

# CONSTITUTION of the IEEE COUNCIL on ELECTRONIC DESIGN AUTOMATION

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# CONSTITUTION OF THE IEEE COUNCIL ON ELECTRONIC DESIGN AUTOMATION

## ARTICLE I: NAME AND PURPOSE

### Section I.1. Name

The name of the organization constituted herein shall be the IEEE Council on Electronic Design Automation.

### Section I.2. Purpose

The purpose of the Council is to advance and coordinate work in the field of Electronic Design Automation (EDA) and Computer Aided Design (CAD) of Electronic Systems carried out throughout the IEEE and as such is exclusively scientific, literary and educational in character. In furtherance of this endeavor, the Council may sponsor IEEE EDA/CAD related conferences and conference sessions, publish appropriate periodicals, sponsor IEEE Press publications, maintain an IEEE EDA/CAD website, and engage in any other activity within its field of interest. All such actions must be in consonance with the Constitution, Bylaws, and Statements of Policy of the IEEE, and the field of interest of the Council, as defined below. The Council shall exist for the benefit of the member societies and to promote the EDA/CAD field within the IEEE and the IEEE within the EDA/CAD industry.

## ARTICLE II: FIELD OF INTEREST

The field of interest of the council spans the theory, implementation and use of EDA/CAD tools to design integrated electronic circuits and systems. This includes tools that automate all levels of the design, analysis and verification of hardware and embedded software up to and including complete working systems.

## ARTICLE III: MEMBERSHIP OF THE COUNCIL

### Section III.1. Member Societies

The Council shall have as members those IEEE Societies that have demonstrated a strong interest in Electronic Design Automation and Computer Aided Design and are supporting technical activities in the field. These Societies must agree to share the responsibility for all obligations of the Council, including financial obligations, in accordance with this Constitution and the Council Bylaws.

### Section III.2. New Member Societies

Each new Member Society must be approved by a two-thirds affirmative vote of all the voting members of the Board of Governors, and by the IEEE Technical Activities Board (TAB) before it may join the Council.

### **Section III.3. Removal of Member Societies**

If a Member Society does not have at least one representative present for at least one of the Council Board of Governors meetings held during a calendar year, the Member Society may be dropped from Council membership. Notice of such proposed action shall be given to the President of the inactive Society at least twenty-one days before the Council Board of Governors meeting where such action will be considered. Such action must be approved by two-thirds of the Board of Governors members present and voting before it becomes final. For purposes of this Section, an abstention shall be counted as a cast negative vote. The Council President shall inform IEEE TAB that such action has been taken and the reasons for such action.

### **Section III.4. Society Representatives**

#### **III.4.1 Representative Requirements**

Each Member Society shall appoint two representatives to the Council Board of Governors. An individual may not serve concurrently as both a Member Society Representative and either a Technology Organization Representative or a Council Officer.

#### **III.4.2 Term of Representatives**

The term of office of a Member Society representative on the Council shall be two years with each of the two Society representatives appointed by the Society in alternate years. The Society may reappoint a representative at its discretion.

#### **III.4.3 Representative Vacancies**

When a within-term Council representative vacancy occurs, the Council President shall request the appropriate Society to appoint a new representative to complete the unexpired term.

When a Member Society representative is elected to a Council office, the Council office shall take precedence over the Society appointment and the appropriate Member Society shall fill any resulting vacancy(s) promptly.

### **Section III.5. Member Technology Organizations**

To assure grounding in the major technology activities of the electronic design automation field, the Council has Member Technology Organizations from specific conferences, publications and organizations. The Organizations not only bring information on the activities and directions of the EDA/CAD field, but they are charged with providing leadership for the Council to set directions and make policy through the Board of Governors.

### **Section III.6. New Member Technology Organizations**

Each new Member Technology Organization must be approved by a two-thirds affirmative vote of the voting members of the Council Board of Governors.

