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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

NING XI, an individual,

Plaintiff,

VS.

INSTITUTE OF ELECTRICAL AND
ELECTRONICS ENGINEERS, INC., a
New York Non-Profit Corporation, and
KAREN P. BARTLESON, an
individual,

Defendants.

TO: Michael Lindsay
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PLEASE TAKE NOTICE that on December 2, 2019 or as soon thereafter as counsel may be heard, Plaintiff will apply to the Hon. Esther Salas, U.S.D.J., at the Martin Luther King & U.S. Courthouse, 50 Walnut Street, Newark, New Jersey, for an Order imposing contempt sanctions against Defendants in the above matter.

Plaintiff relies upon the Brief and Declaration of Jeffrey A. Crapko, submitted and filed herewith.

A proposed form of Order accompanies this motion.

Date: November 8, 2019

Respectfully submitted,

BUCHANAN INGERSOLL & ROONEY PC

/s/ Christopher J. Dalton

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CERTIFICATE OF SERVICE

I, Christopher J. Dalton, hereby certify that on this date I caused a true and correct copy of the foregoing Notice of Motion, including all supporting papers, to be served via CM/ECF on all counsel and parties registered to receive Notice of Electronic Filing.

November 8, 2019

/s/ Christopher J. Dalton

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Civil Action 2:17-cv-07316-ES-MAH

PLAINTIFF’S MOTION FOR CONTEMPT SANCTIONS

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TABLE OF CONTENTS

	Page
INTRODUCTION	1
BACKGROUND	3
A. This Lawsuit Sought One Thing — Preservation of Dr. Xi’s Rights.....	3
B. The IEEE Tries to Circumvent the Court’s Injunction to Remove Dr. Xi Anyway	5
C. The IEEE Decides to Violate the Court’s Order and Take Matters Into its Own Hands	8
D. The Criminal Case Ends In a Complete Dismissal With Prejudice in Favor of Dr. Xi.....	11
E. Communications With Counsel Reveal IEEE’s True Intent to Remove Dr. Xi Without Regard to Any Claimed “Incapacity”.....	12
STANDARD	15
ARGUMENT	16
A. The IEEE Violated this Court’s Order By Removing Dr. Xi from the RAS Presidency	16
B. The IEEE Knew it Was Violating This Court’s Order	23
C. This Court Should Hold the IEEE in Civil Contempt.....	27
CONCLUSION	29

TABLE OF AUTHORITIES

Page(s)

Cases

<i>AngioDynamics, Inc. v. Biolitec AG</i> , 823 F.3d 1 (1st Cir. 2016).....	18
<i>Equinox Software Sys., Inc. v. Airgas, Inc.</i> , 1997 WL 12133 (E.D. Pa. Jan. 7, 1997).....	26
<i>Gilgallon v. Cty. of Hudson</i> , 2006 WL 1948985 (D.N.J. July 12, 2006)	15
<i>Halderman by Halderman v. Pennhurst State School & Hosp.</i> , 49 F.3d 939 (3d Cir. 1995)	27
<i>Harris v. City of Philadelphia</i> , 47 F.3d 1311 (3d Cir. 1995)	15, 16
<i>John B. Stetson Co. v. Stephen L. Stetson Co.</i> , 128 F.3d 981 (2d Cir. 1942)	18
<i>Robin Woods Inc. v. Woods</i> , 28 F.3d 396 (3d Cir. 1994)	15
<i>United States v. Christie Industries, Inc.</i> , 465 F.2d 1002 (3d Cir. 1972)	18, 27
<i>United States v. Fuller</i> , 919 F.3d 139 (4th Cir. 1990)	18
<i>United States v. Ning Xi</i> , No. 18-00226 (W.D. Mich.)	12, 13, 14
<i>Youakim v. McDonald</i> , 71 F.3d 1274 (7th Cir. 1995)	18

Court Rules

Fed. R. Crim. P. 29(a)	12
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INTRODUCTION

The IEEE continues to believe that it can make up the rules as it goes along. But this time, the rule it unilaterally circumvented was the Court's preliminary injunction barring the IEEE from conducting *any* special meetings at *any* time to determine Dr. Xi's membership status in *any way*. The IEEE unilaterally removed Dr. Xi as president of its Robotics and Automation Society ("RAS") shortly before this case was stayed, citing Dr. Xi's alleged "incapacity" due to his then-pending criminal proceedings in the Western District of Michigan. But when those criminal proceedings resolved in Dr. Xi's favor and the "incapacity" was removed, the IEEE still refused to reinstate Dr. Xi as RAS President and has otherwise stripped him of his RAS Administrative Committee membership.

In reality, the IEEE has been determined to prevent Dr. Xi from holding the RAS Presidency since the inception of this lawsuit. It cited the "danger" posed by the RAS Presidency as one of the reasons that the Court should have rejected Dr. Xi's motion for a temporary restraining order (and, then, a preliminary injunction). The Court rejected these arguments. The IEEE then cited the RAS Presidency as the sole motivating concern behind a sky-high \$1,000,000 bond demand. The Court rejected those concerns too, imposing a \$5,000 bond instead. Finally, the IEEE cited Dr. Xi's impending assumption of the RAS Presidency as the sole

reason for its “emergency” motion to dissolve the Court’s injunction. The Court rejected that rationale too.

Yet now, the IEEE says that it *never understood* the Court’s injunction to bar it from removing Dr. Xi from the RAS Presidency. Instead, it adopts a more limited view (unsupported by the record) that the Court only intended to bar the IEEE from removing Dr. Xi as a member of the IEEE. But this is not what the Court’s injunction said, and it is certainly not what the Court meant when it ordered that the IEEE was barred from conducting any special meeting, at any time “to determine Plaintiff’s membership status” which was never as limited as the IEEE now claims. Order Granting Request for TRO, Dkt. #18. Dr. Xi did not just obtain an injunction barring his removal as a member of the IEEE; he also obtained an injunction barring the IEEE from removing him as a Fellow, as President of RAS, and as a member of the RAS Administrative Committee, all of which have always been part of Dr. Xi’s “membership status.” The IEEE has acknowledged as much in filing after filing. It cannot rewrite history now.

