#### 1. Preface

In today's technological environment, standards play a critical role in product development and market competitiveness. Responsibility for how a standard evolves begins in the working group. Every input, behavior, and action has both a contributory and a potential legal consequence. These procedures help protect working group member entities and their representatives and the IEEE by establishing the necessary framework for a sound standardization process.

## 2. Modifications to these procedures

These Policies and Procedures outline the orderly transaction of business by the working group. The working group may amend these procedures where permissible with the approval of its Sponsor. The Sponsor may modify these procedures where permissible. Modification in this context means that material in these procedures may be modified as long as that clause is not indicated as one that cannot be changed. It is strongly recommended that all subjects included in these procedures be addressed by the working group or Sponsor. (See also clause 9.)

## 3. Hierarchy

The latest version of several documents takes precedence over these procedures in the following order:

New York State Not-for-Profit Corporation Law

IEEE Certificate of Incorporation

**IEEE Constitution** 

**IEEE Bylaws** 

**IEEE Policies** 

**IEEE Board of Directors Resolutions** 

IEEE Standards Association Operations Manual

**IEEE-SA Board of Governors Resolutions** 

**IEEE-SA Standards Board Bylaws** 

IEEE-SA Standards Board Operations Manual

**IEEE-SA Standards Board Resolutions** 

Policies and Procedures of BoG

Policies and Procedures of CAG

Robert's Rules of Order Newly Revised (RONR) is the recommended guide on questions of parliamentary procedure not addressed in these procedures.

## 4. Fundamental principles of operation

For the development of standards, openness and due process are mandatory.

Openness means that any entity, as defined in subclause 5.3, who has or could be reasonably expected to have a direct and material interest, and who meets the requirements of these procedures has a right to participate by:

- a) Attending working group meetings (in person or electronic)
- b) Becoming a member of the working group
- c) Becoming an officer of the working group
- d) Expressing a position and its basis,
- e) Having that position considered, and
- f) Appealing if adversely affected.

IEEE due process requires a consensus of those parties interested in the project. Consensus is defined as at least a majority agreement, but not necessarily unanimity.

Due process is based upon equity and fair play. The standards development process should strive to have both a balance of interests and not to be dominated by any single interest category.

## 5. Working group responsibilities

#### 5.1 Primary responsibilities

The working group shall

- a) Complete the project from Project Authorization Request (PAR) approval to IEEE-SA Standards Board approval as specified by the PAR
- b) Use the IEEE Standards document template format
- c) Submit to the Sponsor any documentation required by the Sponsor, for example, a project schedule or a monthly status report
- d) Notify the Sponsor of the draft development milestones
- e) Notify the Sponsor when the draft is ready to begin IEEE Standards Sponsor ballot
- f) Schedule meetings (in person or electronic) as appropriate, based on an agenda distributed at least 5 calendar days prior to the meeting
- g) Use the IEEE-SA approved tool for working group meeting registration
- h) Use the IEEE-SA approved tool for creation and submission of working group rosters
- i) Use the IEEE-SA approved tool for Web hosting of working group information

#### **5.2** Other responsibilities

The working group shall

- a) Provide a business rationale for the development of the standard, explaining the business needs for the standard and what the standard will fulfill for industry and the general public
- b) Obtain funding to cover dedicated support from the IEEE Standards Association, when desired, to expedite the standards development process

#### **5.3 Working group constitution**

Each entity shall be an Advanced Entity Member of the IEEE Standards Association in order to be eligible for membership in the working group. There shall always be at least three members in the working group during the life of the project. For other information on participation in the working group, see subclause 5.2.1.2 of the *IEEE-SA Standards Board Bylaws*.

Each designated and alternate member representative (see 8.1) can vote for only one entity; no one individual can be the member representative for more than one entity except for a temporary proxy vote. Each representative shall declare what entity he or she represents and that their voting shall be independent of any other entity.

The following qualify to become entity members of the working group:

*Corporation:* A for-profit or not-for-profit entity that is not under the control, as defined in 5.2.1.2.1, of another entity and that is organized under articles of incorporation or similar legal structures. Limited Liability Companies are considered to be Corporations.

