: Assumption of Duties

1. It shall be the responsibility of the current secretary of the Board to assure that all candidates of the elections are informed of the outcome.

2. Newly elected members of the Board and officers shall assume office on the following 1 January.

3. If, for any reason, a newly elected officer of the Board cannot assume his/her duties, the incumbents shall continue in office until the transfer can be arranged.

Section 9: IEEE Delegate-Director-Elect

Nominations

In accordance with IEEE Bylaws, IEEE Computer Society members annually elect a Division Delegate-Director-Elect. This individual will automatically become Delegate-Director after serving a one year term as Division Delegate-Director-Elect.

When an IEEE Division which represents the IEEE Computer Society is to elect a Division Delegate-Director-Elect, the Nominations Committee shallnominate recommend candidates in compliance with IEEE Bylaws. The timing of IEEE Board of Directors elections requires that the Board of Governors provide nominations early in the year. Therefore, the Nominations Committee is required to prepare a list of two or more candidates for the annual (end of year) Board of Governors meeting, where a slate will be selected to propose for the subsequent year’s Board of Governors without further Nominations Committee action. This list of candidates shall be submitted to the Board of Governors at least four weeks prior to the Board meeting at which the selection is to occur. Additional nominees may be submitted by written petition signed by one-third of the franchised Board members and received by the secretary at least 10 days prior to the Board meeting. The Board of Governors shall act as the Divisional Nominating Committee for the IEEE Computer Society, selecting select by secret ballot a slate of not less than one nor more than three nominees from the proposed candidates. The approved name(s) shall be transmitted as required by IEEE Bylaws, as Society nominee(s).

A notice that nominations for the position of Delegate-Director-Elect may be placed on the ballot by petition shall be published in a Society publication normally reaching the entire membership. This shall be done sufficiently in advance of the IEEE deadline for receipt of petitions to allow a reasonable time to obtain the necessary signatures. Petitions shall be submitted to the IEEE in accordance with IEEE Bylaws and Policies.

B. Article III – Board of Governors

Motion 29B: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approve the amendments to Article III – Board of Governors.” Motion carried by voice vote.

ARTICLE III - BOARD OF GOVERNORS

Section 1: Board of Governors Responsibility

The Board of Governors is shall be responsible for providing guidance, at the policy level, to all of the organizational entities within the Society. The Board should shall set direction and strategy for the Society, and should 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 during September, October, November, or December 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 attends a duly called meeting, tentative actions may be taken which will 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.

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.

Section 6: Action of the Board and Committees Thereof

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

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 6.8: 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 7.9: 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/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 8.10: 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 9.11: 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 10.12: 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 11.13: 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 is 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 12.14: 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 13.15: 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 votes 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 votes 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 the ballots cast by the voting members for or against such motion are vote to remove such individual, the that individual shall be removed from such positions.
   
   (c) Any further procedures should be specified in this section.

**Section 14.17: 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) may prescribe the conditions and procedures for presenting opposing views.

**C. Article XII – Standing Committees, Section 11 Nominations Committee**

Motion 29C: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approve the amendments to Article XII – Standing Committees, Section 11 Nominations Committee.” Motion carried by voice vote.

**ARTICLE XII - STANDING COMMITTEES**

**Section 11: Nominations Committee**

The Nominations Committee shall consist of six members of the Society, selected according to the following procedures and criteria, and selected or appointed in the order specified. At least two-thirds of the voting members of the Nominations Committee shall be elected or appointed by the Board of Governors.

1. The immediate past president of the Society shall be a member of the committee and shall serve as its chair. In the event of the incapacity or conflict of interest of the Chair, the most recent available Past Chair of the Nominations Committee available shall resume that position, be the Chair of the Nominations Committee. With extenuating circumstances, a different individual may be appointed to this position. Chairs shall not be eligible to be elected for election to the Board during their term of service.