This Court should find the IEEE in civil contempt of its injunction. The IEEE knew (or, at the very least, clearly should have known) that its unilateral action was a violation of the Court’s order. After all, it expressly sought emergency dissolution of the Court’s injunction to allow it to remove Dr. Xi from the RAS Presidency in the first place. But when it did not get its requested relief,

the IEEE decided to act as its own court and issue its own orders, once again making up its own rules as it went along. This Court should hold the IEEE in contempt and order that: (1) Dr. Xi immediately be restored to the remainder of his term as RAS President, (2) Dr. Xi immediately be restored to the RAS Administrative Committee, and (3) the IEEE reimburse Dr. Xi for all costs and attorneys' fees incurred as a consequence of its unlawful action.

BACKGROUND

A. This Lawsuit Sought One Thing — Preservation of Dr. Xi's Rights.

Dr. Xi was forced to file this action when Defendants threatened to expel him summarily from the IEEE for reasons they refused to disclose, and pursuant to an *ad hoc* procedure, the conclusion of which was long foregone. *See generally, Compl.*, Dkt. #1. All Dr. Xi has ever sought were the most basic of due process protections, including an articulation of the allegations against him, the evidentiary basis for the allegations, and an opportunity to participate and be heard in an impartial setting. *See id.* at ¶¶ 42-51, 75-85; Vernon Letter to IEEE, Dkt. #1-3, at 3-4. The IEEE seemed determined to ignore its own Bylaws, *see IEEE Bylaws*, Dkt. #1-5, at I-110, and its members' due process rights in the process, and even went as far as to threaten to destroy Dr. Xi's reputation if he dared file suit to enforce his rights. *See Lindsay Letter*, Dkt. #1-4 (“[L]itigation is conducted in a public forum, and there is a presumption that all court proceedings will be open to

the public. ... IEEE is confident in defending itself in public proceedings, but we question whether Dr. Xi rightly maintains that same level of confidence for his own defense.”).

Dr. Xi refused to be intimidated by these bullying tactics. He filed this suit and moved immediately for a restraining order and preliminary injunction. Compl., Dkt. #1; Mot. for TRO, Dkt. #2. After expressing a number of concerns about Defendants’ conduct and threatened course of action during the September 26, 2017 injunction hearing, *see generally* TRO Trans., Dkt. #26, the Court granted Dr. Xi’s motion and restrained Defendants from proceeding with that course of action, or from meeting “at any other time—to determine Plaintiff’s membership status (except to the extent any such meeting concerns settlement negotiations[.])” Order Granting Request for TRO, Dkt. #18.

In its ruling, the Court noted its concern about Defendants’ plan to bypass the Ethics and Member Conduct Committee, and proceed before a tainted “presidential committee”:

There have been presentations made, there have been slide shows made, there have been arguments made to the very people that are now ultimately supposed to hear him, keep their minds open. It sounds like they’re not insulated from this process, as they would have been insulated had they followed the bylaws in a formal complaint.

TRO Trans., Dkt. #26, at 23. It appeared to the Court that Defendants were simply making up the rules as they went along:

Quite frankly, what concerns me, is... that IEEE's position seems to be that it can make up the rules as it goes along without regard for what the bylaws saw. It does not allow fellows and members, such as Dr. Xi, any fair notice regarding what the rules are, and it clearly is not in the process outlined by the detailed bylaws and policies.

Id. at 19. And, like Dr. Xi, the Court expressed consternation about the fact that Defendants refused to afford Dr. Xi any clear notice of the allegations against him, or a fair opportunity to be heard:

[Following the Bylaws] probably would make a whole heck of a lot of sense ... it would be nice to know exactly what you're claiming he did, whether it be conduct unbecoming a member or fellow, whether it is indeed theft, whether you are accusing him of misappropriation of IEEE funds. Let's lay it out. Let him know what those charges are, and then let the process play out. ... Give them the unredacted forensic analysis. Let him see what people are saying he did, and we'll take it from there.

Id. at 54-55. After the Court granted Dr. Xi's request for a temporary restraining order, and he posted a bond to protect Defendants from any possible harm while the litigation remained ongoing, the Court converted the restraining order into a preliminary injunction. Preliminary Injunction Order, Dkt. #44

B. The IEEE Tries to Circumvent the Court's Injunction to Remove Dr. Xi Anyway.

Instead of accepting the Court's Order, Defendants immediately went to work to try to find a way to circumvent it. True to form, they continued to "make up the rules as they went along." *see* TRO Trans., Dkt. #26, at 19. By October 9, 2017, the IEEE's in-house counsel had hatched a plan: they hoped to convince the

Board to adopt a Bylaw amendment that they would then use to try to justify Dr. Xi's expulsion.

As explained in more detail in Dr. Xi's response to the IEEE's Motion to Dissolve, *see* Dkt. #65, at 4-13, IEEE's in-house counsel essentially fed the then-Chair of the Governance Committee (William Walsh) an amendment which would have the planned effect of allowing the IEEE to remove Dr. Xi and circumvent the Court's order.¹ IEEE kept Mr. Walsh in the dark about the true purpose of the amendment, and further shepherded the amendment onto the Board of Directors' consent agenda to make sure that it would attract little attention. As is typical for "noncontroversial" items on the consent agenda, it was automatically approved at the beginning of the Board of Directors meeting. Mr. Walsh's deposition and the IEEE's discovery responses revealed that the Board of Directors was not informed of the existence of this litigation, or the Court's restraining order, until *after* the amendment was passed via consent agenda. *Id.*, Ex. B, at 143-45.²

¹ The Court can easily find more evidence of the IEEE's contempt for its orders in the ongoing saga regarding the IEEE's attempts to seal documents in this case without providing any legal justification. Despite being ordered no less than *four times* to comply with the Court's rules regarding sealing documents, the IEEE continues to refuse to follow the rules. *See* Dkt. ## 71, 86, 89, 93. Many documents in this case remain incorrectly sealed as a result, and the IEEE continues its unchecked defiance.

² Exhibits referenced herein are attached to the Declaration of Jeffrey A. Crapko, submitted and filed herewith.

The IEEE then waited for three weeks before deciding that the new amendment had created an emergency, and it filed a motion asking this Court to dissolve the injunction. But the IEEE's *only* cited exigency was that it wanted to remove Dr. Xi from becoming president of the Robotics and Automation Society ("RAS") as quickly as possible:

The Court: So what's the exigency?

Mr. Lindsay: And the reason for that is *we still do not want Dr. Xi becoming president of the robotics society... if his membership is terminated, that has the effect that he is no longer eligible to serve as president...* the reason for the exigency is that term is scheduled to begin in January, and the IEEE would prefer to have this matter resolved before he assumed the presidency. But if it can't do that before he assumed the presidency, we want it done... as promptly as possible.