*Partnership:* An unincorporated association of two or more individuals who are co-owners of a business.

Sole proprietorship: An unincorporated business owned by a single individual.

Government agency: An entity that is part of an executive, legislative, or judicial branch of a government and that has sufficient discretion in the management of its own affairs to distinguish it as separate from the administrative structure of any other governmental entity.

Academic institution: An educational entity that, in addition to having a controlling body such as a Board of Regents or a Board of Governors, has sufficient discretion in the management of its own affairs to distinguish it as separate from the administrative structure of any other educational entity.

In the event that, through merger or acquisition or other similar event, an entity member of the IEEE-SA has its assets totally or substantially transferred to another entity, membership in the working group may be transferred to the new entity, provided that the new entity is not already a member of the working group.

#### 6. Officers

#### **6.1 Officer overview**

There shall be a Chair and a Secretary, and there should be Vice-Chair(s). The office of Treasurer is suggested if significant funds are involved in the operation of the working group and/or its subgroups, or if the group has multiple financial reports to supply to the IEEE Standards Association. All officers shall be Designated Representatives (DRs) of entities that are IEEE-SA Advanced Entity Members (see 7.1).

At the first organizational meeting, the working group shall elect its operating officers in accordance with the procedures of its Sponsor, and, where necessary, *Robert's Rules of Order*.

#### **6.2 Election of officers**

The Chair or Sponsor designee shall appoint an elections processor, whose function is to conduct an election. The elections processor shall not be a nominee in the election and shall not vote in the election. An election will seek to fill offices that are either vacant, have an official in temporary appointment, when an officer's entity affiliation has changed, or when the term of office has expired.

The working group members shall nominate to the elections processor one or more members for each office to be filled at the election. Nominees shall be eligible to hold the office for which they are elected. A member shall not run for more than one office at the same time. The response period for nominations shall be at least 14 calendar days. If no nomination is received for an office, a temporary appointment shall be made in accordance with 6.3.

The elections processor shall conduct the election by letter ballot, electronic ballot, or a vote at a meeting. Voting will conclude no sooner than after 14 calendar days for a letter or electronic ballot. Voting shall be by "approval," whereby each balloter may cast one approval vote for each of any number of nominees for an office. The nominee with the greatest number of approval votes shall win the election, provided ballots are returned by a majority of the eligible voters for that election. If a majority of votes is not received, the ballot can be extended or a new ballot will take place. Any tie votes will be broken by a runoff ballot, where eligible voters may cast only one vote in the election.

The Sponsor shall affirm the election of the Chair and Vice-Chair. If the Sponsor does not affirm the Chair or Vice-Chair, another election will be run, or the Sponsor will make a temporary appointment per subclause 6.3.

If any officer's entity affiliation changes, that officer shall be subject to re-election by a majority of the members of the working group. If additional candidates are interested in serving in the officer role, they may run against the current officer at this time. The current officer continues to serve in his or her officer role until the close of the election. The election determines who will serve out the remainder of the existing term of office.

## **6.3** Temporary appointments to vacancies

If an office becomes vacant due to resignation, removal, lack of nomination at an election or for another reason, a temporary appointment shall be made for a period of up to six months. In the case of Chair or Vice-Chair, the Sponsor shall make the temporary appointment, with input from the working group. In the case of Secretary, the Chair shall make the temporary appointment. An appointment or election for the vacated office shall be conducted at the earliest practical time.

#### 6.4 Removal of officers

An officer may be removed by approval of two-thirds of the members of the working group. Removal of the Chair and Vice-Chair requires affirmation by the Sponsor. Grounds for removal shall be included in any motion to remove an officer of the working group. The officer suggested for removal shall be given an opportunity to make a rebuttal prior to the vote on the motion for removal.