2. One franchised member of the Board of Governors elected by the immediately previous Board of Governors.

3. The president-elect or his/her designee.

4. Two members appointed by the president, one of whom shall be a franchised member of the Board of Governors, and the other of whom shall not be a member of the Board of Governors. In addition, if at least two of the members determined by steps 1-3 do not reside outside IEEE Regions 1-7, one of these two members appointed by the president shall reside outside IEEE Regions 1-7.

5. One member appointed by the past president. If at least two of the members determined by steps 1-4 do not reside outside IEEE Regions 1-7, the member appointed by the past president shall reside outside IEEE Regions.
A member of the Nominations Committee cannot be a candidate in any of the slates submitted by the Nominations Committee.

6. A member of the Nominations Committee may be nominated and run for a position (for which the Nominations Committee is responsible for making nominations for selecting nominees) only on the following conditions:

(a) the nomination is not made by a member of the same Nominations Committee and
(b) the member resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

First Reading of Bylaws Amendments

D. Article VII Chapter Activities and Article XII Section 9 Membership Committee
Motion 29D: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approve the amendments to Article VII Chapter Activities and Article XII Section 9 Membership Committee.” Motion carried by voice vote.

ARTICLE VIII – MEMBER AND GEOGRAPHIC ACTIVITIES

Section 1: Vice President for Chapters Activities

The vice president for chapters activities shall chair the Chapters Activities Board (CAB) and shall be responsible for the development, implementation, and evaluation of all policies and programs for promotion of the organization of chapters of members, support for chapters programs, student activities and such other promotional programs and functions as may be assigned by the Board of Governors, the Executive Committee, or the president. The president may delegate authority for appropriate appointments to the vice president.

Section 2: Chapters Activities Board

The Chapters Activities Board shall establish such standing committees as it shall deem appropriate, the names and functions of which will be set forth in the IEEE Computer Society Policies & Procedures Manual.

Section 1: Member and Geographic Activities Board

The Member and Geographic Activities (MGA) Board shall define, plan, implement and evaluate the policies and strategies related to the recruitment and sustainment of membership in the Society and the development, implementation, and evaluation of all policies and programs for the organization of chapters of members and student activities. The MGA Board shall be chaired by the Vice President for Member and Geographic Activities.

Section 2: Membership

MGA Board shall have membership as defined in the IEEE Computer Society Policies & Procedures Manual.

Section 3: Standing Committees

The MGA Board shall have standing and ad hoc committees to advise and to implement the policies of the MGA Board as defined in the IEEE Computer Society Policies & Procedures Manual.

Section 4: Appointments

Except as otherwise provided in the IEEE Computer Society Policies & Procedures Manual, the Vice President for Member and Geographic Activities shall appoint the chairs of its standing and ad hoc committees and representatives of the Member and Geographic Activities Board to other Computer Society program boards and committees.
ARTICLE XII – STANDING COMMITTEES

Standing Committee Organization

The Standing Committees shall include the following:

1. Audit Committee
2. Awards Committee
3. Constitution & Bylaws Committee
4. Elections Committee
5. Fellows Committee
6. Finance Committee
7. History Committee
8. Intersociety Cooperation Committee
9. Membership Committee
10. Nominations Committee
11. Personnel and Compensation Committee
12. Planning Committee
13. Electronic Products & Services Committee

Unless otherwise specified, each committee chairperson shall appoint the members of his/her committee and designate a member as vice chairperson who shall act for the chairperson at his/her request.

Section 1: Audit Committee

The Audit Committee shall be appointed by the Board of Governors with the recommendation of the Nominations Committee. It shall review the Society's policies, procedures, and practices, including finance, and recommend such changes as it considers desirable. The Audit Committee shall consist of not fewer than three or more than five franchised members of the Board of Governors, none of whom shall be a Society officer. The Audit Committee shall select its own chairperson.