Hearing Trans., Dkt. #55 at 9 (emphasis added). The Court rejected the IEEE's false claims of exigency, and allowed a period of expedited discovery to take place. Crucially, the Court's injunction remained in place for this entire period, including its prohibition on removing Dr. Xi from membership and leadership roles in the RAS. The IEEE understood this to be the effect of the Court's order, because it did not take any action to remove Dr. Xi from the RAS membership and presidency for the months which followed, despite its stated exigency and desire to do so.

Discovery proceeded, despite the IEEE's best attempts to obstruct the process (including by initially refusing to produce a privilege log, eventually leading to an in camera inspection by Magistrate Judge Hammer, the results of which are still pending). *See* Dkt. #65, at 13-15. Discovery revealed that Mr. Walsh (the IEEE's designated "originator" of the relevant Bylaw amendment) had little to no understanding of the amendment's true purpose in removing Dr. Xi without due process, and instead understood that the amendment had nothing to do with the disciplinary process at all. *See* Dkt. #65, at 9-13. The IEEE refiled its motion to dissolve, and Dr. Xi responded. As of February 12, 2018, the matter was fully briefed and awaiting decision by the Court.

C. The IEEE Decides to Violate the Court's Order and Take Matters Into its Own Hands

On February 23, 2018, Defendants filed a motion seeking judicial notice of the fact that Dr. Xi had been arrested and charged via criminal complaint with actions related to his membership in the IEEE. *See* Dkt. #68. Apparently emboldened by the Government's action, the IEEE immediately demanded Dr. Xi's resignation "or else": "[I]t is impossible for Dr. Xi to continue serving as RAS president... As a result, IEEE expects Dr. Xi to resign as President of RAS no later [than] noon EST on Saturday, February 24, 2018. ... If Dr. Xi will not resign the Presidency of RAS by the deadline set forth above, action to remove him from that office will be initiated by RAS through the processes specified in the RAS

bylaws and IEEE bylaws[.]” Ex. A, February 2018 Correspondence with Bruce Ewing.

Dr. Xi responded and, as a compromise, offered to take an immediate and temporary leave of absence from the RAS Presidency. This is indeed provided for in the RAS Bylaws. *Id.*; see Ex. B, RAS Bylaws at Bylaw XX. The IEEE rejected this offer, and instead took the position that “the Court’s injunction applies solely to Dr. Xi’s ‘membership status,’ not to his role as President of RAS, and no action is contemplated regarding Dr. Xi’s membership status by either IEEE or RAS at this time. We do not agree that RAS is prohibited from suspending or removing Dr. Xi from the RAS Presidency on the ground of his incapacity or otherwise in a manner compliant with the IEEE and RAS bylaws.” *Id.*

Dr. Xi’s counsel responded and reminded IEEE that “The reason we litigated the bond issue was because of the harm you alleged you might incur as a result of being enjoined from suspending or removing Dr. Xi from the presidency.” Ex. A. Indeed, the IEEE’s counsel had previously made quite clear that he understood that the Court’s injunction would restrain IEEE “from taking actions that would either suspend or remove [Dr. Xi] from the Presidency.” TRO Hearing Trans., Dkt. #26, at 56. He further stated that this was the only aspect of the injunction that posed a risk of irreparable harm, and that the risk necessitated a bond. *Id.* Then, the IEEE’s formal bond request stated that the Court’s injunction

would “deprive[] IEEE of the path that IEEE’s Board had selected to address the financial risks that [Dr.] Xi’s ascension to the Presidency would pose.” Dkt. #20, at 4. In their reply, they further confirmed that the injunction would place IEEE “at risk of monetary damages” because it prevented IEEE from halting “[Dr.] Xi’s assumption of the RAS Presidency. Dkt. #25, at 2-3. Simply put, again and again, the IEEE indicated it understood the Court’s injunction to forbid it from removing Dr. Xi from the RAS Presidency.

IEEE ignored this inconvenient history, choosing instead to assert that “the RAS Administrative Committee will decide what to do as it thinks best, consistent with the Bylaws of RAS and IEEE, and we will let you know the outcome when we know it.” Ex. A. In other words, the IEEE intended to continue to do whatever it wanted and make up the rules as it went along, despite an injunction to the contrary.

Despite the IEEE’s “we-can-do-whatever-we-want” rhetoric, a month passed with no action by the IEEE to alter or remove Dr. Xi from his membership and leadership positions within the IEEE (including RAS). But on March 30, 2018, the IEEE announced a sudden change:

We write primarily to inform you of the outcome of today’s meeting of the Administrative Committee (the “AdCom”) of the Robotics and Automation Society (RAS). In light of the Order Setting Conditions of Release in *United States v. Ning Xi* (the “Order”), under which Dr. Xi must avoid “all contact, directly or indirectly” with any victim (which includes IEEE), the AdCom determined that Dr. Xi has

become incapable of performing his duties as President (and is therefore incapacitated under Art. V, Sec. 9 of the RAS Constitution). In accordance with IEEE Bylaw I-111.7, AdCom has removed Dr. Xi as President of RAS, with immediate effect.

Ex. C, March 30, 2018 Correspondence from Bruce Ewing. With this email, the IEEE announced that it had taken exactly the action that Dr. Xi had warned against: it had violated the Court's injunction and altered Dr. Xi's membership by removing him from the RAS Presidency. This action also had the effect of removing Dr. Xi from the RAS Administrative Committee ("AdCom"), membership that was otherwise guaranteed to Dr. Xi by virtue of his status as a President of RAS. The case was stayed shortly thereafter, ECF # 77, with instructions to notify the Court once the criminal case against Dr. Xi was resolved.

D. The Criminal Case Ends In a Complete Dismissal With Prejudice in Favor of Dr. Xi.

Although this case was stayed, Dr. Xi remained quite busy battling the IEEE's allegations. Dr. Xi demanded his right to a trial by jury and proceeded to trial on June 18, 2019. Following eight days of trial, on July 1, 2019, the jury announced that it was unable to reach a verdict, and the court declared a mistrial.³

³ Discovery in the criminal case revealed a multitude of long-suspected but unconfirmed facts. Ms. Lach (the IEEE's then-general counsel) appears to have been quite involved with personally advancing the case against Dr. Xi. But she had to concede that the IEEE's audit department lacked accountability and controls, and she assured the FBI that she was taking steps to improve the IEEE's internal accounting practices. Still, it was revealed at trial that Ms. Lach directed that her own external auditor, Grant Thornton, remove parts of its report which she

See United States v. Ning Xi, No. 18-00226 (W.D. Mich.), Dkt. #132. The court further issued a briefing schedule for Dr. Xi's motion for judgment of acquittal under Fed. R. Crim. P. 29(a). *Id.* Eight days later, the Government moved to "dismiss the Indictment with prejudice for the reason that the jury deadlocked after an eight-day trial, and the Government does not reasonably expect that the proofs would meaningfully change in a retrial of this matter or that retrial would produce a different result." *See United States v. Ning Xi*, (W.D. Mich.), Dkt. #136. On July 11, 2019, the court issued an order of dismissal with prejudice, exonerated Dr. Xi's bond, released all property securing his bond, and dissolved its notice of *lis pendens* and a post-indictment restraining order. *See United States v. Ning Xi*, (W.D. Mich.), Dkt. #142.

