Please vote NO on the proposed IEEE Constitutional Amendment in the upcoming Annual Ballot this summer.

In brief, the problem that the proposed amendment is attempting to solve is obscure, the proposed solution adds unnecessary complexity and risks, and the nature of IEEE as a bottom-up organization run by its volunteers is threatened to change, drastically.

You may have read claims about the proposed amendment facilitating a more flexible, responsive, and strategic IEEE. Actually, the existing IEEE constitution offers alternative, less complex ways of accomplishing these improvements, while maintaining members at the core of the decision making process.

It is no wonder that some Sections and the Governing Bodies of 24 IEEE Societies (including the largest societies such as Computer, Communications, and Signal Processing) have voted against endorsing the amendment. At least four Past IEEE Presidents and some sections have also spoken against the amendment. Unfortunately, the current IEEE leadership has interpreted electioneering rules in a manner that has silenced these critics. For this reason, we are reaching out to you, and asking for your help with propagating this message.

To be specific, the risks associated with the proposed amendment and restructuring include the following:

a) **Too much power will be shifted from IEEE members to a small group of volunteers and staff.** IEEE is a bottom-up, member-run organization. The amendment enables turning IEEE into a top-down organization, run by a small, less diverse Board of Directors (BoD) with limited input from members. Membership can be bypassed, and the BoD alone will be able to make changes to the structure of IEEE.

b) **Technical and geographic representation will be removed from the Board of Directors**

Today, members are represented by their technical Societies and their geographic Sections, which have a strong voice in the decision making process within IEEE. Society members elect Technical Directors, and Section members elect Regional Directors for the IEEE BoD. The new structure will dilute this greatly and move Societies and Sections far from the decision making process.

c) **The BoD could be controlled by special interest groups.** If the amendment is ratified, each Director will be elected by the entire IEEE membership. This raises some serious issues. Societies and Sections with a smaller number of members will see their level of representation diluted or eliminated. Many members may not be familiar with the candidates, nor the candidates familiar with them and their needs. The “diversity” conditions that the BoD will be using to approve candidates are not yet defined and their qualifications may be set by the BoD each time there is an election. It is not difficult to envision situations where these qualifications can be manipulated to promote or discourage candidacies at the pleasure of the Board.

d) **The visibility and control by IEEE Societies and Sections of key strategic decisions made by the BoD will be reduced.** Technical Societies and the Sections will no longer have a formal role in strategy. The decision process that allocates resources and selects initiatives will change. Currently, Society Presidents are part of a body called the Technical Activities Board (TAB), and
the Chair of TAB sits on the Board of Directors. Hence, Societies are represented rather directly on the BoD through the Chair of TAB and through their elected Directors. Today, representatives of the revenue producing activities, primarily the technical activities and geographic activities, form a majority of the BoD, and thereby, control strategy. Under the proposed new structure, the revenue producing activities will have no representation on the BoD, hence no formal role in forming strategy.

In contrast, the role of the staff executive director (ED) will be significantly strengthened. The ED will sit on the BoD and will be a voting member of a new smaller Board that will oversee the budgets of technical and regional activities. Staff is paid to support volunteers, not to vote.

e) The possible benefits of the amendment do not outweigh its risks. The amendment gives the BoD the power to re-organize and restructure IEEE without the need to seek member approval. The big unknown is how the BoD would restructure IEEE if the amendment is approved. It is premature to vote for something whose underlying details are still uncertain.

In summary, IEEE today is a highly successful $450M non-profit corporation that provides unparalleled technical leadership. The efforts of our VOLUNTEER leaders in the technical societies, regions, sections, and chapters are responsible for that success. Most of IEEE’s revenues are generated by our collective intellectual property, especially our publications and conferences. Volunteers drive this revenue engine, and if we diminish the voices of volunteers in managing IEEE, we risk discouraging them and losing their support.

Please vote in the upcoming IEEE election AGAINST the Constitutional Amendment, and please urge other IEEE members to do so as well.

For background, the IEEE governing documents, including the Constitution and Bylaws, can be found here: [http://www.ieee.org/about/corporate/governance/index.html](http://www.ieee.org/about/corporate/governance/index.html)

The proposed changes to the Constitution can be found here: [https://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html](https://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html)

In addition, the IEEEin2030 Ad Hoc Committee is proposing changes to the IEEE’s organizational structure stemming from the amendment. The details may be seen here: [https://www.ieee.org/about/corporate/ieeein2030_archive_m.html](https://www.ieee.org/about/corporate/ieeein2030_archive_m.html)

Reasons for opposing the changes may be found here: [https://ieee2016blog.wordpress.com](https://ieee2016blog.wordpress.com)

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