

ICAPS Elections

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This document is meant to be a record of the definitive rules and processes for the various ICAPS elections. It is currently difficult to establish what these rules and processes are, because relevant changes to the bylaws are only recorded in minutes of previous ICAPS meetings, so that anyone looking solely at the bylaws on the ICAPS web site would have an outdated set of rules.

1 Elections of New ICAPS Council Members

1.1 Rules

The correct rules are as follows.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held during the annual ICAPS meeting. If for any reason there is no ICAPS in the year in question, then the annual meeting will be held on June 1st at 6pm PDT.

If this corporation makes no provision for members, then, at the annual meeting of directors held on the second day of the annual ICAPS meeting at 6PM local time, two (2) new directors shall be elected by the board of directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted.

Each year the board of directors will elect two new members to the board. The candidates for these positions will be the conference and program chairs for the conference that year. If there are fewer than four conference and program chairs or one or more of the conference and program chairs decline to be nominated, the President will solicit additional nominees from the board of directors. These additional nominees must be drawn from the conference and program chairs from prior years. At or before the annual meeting, each nominated candidate must first be concurred by a majority of the directors. Then each director shall cast two votes, with voting being by ballot only. The candidates receiving the highest number of votes shall be elected. A tie will be decided by a runoff election. Any remaining vacancies will be filled by the vacancies provisions specified below.

The term of the newly elected directors begins on the date of their election, and runs until the annual meeting 6 years later.

1.2 Process

The way the process has been run, nominations and elections take place about 2-3 months before the ICAPS council meeting, however, election results are only confirmed during the meeting. The new directors are invited to attend part of the council meeting as observers but only start in their new role at the end of the meeting.

Given the above rules the process includes the following steps:

- invitation to nominate to the chairs of the current ICAPS conference
- if the number of chairs choosing to nominate is less than 4, the president solicit nominations of previous ICAPS chairs by the board of directors. In practice, this is only meant to be used to resolve anomalies and we expect priority be given to the current chairs.
- directors are asked to confirm (endorse) nominations. Only nominees that are concurred by the majority of directors are official candidates.
- if there are more than 2 resulting candidates, elections take place.

1.3 Record of Relevant Changes to the Bylaws

The following bylaw change, documented in the 2008 ICAPS council minutes is relevant to the above.

“Craig reported on several votes that passed by email before the meeting: First, the bylaws will be changed as follows:

OLD TEXT

The organizers of each ICAPS conference will nominate the candidates for the two new members of board of directors each year. At least 120 days prior to the commencement of the ICAPS conference in a given year the ICAPS president shall solicit three nominees from the conference organizers. The candidates for directors will presumably, but not necessarily be from among the organizers. At least 90 days prior to the commencement of the ICAPS conference in a year, the organizers of the conference shall nominate three candidates. At the annual meeting, each nominated candidate must first be concurred by a majority of the directors. Each director shall cast two votes, with voting being by ballot only. The candidates receiving the highest number of votes shall be elected. Any remaining vacancies will be filled by the vacancies provisions specified below.

NEW TEXT

Each year the board of directors will elect two new members to the board. The candidates for these positions will be the conference and program chairs for the conference that year. If there are fewer than four conference and program chairs or one or more of the conference and program chairs decline to be nominated, the President will solicit additional nominees from the board of directors. These additional nominees must be drawn from the conference and program chairs from prior years. At or before the annual meeting, each nominated candidate must first be concurred by a majority of the directors. Then each director shall cast two votes, with voting being by ballot only. The candidates receiving the highest number of votes shall be elected. A tie will be decided

by a runoff election. Any remaining vacancies will be filled by the vacancies provisions specified below.”

2 Elections of New ICAPS Officers

2.1 Rules

The correct rules are as follows.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office for a period of two (2) years or until he or she resigns, is removed or is otherwise disqualified to serve, whichever occurs first.

The President Elect position is not renewable. Each year, the board of directors will hold elections to replace the ICAPS officers whose terms expire that year or to replace officers who resign. All current members whose remaining term as a director is not shorter than two years are eligible. As an exception to this rule, existing officers are eligible to be candidates for the position they hold, even if they have less than two years left to serve as directors. When an existing officer is elected for another term, that term will expire two years later or when his or her term as director expires, whichever occurs first. In the case of President Elect, if a director is elected and has less than four years remaining as director, then his or her term will be extended as required to fulfill the four year term.

The election shall occur in two stages, with first an election for the president elect position, followed by election of conference liaison, secretary, and treasurer. All posts shall be filled by the highest vote-getter. Ties shall result in a runoff of the two highest vote receivers. If a tie still results it shall be broken by the current president.

The changeover of officers and directors will take place at the conclusion of the ICAPS annual meeting. President-elect becomes president at the ICAPS conference two years following his or her election. If for any reason there is no ICAPS in the year in question, then June 1st is the reference date for the changeover.

2.2 Process

The process is simpler than for the new members. As explained above, the president elect role is handled before the remaining officer roles, but using the same process: 1) nominations, 2) elections with the highest number of votes, with rerun if necessary and repeated ties broken by president.

2.3 Record of Relevant Changes to the Bylaws

The following bylaw change, respectively documented in the 2006 and 2010 ICAPS council meeting minutes, are relevant to the above.

The 2006 one is as follows:

“Craig Knoblock discussed a change to the bylaws that allows officers to run for president elect if they have only 2 terms left, rather than 4. The motion was to change the text in Section to of the Bylaws from:

Original text: ”All current members whose remaining term as a director is not shorter than four years for President elect and two years for the two other officers are eligible.”

Revised text:‘ ”All current members whose remaining term as a director is not shorter than two years are eligible. In the case of President Elect, if a director is elected and has less than four years remaining as director, then his/her term will be extended as required to fulfill the four year term.”

The motion was approved.”

And here is the 2010 one

“ Enrico discussed the following proposal to change the bylaws.

ARTICLE 4

SECTION 2. OFFICERS (excerpt) Election of ICAPS officers takes place on even years, except in the case of resignation. All current members whose remaining term as a director is not shorter than two years are eligible. In the case of President Elect, if a director is elected and has less than four years remaining as director, then his/her term will be extended as required to fulfill the four year term.

Proposed change: Each year, the board of directors will hold elections to replace the ICAPS officers whose terms expire that year or to replace officers who resign. All current members whose remaining term as a director is not shorter than two years are eligible. As an exception to this rule, existing officers are eligible to be candidates for the position they hold, even if they have less than two years left to serve as directors. When an existing officer is elected for another term, that term will expire two years later or when his or her term as director expires, whichever occurs first. In the case of President Elect, if a director is elected and has less than four years remaining as director, then his or her term will be extended as required to fulfill the four year term.

This proposal was unanimously approved after discussion.”