The criminal case was therefore fully, finally, and conclusively resolved in Dr. Xi's favor.

E. Communications With Counsel Reveal IEEE's True Intent to Remove Dr. Xi Without Regard to Any Claimed "Incapacity."

Following dismissal of all charges, Dr. Xi's counsel wrote to the IEEE requesting that he be "immediately restore[d] to the RAS Presidency for the remainder of his original term." Ex. D, August 30, 2019 Letter to IEEE's

felt were not flattering to the IEEE. This is the same report that has been systematically hidden from Dr. Xi, and the same report that Ms. Lach and the IEEE attempted to use as a pretext for removing Dr. Xi and rescinding his rights. Ms. Lach also made false statements in at least one of her interviews, statements that the IEEE's attorney, Michael Lindsay, was forced to later walk back.

Counsel.⁴ After all, the IEEE’s sole stated reason for removing Dr. Xi was due to his alleged “incapacity” as a result of his pending criminal proceedings and his bond condition forbidding him from any contact with the IEEE. But his criminal proceedings had been resolved (in his favor), and all bond conditions and restraints on Dr. Xi’s actions had been released. *See United States v. Ning Xi*, (W.D. Mich.), Dkt. #142. So it stood to reason that given that Dr. Xi was no longer “incapacitated,” he could resume his presidency. Additionally, because status as RAS President automatically entitled Dr. Xi to be a member of the RAS AdCom, Dr. Xi’s resumption of the RAS Presidency would have the further effect of restoring him to his rightful place on RAS AdCom.

The IEEE’s response made clear that alleged incapacity was never its real concern. It began by reminding Dr. Xi that he had been arrested and charged with crimes, but made no mention that those charges had been dismissed in Dr. Xi’s favor after a jury refused to convict him. Ex. E, September 10, 2019 Response Letter. Then, the IEEE took the bizarre position that Dr. Xi should have sought an additional injunction prohibiting it from determining his membership status as RAS President, even though he already had an injunction doing exactly that. “Despite his advanced [sic] knowledge of [the prospect that the IEEE would remove him from the RAS Presidency], Xi took no action to prevent the RAS from

⁴ This term was originally to run from 2018 through 2019.

meeting to determine how to conduct its affairs.” *Id.* But see Injunction Order, Dkt. #18, at 1 (“Defendants *shall be restrained* from conducting a special meeting—on September 28, 2017 *or at any other time*—to determine *Plaintiff’s membership status* (except to the extent any such meeting concerns settlement discussions).” (emphasis added)).

Then, the IEEE stated its “confusion” regarding whether Dr. Xi’s request that he be reinstated for “the remainder of his original term” (which concludes at the end of 2019) actually meant that Dr. Xi wanted to be reinstated for the remainder of his original term in 2019. “[Y]ou appear to be asking that the RAS AdCom remove current president Wolfram Burgard (who has served in the role since March 2018) and install Dr. Xi for the last three months of 2019.” Ex. E. Well, yes. This is exactly what Dr. Xi requested.⁵

Then, the IEEE set up a straw man that Dr. Xi had frankly never come close to requesting: “Or perhaps Dr. Xi believes that he was elected to a twenty-four month term, to be served whenever it was both convenient and lawful for him to do so.” *Id.* No — this is not what Dr. Xi requested. In any event, IEEE made clear that (despite the fact that Dr. Xi was no longer incapacitated), it would rest on its

⁵ Dr. Xi also points out that nothing is being “taken” from Dr. Burgard. After all, he was originally slated to begin his Presidency on January 1, 2020, which he would still be able to do if the IEEE chose to allow it. Dr. Xi’s requested relief is therefore entirely focused on making him as whole as possible, rather than depriving Dr. Burgard of anything.

removal of Dr. Xi: “IEEE is not going to compel the RAS AdCom to undo its decisions.” *Id.*

In other words, the IEEE’s removal of Dr. Xi was never about incapacity. Had that been the case, it would have no conceivable objection to reinstating Dr. Xi after that incapacity had been removed. Instead, it was about the IEEE’s original goal — altering Dr. Xi’s membership status by removing him as a Member, Fellow, President of RAS, and Member of the RAS AdCom. This was exactly what the Court’s injunction forbade, but the IEEE went ahead and did it anyway.

STANDARD

Injunctions are ““extraordinary writs, enforceable by the power of contempt.”” *Gilgallon v. Cty. of Hudson*, 2006 WL 1948985, at *4 (D.N.J. July 12, 2006) (citing *Gunn v. Univ. Comm. to End the War in Vietnam*, 399 U.S. 383, 388–89 (1970)).

“To prove civil contempt the court must find that (1) a valid court order existed, (2) the defendant had knowledge of the order, and (3) the defendant disobeyed the order.” *Harris v. City of Philadelphia*, 47 F.3d 1311, 1326 (3d Cir. 1995). “Contempt must be proved by clear and convincing evidence.” *Robin Woods Inc. v. Woods*, 28 F.3d 396, 399 (3d Cir. 1994). “The validity of the underlying order is not open to consideration.” *Harris*, 47 F.3d at 1326

“[B]ecause ‘civil contempt sanctions, or those penalties designed to compel future compliance with a court order, are considered to be coercive and avoidable through obedience,’ they may be imposed in an ordinary civil proceeding upon notice and an opportunity to be heard, and require neither a jury trial nor proof beyond a reasonable doubt.” *Harris*, 47 F.3d at 1328 (citing *Int’l Union, United Mine Workers of Am. v. Bagwell*, 512 U.S. 821, 827 (1994)).