Section 2: Awards Committee

The Awards Committee shall have the responsibility for:

1. selecting and recommending recipients for awards administered by the Society in accordance with applicable policies and procedures established by the Board of Governors; and
2. nominating and recommending candidates for IEEE administered awards.
Section 3: Constitution & Bylaws Committee


Section 4: Elections Committee

The Elections Committee shall be responsible for developing the timetable for implementing the Society's nominations and elections process, notifying the Board of Governors, the Nominations Committee, the candidates, and the appropriate staff members of the required actions in a timely and appropriate manner, and implementing and monitoring the execution of election policies and procedures established by the Board of Governors and ruling on questions and issues that arise. The Elections Committee shall consist of a minimum of three Society members, each with at least full member grade, none of whom will be a candidate for elected office during the term of that Elections Committee.

Section 5: Fellows Committee

The Fellows Committee shall assist the IEEE Fellows Committee in recognizing IEEE members who, in its opinion, meet the qualifications for the grade of fellow because of contributions to the areas of interest to the Society. The Fellows Committee shall consist of at least seven Society members chosen from among those of fellow grade within the IEEE.

Section 6: Finance Committee

The Finance Committee, in cooperation with the treasurer, shall develop and analyze the budget using information provided by the vice presidents and chairs of each board and standing committee. The Finance Committee shall be comprised of the treasurer (chair), the president, president-elect, immediate past president, and the secretary. The chief staff executive and the appropriate finance and accounting staff member will be ex officio, non-voting members of the committee. Vice presidents or their representatives are ex officio, non-voting members of the committee, and as such are not required to attend extraordinary meetings of the committee.

Section 7: History Committee

There shall be a History Committee with the mission of assisting existing IEEE Computer Society, IEEE, national and international organizations in preserving and documenting the history of computing, with particular attention to the history of the IEEE Computer Society.

Section 8: Intersociety Cooperation Committee

The Intersociety Cooperation Committee shall be a standing committee for interacting with other organizations to study, plan, and coordinate actions which lead to mutually acceptable cooperative activities.

Section 9: Membership Committee

The Membership Committee is charged with the initiation of, and the planning and development of, programs designed to promote membership growth, and advocating member interests across all Society programs. It shall be chaired by the past president and shall consist of vice presidents of each of the program boards or his/her designee, and three-at-large members appointed by the chair. The program boards representatives shall act as membership advocates, seek to coordinate Society membership programs, and resolve membership-related issues with and between each program board. The ombudsman will report to this committee administratively, and subcommittees may be established in the IEEE Computer Society Policies & Procedures Manual.

Section 10: Nominations Committee
The Nominations Committee shall consist of six members of the Society, selected according to the following procedures and criteria, and selected or appointed in the order specified:

1. The immediate past president of the Society shall be a member of the committee and shall serve as its chair.

2. One franchised member of the Board of Governors elected by the immediately previous Board of Governors.

3. The president-elect or his/her designee.

4. Two members appointed by the president, one of whom shall be a franchised member of the Board of Governors, and the other of whom shall not be a member of the Board of Governors. In addition, if at least two of the members determined by steps 1-3 do not reside outside IEEE Regions 1-7, one of these two members appointed by the president shall reside outside IEEE Regions 1-7.

5. One member appointed by the past president. If at least two of the members determined by steps 1-4 do not reside outside IEEE Regions 1-7, the member appointed by the past president shall reside outside IEEE Regions 1-7.

A member of the Nominations Committee cannot be a candidate in any of the slates submitted by the Nominations Committee.

Section 44 10: Personnel and Compensation Committee

The Personnel and Compensation Committee shall monitor compliance with the human resources, personnel and compensation policies of the Society, and bring any needed changes in such policies to the Board of Governors. The committee will produce an evaluation of the Executive Director once each year as part of the IEEE staff evaluation process. The committee shall be chaired by the past president and shall include as additional members the president, the president-elect, and the first and second vice presidents. A member of the executive staff, other than the Executive Director, shall be appointed by the chair and shall be an ex officio, non-voting member of this committee.