### **Section III.7. Removal of Technology Organizations**

If a Technology Organization does not have a representative present for at least one of the Council Board of Governors meetings held during a calendar year or can no longer make significant contribution to the Council, the Technology Organization may be dropped from Council membership. Notice of such proposed action shall be given to the President/Chairperson

of the inactive Organization at least twenty-one days before the Council Board of Governors meeting where such action will be considered. Such action must be approved by two-thirds of the Board of Governors members present and voting. For purposes of this Section, an abstention shall be counted as a cast negative vote.

## **Section III.8. Technology Organization Representatives**

### **III.8.1 Representative Requirements**

Each Member Technology Organization shall appoint one representative to the Council Board of Governors. An individual may not serve concurrently as both a Technology Organization Representative and either a Member Society Representative or a Council Officer.

### **III.8.2 Term of Representatives**

The term of office of a Technology Organization Representative to the Council shall be two years beginning and ending with the term of the Council Officers. A Technology Organization may reappoint the representative at its discretion.

### **III.8.3 Representative Vacancies**

When a within-term Technology Organization Representative vacancy occurs, the Council President shall request the appropriate Technology Organization to appoint a new Representative to complete the unexpired term.

When a Technology Representative is elected to a Council office, the Council office shall take precedence over the Technology Organization appointment and the appropriate Technology Organization shall fill any resulting vacancy promptly.

## **Section III.9. Liaison Representatives and Observers**

Any other IEEE Society that is not a member of the Council may send a non-voting liaison representative to attend for the purpose of establishing lines of communication between the Council and the parent Society represented.

## **Article IV: Board of Governors and Council Officers**

### **Section IV.1. Board of Governors**

Council business will be conducted by its Board of Governors, which shall include the following voting and non-voting members.

Voting Members:

- Member Society Representatives (casting one vote per Society)
- Member Technology Organization Representatives
- Officers of the Council
- Chairpersons of the Council's Standing Committees who are IEEE members

Non-voting Members:

- The Director of the Division in which the Council resides.
- The Executive Director of IEEE.
- The IEEE Vice-President for Technical Activities.

## **Section IV.2. Officers**

The Officers of the Council shall include the President, the Immediate Past-President, the President-elect, the Vice-President for Technical Activities, the Vice-President for Conferences, the Vice-President for Publications, the Vice-President for Finances, and the Secretary. Additional Council Officers may be established in the Council Bylaws. The Council Officers serve as the Council's Executive Committee (ExCom), and all Officers serve as ex officio, voting members of the Council Board of Governors.

## **Section IV.3. Officer Elections and Appointments**

The Board of Governors shall conduct elections for all Council Offices with the exception of President and Immediate Past-President every two years on a schedule and in the manner specified in the Council Bylaws. With regard to the office of the President, the Board of Governors shall elect every two years a President-Elect whose term of office will be for two years. The President-Elect shall assume the Presidency for a two-year term at the conclusion of his/her term as President-Elect, and immediately thereafter, he/she shall assume the office of Immediate Past-Presidency for a two-year term.

## **Section IV.4. Officer Vacancies**

If the Office of President becomes vacant, the President-Elect shall become President for the remainder of the term assumed. If the President is incapacitated, the President-Elect shall perform the duties of the President for the duration of the President's incapacity, when the incapacity is certified by a majority of the Executive Committee. In the absence of the President, and under written and time-limited delegation from the President, the President-Elect or Past-President may also carry out the duties of the President. If the office of the President-Elect or a Vice-President becomes vacant, the voting members of the Council Board of Governors shall promptly elect a new officer. If the office of Immediate Past-President becomes vacant, the President may appoint a former Council Past-President to that office.

# **ARTICLE V: POWERS, PRIVILEGES, AND DUTIES**

## **Section V.1. Member Society Representatives**

It shall be the duty of each representative of a Member Society to participate in matters before the Council Board of Governors and to keep the Administrative Committee/Board of Governors of the represented Society informed concerning Council business. Members of any Member Society AdCom or Board of Governors may attend any open meeting of the Council as observers.

## **Section V.2. Council Officers**

The duties and responsibilities of the Council Officers shall be as defined in the Bylaws and as further delineated by the Council.

## **Section V.3. Standing and Ad Hoc Committees**

### **V.3.1 Standing Committees**

Standing committees may be established as needed and as specified in the Bylaws. The Bylaws may assign specific Officers to be the Chairpersons of specific standing committees.