ARGUMENT

A. The IEEE Violated this Court’s Order By Removing Dr. Xi from the RAS Presidency.

On September 26, 2017, this Court entered the following temporary restraining order: “Defendants shall be restrained from conducting a special meeting—on September 28, 2017 or at any other time—to determine Plaintiff’s membership status (except to the extent any such meeting concerns settlement discussions)[.]” Dkt. #18, at 1. On November 22, 2017, this Court converted this temporary restraining order into a preliminary injunction. Dkt. #44, at 2.

The import of the Court’s ruling in this regard was clear — IEEE was forbidden from taking any action “to determine Plaintiff’s membership status.” Dr. Xi’s membership status in the IEEE and all of its constituent entities (including RAS) was frozen until such a time as the IEEE either (A) followed its bylaws regarding the member discipline process, or (B) the Court dissolved its injunctive order.

First, start with the plain language of the Court’s injunction, forbidding the IEEE from holding any special meeting “at any other time to determine Plaintiff’s membership status.” The language is intentionally broad, and effectively preserved the *status quo* for Dr. Xi—the very purpose of an injunction. Moreover, at the time the Court issued its injunction, Dr. Xi’s “membership status” included the following positions with the IEEE: (1) President of RAS, (2) Member of the RAS AdCom, (3) IEEE Fellow, and (4) IEEE basic membership. There is no limitation in the Court’s order restricting its injunction to just one of those categories, even though this was discussed at the TRO Hearing (*see* footnote 3 and accompanying citation, *above*). And to the extent the IEEE now asserts that RAS membership is somehow separate from IEEE membership, it ignores the fact that RAS’s own Constitution makes clear that RAS is a subordinate component of the IEEE: “the IEEE Robotics and Automation Society (RAS) ... shall be governed in accordance with the Constitution and Bylaws of the [IEEE]. ... Membership in the Society shall be available to members of the IEEE in any grade ... subject to applicable IEEE rules and regulations[.]” Ex. F, RAS Constitution, Art. 1, sec. 1; Art. III, Sec. 1-2. The IEEE is the dominant organization in full control of its subordinate interest societies, like RAS. The Court’s order therefore equally applied to Dr. Xi’s membership status within the full ambit of IEEE activities and titles.

Further, the context surrounding this Court’s injunction indicates that the parties always knew the injunction forbade IEEE from removing Dr. Xi as RAS President. “The language of an injunction must be read in the light of the circumstances surrounding its entry: the relief sought by the moving party, the evidence produced at the hearing on the injunction, and the mischief that the injunction seeks to prevent.” *United States v. Christie Industries, Inc.*, 465 F.2d 1002, 1007 (3d Cir. 1972); *accord AngioDynamics, Inc. v. Biolitec AG*, 823 F.3d 1, 10 n. 7 (1st Cir. 2016); *Youakim v. McDonald*, 71 F.3d 1274, 1283 (7th Cir. 1995) (“[W]e must construe injunctions in light of the circumstances that produced them ... courts have found conduct to violate an injunction if it threatens the spirit if not the literal language of the earlier order.”); *United States v. Fuller*, 919 F.3d 139, at *3 (4th Cir. 1990) (table) (“[A]n injunction may not be avoided on merely technical grounds. Moreover, the language of an injunction must be read in the light of the circumstances surrounding its entry.”); *John B. Stetson Co. v. Stephen L. Stetson Co.*, 128 F.3d 981, 983 (2d Cir. 1942) (“[I]t is proper to observe the objects for which the relief was granted and to find a breach of the decree in a violation of the spirit of the injunction, even though its strict letter may not have been disregarded.”).

Like all injunctive relief, this Court’s order was not issued in a vacuum. By the time the Court issued its injunction, it had ample evidence regarding the

IEEE's proposed action: the IEEE unambiguously requested to form a special ad hoc committee (or other body) to remove Dr. Xi through a special meeting from membership and fellowship with the IEEE, and to specifically remove him from Presidency of RAS as well. *See Hearing Trans.*, Dkt. #26, at 67-68 (finding irreparable harm to Dr. Xi for the loss of his Fellow status and rejecting IEEE's arguments regarding the RAS Presidency). After, all, IEEE's counsel specifically argued that the IEEE required a \$1,000,000.00 bond from Dr. Xi to guard against the "irreparable harm" that the IEEE would suffer if Dr. Xi assumed the RAS Presidency. Indeed, IEEE's counsel specifically conditioned his request for an injunction bond on the premise that the Court would be enjoining the IEEE from affecting Dr. Xi's membership status in any way:

The Court: What would be the appropriate bond, based on what you're saying?

Mr. Lindsay: Again, it depends on what your Honor is going to restrain IEEE from doing. If we separate this into three categories, there is membership in IEEE, there is the IEEE fellowship, *there's the presidency of Robotics and Automation Society*.⁶ For those first two, I'm not going to tell you that there's some threat of irreparable harm to IEEE, other than damage to its own reputation should the allegations indeed be true.

⁶ Here, as described above, the IEEE's counsel explicitly acknowledges that the Court's ruling will impact Dr. Xi's status as an IEEE Fellow, RAS President, *and* IEEE Member. The Court further mentioned these separate membership concepts as part of its ruling. *See Hearing Trans.*, Dkt. #26, at 67-68.

The Court: I can't put a number on that.

Mr. Lindsay: We're concerned about that third category [the RAS Presidency].

...

The Court: So what are you saying?

Mr. Lindsay: So if your Honor's order is that IEEE is restrained from proceeding as to those first two items, then we don't believe any bond would be necessary. *If your Honor's order is that IEEE is restrained from taking actions that would either suspend or remove him from the presidency position, that's a different matter because that's the role that has the financial responsibility in it.*

The Court: What's the bond?

Mr. Lindsay: \$1 million.

Hearing Trans., Dkt. #26, at 56-57 (emphasis added). The Court thereafter ordered supplemental briefing regarding the need for a bond.

The IEEE's supplemental briefs focused on the need for a bond because the Court's injunction restrained it from removing Dr. Xi from the RAS Presidency. Indeed, IEEE declared for the Court that its whole motivation for trying to expel Dr. Xi was based on the "IEEE's Board of Directors determin[ing] that Xi posed a significant financial risk to IEEE if he succeeded to the presidency of IEEE's Robotics & Automation Society (the 'Robotics Society')." Dkt. #20, at 3-4. It further recognized that "The Court's Order thus deprives IEEE of the path that

IEEE’s Board had selected to address the financial risks that Xi’s ascension to the Presidency of the Robotics Society would pose.” *Id.* at 4. The IEEE’s entire basis for a bond request was “the [purported] financial risk to which IEEE will be exposed as a result of Xi’s assuming the Robotics Society Presidency and his continued membership in IEEE.” *Id.* at 8.