## 6.5 Responsibilities of working group officers

#### 6.5.1 Chair

The Chair or his/her designee shall

- a) Lead the working group activity according to all of the relevant Policies and Procedures
- b) Form Study Groups, as necessary
- c) Be objective
- d) Entertain motions, but not make motions
- e) Not bias discussions
- f) Delegate necessary functions
- g) Ensure that all parties have the opportunity to express their views
- h) Set goals and deadlines and adhere to them
- i) Be knowledgeable in IEEE standards processes and parliamentary procedures and ensure that the processes and procedures are followed
- j) Seek consensus as a means of resolving issues
- k) Prioritize work to best serve the group and its goals
- 1) Ensure compliance with the IEEE-SA Intellectual Property Policies, including but not limited to the IEEE-SA Patent Policy and Copyright Policy
- m) Fulfill any financial reporting requirements of the IEEE, in the absence of a Treasurer
- n) Participate as needed in meetings of the Sponsor to represent the working group
- o) Be a Designated Representative (see 7.1) for a member entity

#### 6.5.2 Vice-Chair(s)

The Vice-Chair(s) shall

- a) Carry out the Chair's duties if the Chair is temporarily unable to do so or chooses to recuse himself or herself (i.e., to give a technical opinion)
- b) Be familiar with training materials available through IEEE Standards Development Online
- c) Be a Designated Representative (see 7.1) for a member entity

## **6.5.3 Secretary**

The Secretary shall

a) Distribute agendas at least 5 calendar days before a meeting

- b) Record and have published minutes of each meeting within 60 calendar days of the end of the meeting
- c) Create and maintain the working group roster
- d) Record attendance at each meeting
- e) Schedule and announce meetings in coordination with the Chair with at least 21 calendar days notice
- f) Be responsible for the management and distribution of working group documentation in compliance with IEEE-SA guidelines, including but not limited to guidelines with regard to posting and distribution of drafts and approved IEEE standards
- g) Maintain lists of unresolved issues, action items, and assignments
- h) Be familiar with training material available through IEEE Standards Development Online
- i) Be a Designated Representative (see 7.1) for a member entity

If the function of Secretary is fulfilled by IEEE staff, this shall be a nonvoting position and the IEEE-SA membership condition is not required.

#### 6.5.4 Treasurer

The Treasurer shall

- a) Maintain a budget
- b) Control all funds into and out of the working group's bank account
- c) Follow IEEE policies concerning standards meetings and finances
- d) Adhere to the IEEE Financial Operations Manual
- e) Be a Designated Representative (see 7.1) for a member entity

## 7. Working group membership

#### 7.1 Overview

Working group membership is by entity. An entity shall be an Advanced Entity Member of the IEEE-SA, declare their intent to join the working group, and pay any services fee, if established, to be a member of the working group. Non-voting members shall fulfill the requirements for voting membership determined by the Sponsor and the working group to gain and maintain membership in the working group. For other information on participation in the working group, see subclause 5.2.1.2 of the *IEEE-SA Standards Board Bylaws*.

An entity shall have one Designated Representative (DR) and may have more than one alternate (DRA) participating in the working group. The Entity Member Representative of the entity determines the DR/DRA for the working group. The assignment of a DR/DRA can change throughout the life of the working group. It is the entity's responsibility to notify the Working Group Secretary of changes to the DR/DRA assignment. Only the DR is eligible to vote on behalf of the entity for all working group matters. If the DR is unable to vote at a meeting, one DRA will be recognized at the start of the meeting to vote on the DR's behalf. Membership in the working group shall give the DR the right to vote on all working group matters provided voting rights are maintained as given in subclause 7.2.

Each DR/DRA can vote for only one member of the working group; no one representative can represent the interests of more than one member of the working group except for a temporary proxy vote.

#### 7.2 Working group membership status

Membership shall be granted automatically to those entities attending the meeting of a newly chartered working group and upon their request provided they fulfill the requirements of clauses 4, 7.1, and 13. Thereafter, membership shall be granted after the entity attends two consecutive meetings of an existing working group and also requests membership status.