Except where other terms are specifically designated by this Constitution or the Council Bylaws, individuals appointed as Standing Committee chairpersons or members serve only to the end of the term of the President who appointed them. The President in the new term may reappoint chairpersons and members of the Standing Committees as specified in the Council Bylaws.

### **V.3.2 Ad Hoc Committees**

The President may create ad hoc committees for special assignments as needed and shall appoint a chairperson and members of such committees.

Except where other terms are specifically designated by this Constitution or the Council Bylaws, any Ad Hoc Committee thus created is dissolved at the end of the term of the President who created it.

## **ARTICLE VI: FINANCIAL SUPPORT & EXPENDITURES**

### **Section VI.1. Financial Support**

The financial support for the Council shall be derived from subscription sales of Council Publications, any surplus from the Conferences organized or sponsored by the Council, other programs and products sponsored by the Council, and allocations of funds provided by the Member Societies.

### **Section VI.2. Additional Revenues**

The Council may raise revenues by other means provided such means are consistent with applicable IEEE rules and regulations and are within the approved Council field of interest. The Council must receive an opinion from the IEEE Executive Director that any revenue means not explicitly covered by IEEE Statements of Policy does not conflict with IEEE policy before being adopted by the Council.

### **Section VI.3. Prohibited Expenditure**

Monies held by or for the Council legally belong to the IEEE, and shall not be expended for activities prohibited by the Constitution, Bylaws and Statements of Policy of the Institute, the Constitution and Bylaws of the Council, or any other purposes known to be inimical to the interests of the IEEE. Returns from investment of Council funds shall be credited to the Council.

### **Section VI.4. Deposited Funds**

The Vice-President for Finances may utilize the services of IEEE headquarters as bursar for all or part of the Council funds, as provided by the IEEE Bylaws and Statements of Policy. If any part of the Council funds is received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to Council Bylaws and any other limitations

imposed by the Council. Disbursements shall be made on the signature or instructions of the Vice President for Finance.

### **Section VI.5. Council Obligations**

The officially constituted Officers of the Council shall have the sole authority to obligate the funds and assets of the Council to promote the Council's activities, provided that no Council officer or representative shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE for activities prohibited by the Bylaws of the IEEE or the Constitution and Bylaws of the Council.

### **Section VI.6. Honoraria and Travel Expenses**

No officer of the Council, representative on the Council Board of Governors, or Editor shall receive, directly or indirectly, any honorarium, traveling expenses, compensation, or emolument from the Council as an officer or in any other capacity unless authorized by the Council Board of Governors or by the Bylaws of the Council in a manner in conformity with IEEE policies and procedures.

## **ARTICLE VII: COUNCIL MEETINGS**

### **Section VII.1. Board of Governors Meetings**

Meetings of the Council, represented by its Board of Governors, may be held at such times as are found necessary or convenient with the stipulation that at least one such meeting shall be held per year and that meeting shall be designated as the Annual Meeting. Meetings of the Council Board of Governors may be called at the discretion of the Council President or upon the request by the Society Representatives from at least two-thirds of the different Societies or upon request by one-third of all voting members of the Board of Governors. The time, place and agenda shall be announced by email to all members of the Council Board of Governors at least twenty-one days in advance of the meeting to the email address of record of each Council Board of Governors Member.

Unless defined otherwise in the Council Constitution or Bylaws, a majority of the votes of the members present, either in person or by telecommunications such that all members can hear each other at the same time, and entitled to vote, at the time of voting, provided a quorum is present, shall be the act of the Board of Governors or any committee thereof.

All Board of Governors meetings are open to the technical community unless specifically declared as a closed meeting by the Council President.

### **Section VII.2. The Annual Meeting**

The Council shall hold an Annual Meeting. The Annual meeting of the Council shall be held at a time and place designated by the President.

### **Section VII.3. Quorum**

A majority of the voting members of the Council Board of Governors, which must include representatives from at least one-third of the Member Societies, shall constitute a quorum. Attendance by teleconference, where the remote member can hear and participate in the discussion, is considered present for purposes of determining a quorum.