Concern over the IEEE’s inability to remove Dr. Xi from the RAS Presidency was not an isolated point. In the IEEE’s reply, it made sure to emphasize its view that: **“Xi’s Assumption of the Robotics Society’s Presidency Places IEEE at Financial Risk, from Which the Bond Should Protect IEEE.”** Dkt. #25, at 3. In doing so, it specifically noted “the serious risk of financial harm that IEEE has identified flowing from Xi’s assumption of the Robotics Society Presidency[.]” *Id.* at 2-3. For the next five pages, the IEEE articulated all of the alleged financial dangers that the Court’s injunction posed to the IEEE due to Dr. Xi’s pending assumption of the RAS Presidency, ultimately renewing its request for a bond. But it clearly understood the Court’s order to prohibit it from removing Dr. Xi as RAS President, since it concluded: “The Court has entered a temporary restraining order that places IEEE at risk of monetary damages, and the order should therefore be conditioned upon plaintiff’s posting of a sufficient bond.” *Id.* at 9.

Plainly, the RAS Presidency was on the IEEE's mind in the immediate aftermath of the temporary restraining order, and the Court was fully advised on this issue. Based on the IEEE's representations regarding these financial risks, the Court entered a bond. Dkt. #43, at 5; Dkt. #44, at 1. But the Court did *not* modify the temporary restraining order, and the IEEE consented to the TRO's conversion into a preliminary injunction, without ever seeking a modification of its terms. Dkt. #43, at 5 ("Defendant recently clarified that it 'does not oppose conversion of the temporary restraining order into a preliminary injunction, *except on the grounds previously argued, which this Court has rejected*' ... Accordingly, the existing TRO ... is converted to a preliminary injunction[.]") (emphasis added).

The IEEE's single-minded focus on the RAS Presidency as its major reason for wanting to dissolve the Court's injunction did not go away. On December 7, 2017, the IEEE moved to dissolve this Court's injunction, requesting an "expedited hearing." When asked for the reason it needed "expedited" consideration of a potential dissolution of the injunction, IEEE's counsel explained:

The Court: So what's the exigency?

Mr. Lindsay: And the reasons for that is *we still do not want Dr. Xi becoming president of the robotics society. ... And that's what the primary objective of having – being able to make that determination through the process that now the bylaws permit. The reason for the exigency is that term scheduled is to begin in January, and IEEE would prefer to have this matter resolved before he assumes the presidency.*

But if it can't do that before he assumes the presidency, we want it done as — nevertheless, as promptly as possible.

Dkt. #55, December 15, 2017, Hearing Trans., at 9 (emphasis added). In other words, as of December 15, 2017, the IEEE wanted to dissolve the Court's preliminary injunction because it *understood* that preliminary injunction to bar it from preventing Dr. Xi from assuming the RAS Presidency. This is the entire reason it moved for expedited consideration of its motion to dissolve the injunction in the first place. And the entire reason it demanded that Dr. Xi post a bond was to guard against an alleged "financial risk" that might come to pass if he were allowed to serve as RAS President.

B. The IEEE Knew it Was Violating This Court's Order.

The IEEE claims now that it always interpreted this Court's injunction as forbidding one thing and one thing only — any action regarding Dr. Xi's membership status at the IEEE. By IEEE's strained reading, removal of Dr. Xi from the Presidency of RAS (which itself is a subordinate subdivision of the IEEE and which mandates IEEE membership) is somehow not an action regarding Dr. Xi's membership status within the IEEE.

But this new-found understanding is belied by the record in this case. From the first day of proceedings up until late February 2018, the IEEE consistently interpreted this Court's injunction in the same manner as Dr. Xi. It prohibited

Defendants from conducting any special meeting, “on September 28, 2017 *or at any other time*—to determine Plaintiff’s membership status[.]” Dkt. #18, at 1. Apparently “at any other time” did not include March 30, 2018 to IEEE, because it announced that it had removed Dr. Xi as of that date. Defendants say they were justified in doing so because the injunction did not specifically prohibit them from removing Dr. Xi from the RAS Presidency.

This argument is wrong for several reasons. First, it completely conflicts with Defendants’ own conduct and history in this case. From the inception of these proceedings, Defendants have consistently interpreted this Court’s injunction as forbidding them from removing Dr. Xi from the RAS Presidency. They stated as much: (1) during the TRO hearing (Dkt. #26, at 56-57); (2) during the post-hearing briefing regarding bond (Dkt. #20, at 3-4, 8; Dkt. #25, at 2-9); and (3) in their motion to dissolve the injunction (Dkt. #55, at 9). At all points, Defendants remained focused on dissolving this Court’s injunction so that they could keep Dr. Xi from attaining the RAS Presidency. Up until they took unilateral action in defiance of this Court’s order, that is.

Which begs the question: if (as the IEEE now claims) the Court’s injunction never prohibited the IEEE from removing Dr. Xi from the RAS Presidency, *then what was it waiting for?* Why seek a bond to guard against a risk it was never necessary to endure? Dkt. #20, at 3-4, 8; Dkt. #25, 2-9. Why seek emergency

dissolution of an injunction which did not even prevent taking the action that predicated the perceived emergency? Dkt. #55, at 9. If the IEEE's true purpose for seeking to remove Dr. Xi was because he "posed a significant financial risk to IEEE if he succeeded to the presidency of IEEE's Robotics & Automation Society" (as the IEEE claimed in one of its first briefs in the case), and the Court's injunction never forbid it from removing Dr. Xi from the RAS Presidency, then why wouldn't the IEEE have taken such action *immediately* and mooted the whole issue? *See* Dkt. #20, at 3.

The answer, of course, is that the IEEE knew what it wasn't supposed to do, but simply got sick of waiting. It was frustrated that the initial injunction forbidding its due-process-free conduct was entered in the first place. It was frustrated the Court didn't impose a ridiculous \$1,000,000 bond due to its manufactured claims of financial risk. It was frustrated that its "emergency" motion to dissolve hadn't gotten immediate consideration. It was frustrated that the Court granted Dr. Xi discovery. And it was most frustrated of all that it still couldn't ignore its own Bylaws and do whatever it wanted to do, irrespective of any "rights" guaranteed to its members.