Section 42 11: Planning Committee

The Planning Committee shall continuously attempt to identify potential new activities of interest to the Society, modify existing activities, and initiate, promote, and develop plans for such activities in conjunction with the appropriate committees. The president-elect shall chair the Planning Committee and shall appoint its members.

Section 43 12: Electronic Products & Services Committee.

The Electronic Products & Services Committee shall formulate the policies related to the creation, and packaging of all IEEE Computer Society electronic products and services. The committee has the responsibility for recommending new electronic products and services, coordinating and encouraging efforts to provide electronic products and services, monitoring the quality of present electronic products, reviewing the scope of new and existing electronic products, recommending changes in the scope of electronic products and making budgetary recommendations. It is also the responsibility of the committee to acquire and develop electronic tools and technologies to facilitate the development of new products or improve the production of current products. The policies related to the intellectual property of electronic products shall be formulated by the originating board. The committee chair shall be appointed annually by the president. The chair shall appoint the members of the committee, including representatives of relevant program boards, as provided in the IEEE Computer Society Policies & Procedures Manual.

E. Article IX – Publications

Motion 29E: Isaak moved for the Constitution and Bylaws Committee, “MOVED, that the IEEE Computer Society Board of Governors approve the amendments to Article IX – Publications.” Motion carried by voice vote.

ARTICLE IX - PUBLICATIONS
Section 1: Publications Board

The Publications Board shall formulate the policies for IEEE Computer Society publications and shall advise and monitor its operations committees which are charged with the execution of these policies. The Publications Board has the responsibility for recommending new periodicals publications, monitoring the quality of present publications, altering the scope and direction of present publications, recommending termination of publications and making budgetary recommendations to the Finance Committee and Board of Governors. The Publications Board shall be chaired by the Vice President for Publications.

Section 2: Membership

The Publications Board shall have membership as defined in the IEEE Computer Society Policies & Procedures Manual.

Section 3: Operations Committees

The Publications Board shall have operations and ad hoc committees to advise and to implement the policies of the Publications Board as described in the IEEE Computer Society Policies & Procedures Manual.

Section 4: Appointments

Except as otherwise provided in the IEEE Computer Society Policies & Procedures Manual, the vice president for publications shall appoint the chairs of its operating and ad hoc committees, members-at-large, and representatives of the Publications Board to other Computer Society program boards and committees.

Section 5: Editor-in-Chief Appointments and Terms

1. There shall be an editor-in-chief appointed for each periodical publication. There shall be one or more editors-in-chief appointed for the IEEE Computer Society Press, as provided in the IEEE Computer Society Policies & Procedures Manual.

2. The Publications Board shall recommend to the president candidates for each editor-in-chief position, as specified in the IEEE Computer Society Policies & Procedures Manual, at various times as required.

3. The president, with the advice and consent of the Board of Governors, shall appoint each editor-in-chief for a term not to exceed two years. In the case of a new periodical, the initial appointment may be for a maximum of three years.

4. Editors-in-chief may serve a maximum of two consecutive terms in a given position.

    Isaak reported on the modifications that were approved by the Executive Committee on 4 June 2009.

31. Software Engineering Licensure Agreements
    Motion 31: Moore moved on behalf of the Professional Activities Board, “MOVED, that The IEEE Computer Society commits to provide support for four subject matter experts to participate in examination preparation and review activities as required by NCEES for group II principles and practices examinations treating software engineering. This support includes the identification of specific IEEE-CS members who will support these activities and the reimbursement of costs related to their travel to required meetings.
    This commitment is made with the understanding that IEEE-USA staff and IEEE-CS staff will enter into an agreement for sharing the expense and revenue resulting from the development and sale of examination preparation material. The expense calculation, and corresponding revenue share, of this agreement must include the investment that IEEE-CS has already made in the development of relevant, usable existing materials.” Motion passed on voice vote.