#### **Section VII.4. Alternate Representative**

If both regular representatives from a Member Society or the regular representative from a Member Technology Organization is unable to attend a meeting of the Council Board of Governors, the President of the Member Society or Member Technology Organization may designate an alternate representative by communicating via email to the Council President and Secretary. If approved by the Council, the alternate shall have all the powers of the regular representative. The alternate may not be another member of the Board of Governors. Officers of the Council may not delegate their powers by proxy.

#### **Section VII.5. Business Conducted by Electronic Communications**

Business of the Board of Governors or any committee thereof may be transacted between meetings by electronic correspondence (including email), video-teleconferencing, collaboration/conferencing via the World Wide Web, or other electronic communication means where in the opinion of the President or appropriate Chair matters requiring action can be adequately handled in that manner. All voting members of the Council Board of Governors or committee thereof should be informed of such interim actions, and a majority, unless approval is otherwise specified by this Constitution or Council Bylaws, of the entire Council Board of Governors or committee thereof must be reached for ratification of the actions, if balloting is necessary. In the case where electronic communications provides the ability for all in attendance to hear each other at the same time and a quorum exist, balloting shall be by simple majority.

Unless a ballot is specified to be secret, all voting by electronic communications shall be open to all in attendance whether in person or by electronic communications. Email votes, for example, shall have a report of all voting sent to the Board of Governors at the end of the voting period. In the case of a secret ballot, those voting by electronic communications shall address their vote privately to the person charged with counting the votes or may ask another voting member to privately cast their ballot for them. The report for a secret email ballot shall contain only the results and not the individual member's votes.

When votes on motions are taken between scheduled meetings via methods where the discussion does not allow all attendees to hear each other at the same time, such as by email, the voters shall have a period of fifteen (15) days for responses unless otherwise specified by the Council Constitution or Bylaws.

Motions passed or rejected through electronic communications between meetings will be read into the minutes of the next Board of Governors meeting.

#### **Section VII.6. Equal Vote**

All Officers, Board of Governors Members and Committee Members shall have an equal vote, except as otherwise provided in the Constitution or Bylaws. Individuals holding more than one position on the Board of Governors or any committee thereof, shall be limited to one vote on each matter being considered by the Board of Governors or committee. The presiding officer or Chair at all Board of Governors, Executive Committee, and other committee meetings shall have no vote at those meetings unless the vote is by secret ballot or the presiding officer/chair's vote can change the outcome of the vote.

## **ARTICLE VIII: PUBLICATIONS**

### **Section VIII.1. Policies**

All Council publication activities shall be subject to IEEE policies, and to any further guidance or controls prescribed by the Council Board of Governors or its duly appointed committees.

### **Section VIII.2. Council Periodicals**

The Council may publish appropriate Periodicals in accordance with IEEE Policies and Procedures. Selection of the materials to be published shall be in accordance with the objectives and policies of the IEEE and the Council.

### **Section VIII.3. Associate and Guest Editors**

Associate and/or guest editors shall be appointed as may be required to implement the publications program. The procedures for such appointments shall be as defined in the Council Bylaws.

## **ARTICLE IX: CONFERENCES AND TECHNICAL MEETINGS**

### **Section IX.1. Policies**

All conferences and technical meeting activities sponsored or in cooperation by the Council shall be subject to IEEE policies, and to any further guidance or controls prescribed by the Council or its duly-appointed committees.

### **Section IX.2. Time and Location**

In conjunction with other sponsors and the organizing committees, the Council's approval of the time and location of each sponsored conference or technical meeting shall be required.

## **ARTICLE X: RECALL**

### **Section X.1. Member Society Representatives or Officers**

If at any time during the year and for any reason the best interests of the Council seem to require a change in Member Society or Member Technology Organization representatives or Council Officers, the matter shall be discussed at a regular or a special meeting of the Council Board of Governors called for the purpose of considering and voting upon the recommended change. At least twenty-one days before the Council Board of Governors meeting, notice of such proposed action shall be given to all appropriately interested individuals, including the President and Secretary of each Member Society or Technology Organization involved and the Chairman and Secretary of the IEEE Technical Activities Board.

