

IACR Board of Director Votes

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This note is intended to explain votes in the Board of Directors and to motivate the proposed change of the bylaws.

Specifically, how many “yes” votes are required for a motion to pass in either the board meetings or when voting over e-mail? How are absences interpreted and affect the vote? This note explains the rules of the IACR as of early May 2019 with the following proposed changes to the bylaws.

Current text in Article V: Board of Directors:

A majority of the Board (including proxies) constitutes a quorum at the meetings. Decisions are made by a majority vote of the Directors present (including proxies) at meetings or by a majority vote of all members of the Board for actions taken outside of the meetings.

Proposed new text in Article V

Additional text highlighted in color, and [...] means removed text

[...] More than 2/3 of the members of the Board (including proxies) constitutes a quorum at the meetings. Decisions are made by a majority vote [...] (including proxies) at meetings or by a majority vote of all members of the Board for actions taken outside of the meetings.

Traditionally the Board has held meetings “in person” (e.g., physical) or via “teleconference or other electronic means” (e.g., virtual), and the Board has also made decisions by e-mail vote.

1 Board meetings

1.1 What is a meeting?

Article V of the bylaws state that

The Board meets in person at least once annually. These meetings take place at varying locations among the IACR General Conferences, each time prior to the respective Assembly. The Board may also meet via teleconference . . .

Robert's Rules of Order FAQ [<http://www.robertsrules.com/faq.html#19>] explicitly address whether Board meetings can be held by conference calls: "You may hold board meetings by conference telephone call only if your bylaws specifically authorize you to do so." Since the bylaws explicitly state that the Board may meet via teleconference the voting rules for in-person (physical) and teleconference (virtual) Board meetings are the same.

1.2 Abstentions

Article V of the bylaws with the proposed change states that

More than $2/3$ of the members of the Board (including proxies) constitutes a quorum at the meetings. Decisions are made by a majority vote (including proxies) at meetings . . .

Before the proposed change, this text said "a majority vote of the Directors present" and this actually means that a majority of the votes of all Directors have to be "yes" for a motion to pass. This implies that an abstention has the same effect as a "no" vote. [<http://www.robertsrules.com/faq.html#6>]

1.3 Summary

Suppose at a meeting there are B voting members of the Board, m members personally present, and p proxies assigned to members present.

- Quorum for a meeting to be held: $(m + p) > 2B/3$.
- Let y be the number of "yes" votes for a motion and n be the number of "no" votes (the president does not vote at this stage). The motion is successful if $y > n$ and fails if $y < n$.
- In case $y = n$, the president votes to break the tie.
- Absences and abstentions reduce the number of votes cast.

2 Email votes

Article V of the bylaws state that

Decisions are made . . . by a majority vote of all members of the Board for actions taken outside of the meetings.

The proposed change does not affect that. Suppose there are B voting members of the Board.

- Number of "yes" votes required for a motion to be successful: $y > B/2$.
- President votes only in the case of $y = \lceil (B - 1)/2 \rceil$.
- Abstentions have the same effect as a "no" vote.
- Absences have the same effect as a "no" vote.