So the IEEE took a risk — it decided that the criminal proceedings against Dr. Xi had changed the landscape of the litigation, and that it could read the Court's injunction in a new, "more creative" way. It acted unilaterally to remove

Dr. Xi, reasoning that the injunction didn't *specifically say* that it could not remove Dr. Xi *from the RAS Presidency*. But "[a] defendant ... does not have 'immunity from civil contempt because the plan or scheme which they adopted was not specifically enjoined. Such a rule would give tremendous impetus to the program of experimentation with disobedience to the law...'” *Equinox Software Sys., Inc. v. Airgas, Inc.*, No. 96-3399, 1997 WL 12133 (E.D. Pa. Jan. 7, 1997) (*citing McComb v. Jacksonville Paper Co.*, 336 U.S. 187, 192 (1949)). The IEEE gambled that a criminal conviction of Dr. Xi would change the Court's view of the case, and that any procedural irregularity would be overlooked in view of such a criminal conviction. But the Government failed to convict Dr. Xi, and all charges were voluntarily dismissed with prejudice. The IEEE gambled poorly.

The IEEE violated this Court's injunction, plain and simple. The history of the case up until the IEEE took this contemptuous action made clear that it *knew* the Court had prohibited the very action it eventually and unilaterally took. After all, it had confirmed as much in filing after filing, stating over and over again that it needed the injunction lifted to prevent Dr. Xi from becoming RAS President. *United States v. Christie Industries, Inc.*, 465 F.2d 1002, 1007 (3d Cir. 1972) (“The language of an injunction must be read in the light of the circumstances surrounding its entry: the relief sought by the moving party, the evidence produced at the hearing on the injunction, and the mischief that the injunction seeks to

prevent.”). There was no ambiguity here — the IEEE’s own words damn its contemptuous conduct.

C. This Court Should Hold the IEEE in Civil Contempt

The IEEE knew it was risking civil contempt when it disregarded the Court’s order, but it disregarded this Court’s order anyway. It must be held accountable for its action. If a finding of contempt is made, “the innocent party is entitled to be made whole for the losses it incurs as the result of the contemnors’ violations, including reasonable attorneys’ fees and expenses.” *Halderman by Halderman v. Pennhurst State School & Hosp.*, 49 F.3d 939, 941 (3d Cir. 1995). Dr. Xi therefore seeks the following relief to put him back into the place he would—and should—have been had the IEEE not violated this Court’s order.

First, Dr. Xi requests that this Court order that he be allowed to reassume the RAS Presidency for the final months of 2019. At the very least, Dr. Xi should have been restored to the RAS Presidency when his criminal action favorably concluded and his “incapacity” was removed. The IEEE’s refusal to do so was an illuminating act of contempt showing that its true motivation for Dr. Xi’s removal had nothing to do with the criminal action, and everything to do with its pre-ordained decision to kick him out—which started this suit and led to the injunction in the first place.

Second, Dr. Xi should be immediately restored to the RAS's Administrative Committee ("AdCom"). Membership in AdCom is a general perk of his membership in RAS and his status as a past president, and he should be restored to this membership forthwith. Ex. B, RAS Bylaws at IV ("The AdCom is Chaired by the President and it is composed of the following voting members: the President, the Junior Past President [and] [a]dditional ex officio AdCom members without vote as are prescribed in these Bylaws.").

Finally, Dr. Xi should be awarded attorneys' fees and costs attributable to and incurred in connection with the IEEE's contempt of this Court's injunction. Such fees and costs should include all fees incurred in corresponding with the IEEE's counsel regarding their planned contempt, all fees responding to IEEE's planned contempt, and all fees incurred in preparing, filing, and arguing this motion.

CONCLUSION

A party disregards a court order at its peril, particularly when it unilaterally determines that it may adopt a reading of that order in utter conflict with the entire history of a case. The IEEE took exactly this course of action when it acted to unilaterally remove Dr. Xi from the Presidency of the RAS. For the foregoing reasons, this Court should hold IEEE in contempt and order reasonable and just sanctions.

Date: November 8, 2019

Respectfully submitted,

/s/Christopher J. Dalton

Christopher J. Dalton

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-and-

Joseph G. Vernon (admitted *pro hac vice*)

Jeffrey A. Crapko (admitted *pro hac vice*)

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vernon@millercanfield.com

crapko@millercanfield.com

Attorneys for Plaintiff

November 8, 2019

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

NING XI, an individual,

Plaintiff,

VS.

Civil Action 2:17-cv-07316-ES-MAH

INSTITUTE OF ELECTRICAL AND
ELECTRONICS ENGINEERS, INC., a
New York Non-Profit Corporation, and
KAREN P. BARTLESON, an individual,

Defendants.

**DECLARATION IN SUPPORT OF NING XI'S MOTION FOR
CONTEMPT SANCTIONS**

JEFFREY A. CRAPKO, of full age, and under penalty of perjury, declares as follows:

1. I am an attorney at law licensed in the states of Michigan and Illinois and admitted *pro hac vice* in the District of New Jersey. I am currently an associate attorney in the law firm of Miller, Canfield, Paddock & Stone, PLC, and counsel to Dr. Ning Xi. I submit this Declaration in Support of Dr. Xi's Motion for Contempt Sanctions.

2. Attached as **Exhibit A** is email correspondence exchanged with Defendants' Counsel Bruce Ewing and Michael Lindsay dated February 2018.

3. Attached as **Exhibit B** is a copy of the IEEE’s Robotics and Automation Society (“RAS”) Bylaws dated September 2015 and downloaded from the RAS website. *See* <https://www.ieee-ras.org/technical-committees/21-about-ras/governance/660-ras-constitution-and-bylaws-proposed-revision> (last visited November 8, 2019).

4. Attached as **Exhibit C** is email correspondence exchanged with Defendants'

Counsel Bruce Ewing and Michael Lindsay dated March 2018.

5. Attached as **Exhibit D** is correspondence sent to Defendants' Counsel Bruce Ewing and Michael Lindsay on August 30, 2019.

6. Attached as **Exhibit E** is correspondence received from Defendants' Counsel Michael Lindsay dated September 10, 2019.

7. Attached as **Exhibit F** is a copy of the IEEE's Robotics and Automation Society ("RAS") Constitution dated September 2015 and downloaded from the RAS website. *See* <https://www.ieee-ras.org/technical-committees/21-about-ras/governance/660-ras-constitution-and-bylaws-proposed-revision> (last visited November 8, 2019).