### **Section X.2. Recall Voting Procedures**

An affirmative vote of two-thirds of the voting members of the Council Board of Governors shall be necessary to declare a vacancy with or without cause. For the purposes of this Section, an abstention shall be counted as a cast negative vote.

## **ARTICLE XI: AMENDMENTS**

### **Section XI.1. Adoption and Amendment of Constitution**

Sections of this Constitution may be adopted or amended by action of the Council Board of Governors at a regular or special meeting if the following provisions are met:

1. Notice of the meeting and of the proposed change(s) must be emailed to the email address of record for each member of the Council Board of Governors at least twenty-one days prior to such meeting.
2. A two-thirds affirmative vote of the votes cast by the members of the Council Board of Governors is required for passage.
3. An amendment may be approved by an email ballot if at least a thirty-day period is provided for responses and two-thirds of the voting members of the Council Board of Governors vote affirmatively. An Board of Governors member may change his/her vote at any time during the balloting period.
4. The Amendment shall become effective immediately after ratification by the IEEE VP, Technical Activities in accordance with the process specified in the TAB Operations Manual.

### **Section XI.2. Adoption and Amendment of Bylaws**

Bylaws to this Constitution may be adopted or amended by a two-thirds affirmative vote of the votes cast by the Council Board of Governors at a regular or special meeting, provided that notice of the meeting and a copy of the proposed change(s) is emailed to the email address of record for each member of the Council Board of Governors at least twenty-one days prior to such meeting.

A Bylaw may also be adopted or amended by an email ballot provided that a copy of the proposed change(s) is emailed to the email address of record for each member of Council Board of Governors, at least thirty days are allowed for a reply, and a two-thirds majority of the entire Council Board of Governors voting members vote affirmatively. A Board of Governors member may change his/her vote at any time during the balloting period.

The Amendment shall become effective immediately after ratification by the IEEE VP, Technical Activities in accordance with the process specified in the TAB Operations Manual.

### **Section XI.3. Precedence of IEEE**

The Constitution, Bylaws, and Statements of Policy of the IEEE shall, at all times, take precedence over those of the Council.

## **ARTICLE XII: COMMUNICATIONS AND NOTIFICATIONS**

Unless otherwise specified in this Constitution or the Council Bylaws, all communications, reports, notifications and announcements of the Council shall be transmitted through electronic communications. Email and the Council website will be the primary means of communication.

## **History:**

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- 06/19/05 This constitution, version 0.6.3 (5/18/05), was approved by the Ad Hoc Committee, each of the initial Member Societies, the IEEE TAB and the IEEE BoD as part of the process creating the Council.
- 11/05/06 This constitution, was modified by vote of the IEEE-CEDA Adcom with the following changes:
- The name of the governing body is changed from Administrative Committee (Adcom) to Board of Governors (BoG)
  - The rules for email balloting are changed
  - Specified that an Action requires a majority vote
  - Provides for Member Societies and Member Technical Organizations naming an alternate for Council Meetings
- 06/05/08 This constitution was modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- Add the restriction that the presiding officer or chair of a meeting shall not vote unless his vote will break a tie
  - Add the equality of vote provision
- 11/09/08 This constitution was modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- Members of Board of Governors (BoG) participating in BoG meeting via teleconference are entitled to vote
  - Modify notification of alternate representative to BoG meeting from Member Society or Member Technology Organization
  - Extend email voting rules to include committees of the Council
- 11/02/14 This constitution was modified by vote of the IEEE-CEDA Board of Governors with the following changes:
- The phrase "Technology Organization Members" was changed to "Member Technology Organizations"
  - Alternate representatives (formerly called Proxy representatives) to Board of Governors (BoG) must be pre-approved by the Council.
  - Members attending BoG meeting by teleconference must be able to hear and participate in discussion in order to count towards quorum and to vote.

- Modified email voting rules by deleting option to close voting once a majority affirmative or negative vote been received.
- Deleted option to meet without quorum and subsequently ratify decisions by email
- Amendments to this constitution do not take effect until ratified by IEEE Technical Activities.