Each entity (member), through its DR or DRA, is expected to attend meetings as required by these procedures. The Secretary records attendance at each meeting. Attendance credit is granted to those who attend at least 50% of a meeting's duration. Attendance at a meeting via teleconferencing and/or electronic means, e.g., Internet conferencing, shall count towards the attendance requirements.

Membership status is maintained through consistent participation at meetings and through working group votes. If a working group member misses two consecutive meetings or two consecutive working group letter ballots, its membership status may be revoked. The Chair shall notify, in writing, a member that has lost its membership.

A member that has lost its voting privileges shall have its voting privileges reinstated by attendance at two consecutive meetings of the working group and upon request for member status. All voting privileges and rights shall be restored after attending the second consecutive meeting. If, for reasons of personal hardship, a member cannot attend two consecutive meetings (but that member continues to vote in ballots taken between meetings), the working group chair will be consulted on the status of the member.

#### 7.3 Subgroups of the working group

The working group may, from time to time, form subgroups for the conduct of its business. Only working group members appointed to the subgroup shall vote on questions within such subgroups. Such formation shall be explicitly noted in an official record, such as meeting minutes. At the time of formation, the working group shall determine the scope and duties delegated to the subgroup. Any changes to its scope and duties will require the approval of the working group. Any resolution of a subgroup shall be subject to confirmation by the working group.

The chair of the working group shall appoint the chair of the subgroup.

## 8. Roster and membership list

A working group roster is a vital aspect of standards development. It serves as a record of members and observers in the working group and is an initial tool if an issue of indemnification arises during the process of standards development. A working group officer or designee shall maintain a current and accurate roster of members and observers in the working group. The roster shall include at least the following:

- 1) Title of the Sponsor and its designation
- 2) Title of the working group and its designation
- 3) Officers--Chair, Vice-Chair, Secretary, Treasurer (as applicable)
- 4) Members (including names, addresses, and affiliations)
  - a. Entity name
  - b. Designated Representative (indicated by "DR"), representative email address, and entity address
  - c. Alternate(s) (indicated by "DRA"), representative email address, and entity address(es)
- 5) Observer (Including names, entity name, addresses, and affiliations)
- 6) Non-voting administrative positions (including names and addresses)

All working group members are required to review the information contained in the roster following each meeting they attend. If a working group meets only virtually, it shall determine a schedule to check the accuracy of the roster periodically.

A copy of the working group roster shall be supplied to the IEEE Standards Association at least annually by a working group officer or designee. Due to privacy concerns, the roster shall not be distributed, except to the IEEE-SA staff, IEEE-SA Board of Governors and IEEE-SA Standards Board, unless all working group members have submitted their written approval for such distribution.

## 9. Voting

#### 9.1 Approval of an action

Approval of an action listed in 9.2 requires an approval by a majority vote. Approval of an action listed in 9.3 requires approval by a supermajority vote. A supermajority is defined as a three-quarters approval vote. Two types of votes are described:

- a) At a meeting (including teleconferences) where quorum has been established, approval ratio is calculated as Approve votes divided by the sum of Approve and Do Not Approve votes.
- b) Outside of a meeting (e.g., letter ballot), approval ratio is calculated as Approve votes divided by the sum of Approve and Do Not Approve votes. A majority of all members of the working group must respond for the ballot to be valid.

#### 9.2 Actions requiring approval by a majority

The following actions require approval by a majority vote:

- a) Adoption of working group procedures or revisions thereof
- b) Formation of a subgroup, including its procedures, scope, and duties
- c) Disbandment of subgroups
- d) Approval of minutes

## 9.3 Actions requiring approval by a supermajority

The following actions require approval by a supermajority vote:

- a) Approval of change of the working group scope
- b) Establishment of fees, if necessary
- c) Approval to move the draft standards project to the Sponsor for IEEE Standards Sponsor ballot

These actions may be subject to confirmation by the Sponsor.

## 9.4 Voting between meetings

The working group shall be allowed to conduct votes between meetings at the discretion of the Chair by use of a letter or electronic ballot. If such actions are to be taken, they shall follow the rules of IEEE Bylaw I-300.4(4).