32. BLANK
33. BLANK
34. BLANK

DISCUSSION ITEMS

35. Intersociety Cooperation – White
   (IEEE Women in Engineering and IEEE Systems Council)
   White proposed creating a computing women’s committee similar in concept to IEEE Women in
   Engineering. The Board requested White develop a structure, goals and objectives after which the
   Board would determine how to proceed.

36. computer.org Relaunch – Price/Scott
   Scott and Price provided an update on computer.org Relaunch, including progress on priority
   projects.

37. Conference Publications Quality – Walz
   Walz provided an update on efforts to ensure the integrity of publication submissions.

38. Impact of New Conference Business Model – Butterfield
   Butterfield provided an update on the new conference business model, but indicated it was premature
   to assess its impact.

39 BLANK

REPORTS

40. AD HOC COMMITTEES

41. EXECUTIVE COMMITTEE MEMBERS

41A. President-Elect - Isaak
   No report.

41B. Vice President, Chapters Activities - Sankaran
   The CAB report is in the Agenda Book.

41C. Second Vice President, Educational Activities – Clements
   The EAB report is in the Agenda Book.

41D. Vice President, Professional Activities - Moore
   The PAB report is in the Agenda Book.

41E. Vice President, Publications - Reisman
   The Publications report is in the Agenda Book.

41F Vice President, Standards Activities – Harauz
   The SAB report is in the Agenda Book.

41G. First Vice President, Technical & Conference Activities – Walz
   The T&C report is in the Agenda Book

41H. Secretary – Grier
   No report.
41. Past President – Kasturi
   No report.

41J. IEEE Division V/VIII Directors – Cooper/Diamond
   No report.

41K. Computer Editor-in-Chief – Chang
   No report.

42. STANDING COMMITTEES

42A. Audit – Eden
   No report.

42B. Awards - Conte
   No report.

42C. Constitution & Bylaws – Isaak
   No report.

42D. Electronic Products Services Committee – Cybenko
   The EPSC report is in the Agenda Book.

42E. Elections – King
   No report.

42F. Fellows – Das
   No report.

42G. Finance – Shafer
   The Finance Committee report is in the Agenda Book.

42H. History – King
   No report.

42I-A. Intersociety Cooperation – Kasturi
   The ICC report is in the Agenda Book.

42I-B. International Federation for Information Processing (IFIP) – Engel
   The IFIP report is in the Agenda Book.

42J. Membership – Kasturi
   The Membership report is in the Agenda Book.

   Ombudsman/Member Services – White
   The Ombudsman Report is in the Agenda Book.

42K. Nominations – Kasturi
   No report.

42L. Personnel and Compensation – Kasturi
   No report.

42M. Planning – Isaak
   No report.

43. OTHER
44. **STAFF**

A. **Director, Products and Services - Butterfield**
The Products and Services report is in the *Agenda Book*.

B. **Director, Information Technology & Services - Scott**
The Information Technology & Services report is in the *Agenda Book*.

C. **Director, Membership – Doan**
The Membership report is in the *Agenda Book*.

*Asia/Pacific Office Report*
The Asia/Pacific report is in the *Agenda Book*.

D. **Associate Executive Director, Director of Governance – Kelly**
The Governance report is in the *Agenda Book*.

E. **Associate Publisher, Sales and Marketing – Price**
The Sales & Marketing report is in the *Agenda Book*.

F. **Director, Business and Product Development – Vu**
The Business & Product Development report is in the *Agenda Book*.

45. **SPECIAL ORDERS**
None.

46. **UNFINISHED BUSINESS OR GENERAL ORDERS**
None.

47. **NEW BUSINESS**
None.

48. **GOOD OF THE ORDER**

49. **ANNOUNCEMENTS**
None.

50. **NEXT MEETING**
The next meeting will be held on Tuesday, 17 November 2009 in New Brunswick, New Jersey USA.

51. **ADJOURNMENT**
The meeting adjourned at 4:55 pm Eastern Time.

**ATTACHMENTS**
A. 2010 Pricing