## 9.5 Quorum

The presence of a quorum must be announced by the Chair at the beginning of each working group meeting. Unless otherwise approved by the Sponsor, a quorum shall be defined as one-half of the working group members (i.e., the DR or DRA of each entity). If a quorum is not present, actions may be taken subsequent to confirmation by a letter or electronic ballot, as detailed in 9.4, or at the next working group meeting.

#### 9.6 Proxy voting

The working group may elect to allow proxy voting. If the working group elects to allow proxy voting, the following procedures shall apply.

Members of the working group may employ proxy voting only when other methods of participation have been exhausted. The chair must be informed of all proxies prior to the start of the meeting in which the proxies are to be in effect. Each appointment of a proxy shall be sent to the working group chair and the member serving as the proxy via fax or written communication that contains the signature of the member appointing the proxy. (An email is acceptable.) A proxy shall not be valid without written acknowledgment from the working group chair and the member serving as proxy of receipt of the appointment.

Any one member of the working group may hold no more than two proxy votes in addition to his or her vote. Proxy voting shall be allowed only for those members who cannot attend the entire meeting; proxies may not be appointed for parts of meetings. A member may appoint a proxy for

no more than two meetings of the working group within an established six-meeting period. Proxy voting shall not count towards maintenance of membership by the member who appoints a proxy. The chair shall announce all proxy voting to the working group members at the start of the meeting in which the proxy is to be in effect. The DRA of one entity may serve as a proxy for another entity, to allow the DR to serve as the representative of its entity only.

Members serving as proxies may only vote on agenda items announced through the distributed agenda prior to the meeting. If announced agenda items are amended or otherwise developed through the meeting process whereby the action being proposed is significantly different in meaning from the original motion, the chair may determine that proxy votes shall no longer be allowed for that agenda item. The proxy voter himself or herself may also choose to abstain prior to any formal decision of the chair.

A person appointed as proxy may not appoint another person to act in his or her stead.

## 10. Meetings

Working Group meetings shall be held, as decided by the working group, the Chair, or by petition of 15% or more of the members, to conduct business, such as making assignments, receiving reports of work, considering draft standards, and considering views and objections from any source.

A working group meeting shall be announced by a working group officer or designee at least 21 calendar days in advance. An agenda shall be distributed at least 5 calendar days in advance of a meeting.

The working group or meeting host may charge a meeting fee to cover services needed for the conduct of the meeting. The fee shall not be used to restrict participation by any interested parties.

While having a balance of all interested parties is not an official requirement for a working group, it is a desirable goal. As such, the officers of the working group should consider issues of balance and dominance that may arise and discuss them with the Sponsor.

## 11. Conduct

It is expected that participants in the working group behave in a professional manner at all times. Participants shall demonstrate respect and courtesy towards officers and each other, allowing a fair and equal opportunity to contribute to the meeting. Working group member representatives should always consider the IEEE Code of Ethics when taking action.

All working group participants shall act in accordance with all IEEE Standards policies and procedures, including intellectual property policies and procedures. Where applicable, working group participants shall comply with IEEE Policies Section 9.8 on Conflict of Interest.

# 12. Appeals

The working group recognizes the right of appeal. If technical or procedural appeals are referred back to the working group, every effort should be made to ensure that impartial handling of complaints regarding any action or inaction on the part of the working group is performed in an identifiable manner.

If the working group must conduct an appeal hearing, it shall model its appeals process based on the appeals processes of the IEEE-SA Standards Board.

## 13. Communications

Formal inquiries relating to the working group should be directed to the Chair and recorded by the Secretary. All replies to such inquiries shall be made through the Chair. These communications shall make it clear that they are responses from the working group.

#### 14. Indemnification

IEEE Bylaw I-300.3 discusses the IEEE policies for indemnification, which participants in the working group are expected to read and be familiar with. Entity representatives included in the working group roster will be recognized as duly authorized participants in IEEE standards development activities. (See also clause 8.)