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury that the foregoing is true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

/s/ Jeffrey A. Crapko
Jeffrey A. Crapko

Dated: November 8, 2019

Exhibit A

From: Ewing.Bruce@dorsey.com
Sent: Saturday, February 24, 2018 1:23 PM
To: Vernon, Joseph G.
Cc: david.schumacher@bipc.com; Lindsay.Michael@dorsey.com;
prentice.amanda@dorsey.com; Crapko, Jeffrey A.
Subject: Re: Xi v. IEEE [MCPS-ACTIVE.FID1914810]

Joe: Given the allegations against your client, your claims of dishonesty are ironic, to say the least. The injunction says what the injunction says, and no one could reasonably disagree on the express language it contains.

As noted, the RAS Administrative Committee, will decide what to do as it thinks best, consistent with the Bylaws of RAS and IEEE, and we will let you know the outcome when we know it. But please note that any effort by Dr. Xi to continue serving as RAS President, whether actively or in name only, would be a transparent violation of the conditions of his release.

Regards,

Bruce

Sent from my iPhone

Sent from my iPhone

On Feb 23, 2018, at 6:14 PM, Vernon, Joseph G. <Vernon@MillerCanfield.com> wrote:

Bruce,

That is patently dishonest. The reason we litigated the bond issue was because of the harm you alleged you might incur as a result of being enjoined from suspending or removing Dr. Xi from the presidency.

Joseph G. Vernon | Senior Principal, Litigation Practice Group
Miller Canfield
[150 West Jefferson, Suite 2500](#)
[Detroit, Michigan 48226](#) (USA)
T [+1.313.496.7669](tel:+13134967669) | **F** [+1.313.496.8453](tel:+13134968453) | **Mobile** [+1.313.720.8353](tel:+13137208353)
vernon@millercanfield.com | [View Profile + VCard](#)

LinkedIn

On Feb 23, 2018, at 5:42 PM, "Ewing.Bruce@dorsey.com" <Ewing.Bruce@dorsey.com> wrote:

Joe: As noted in my original email, the Court's injunction applies solely to Dr. Xi's "membership status," not to his role as President of RAS, and no action is contemplated regarding Dr. Xi's membership status by either IEEE or RAS at this time. We therefore do not agree that RAS is prohibited from suspending or removing Dr. Xi from the RAS Presidency on the ground of his incapacity or otherwise in a manner compliant with the IEEE and RAS bylaws.

Regards,

Bruce R. Ewing
Partner

<image004.png>

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Thank you.

From: Vernon, Joseph G. [<mailto:Vernon@MillerCanfield.com>]
Sent: Friday, February 23, 2018 5:13 PM
To: Ewing, Bruce <Ewing.Bruce@dorsey.com>; david.schumacher@bipc.com
Cc: Lindsay, Michael <Lindsay.Michael@dorsey.com>; Prentice, Amanda <prentice.amanda@dorsey.com>; Crapko, Jeffrey A. <Crapko@millercanfield.com>
Subject: RE: Xi v. IEEE [MCPS-ACTIVE.FID1914810]

Bruce,

Thanks for including the language.

We disagree with you regarding Dr. Xi's ability to take a leave of absence. In any event, we trust you have advised the RAS Administrative Committee of the injunction and the IEEE's inability to suspend or remove Dr. Xi as president as a result of it

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From: Ewing.Bruce@dorsey.com [<mailto:Ewing.Bruce@dorsey.com>]
Sent: Friday, February 23, 2018 4:41 PM
To: Vernon, Joseph G.; david.schumacher@bipc.com
Cc: Lindsay.Michael@dorsey.com; prentice.amanda@dorsey.com; Crapko, Jeffrey A.
Subject: RE: Xi v. IEEE [MCPS-ACTIVE.FID1914810]

Joe: We will add the sentence you propose below (in bold) to the end of today's filing, in light of your position.

With respect to the RAS Presidency, the RAS Administrative Committee will have to determine what action to take in light of Dr. Xi's arrest, but we note that the RAS bylaws do not contemplate a leave of absence for an RAS officer. We will communicate the Committee's decision to you when it issues.

Regards,

Bruce R. Ewing
Partner

<image003.png>

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Thank you.

From: Vernon, Joseph G. [<mailto:Vernon@MillerCanfield.com>]
Sent: Friday, February 23, 2018 2:06 PM
To: Ewing, Bruce <Ewing.Bruce@dorsey.com>; david.schumacher@bipc.com
Cc: Lindsay, Michael <Lindsay.Michael@dorsey.com>; Prentice, Amanda <prentice.amanda@dorsey.com>; Crapko, Jeffrey A. <Crapko@millercanfield.com>
Subject: RE: Xi v. IEEE [MCPS-ACTIVE.FID1914810]

Bruce,

There are a couple of issues with your proposed petition. Your narrative summary of the docket and the references to pending motions are argumentative and inappropriate. The petition should only state that a criminal complaint was filed against Dr. Xi on February 14, 2018, that Dr. Xi was arrested on February 15, and that he was released after satisfying the bond requirements on February 21 (with the relevant references to the docket entries). This would resolve the above issues. If you are unwilling to make those corrections, then please replace the highlighted portion with: **Dr. Xi agreed that it was appropriate to inform the Court of the pendency of the criminal proceedings, but objected to the form of this filing.**

Regarding your second point, Dr. Xi intends to take a leave of absence from the presidency while he contests the allegations your clients have made in the criminal complaint. I note that per the RAS Bylaws, during this absence, the duties of the office can be performed by the President-Elect.

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From: Ewing.Bruce@dorsey.com [<mailto:Ewing.Bruce@dorsey.com>]
Sent: Friday, February 23, 2018 12:00 PM
To: Vernon, Joseph G.; david.schumacher@bipc.com
Cc: Lindsay.Michael@dorsey.com; prentice.amanda@dorsey.com
Subject: Xi v. IEEE

Joe and David: Since we didn't hear back from you regarding a call this morning, I have set forth in this email the substance of what we wanted to discuss.

The issue of your client's continuing role as President of IEEE's Robotics and Automation Society is of great concern to IEEE and to RAS due to his arrest. In light of the conditions of your client's bond that preclude him from having "any contact, directly or indirectly, with any persons who are or may become a witness, victim, informant or co-defendant, in the subject investigation or prosecution . . .," it is impossible for Dr. Xi to continue serving as RAS President without violating the terms of his release. The criminal complaint specifically pleads that IEEE is a victim of the crimes with which Dr. Xi has been charged, and it is obvious that IEEE staff and senior RAS officers are potential witnesses at his eventual trial.

As a result, IEEE expects Dr. Xi to resign as President of RAS no later noon EST on Saturday, February 24, 2018. That resignation should be transmitted through you to us so as to avoid any conflict with the terms of Dr. Xi's release.

If Dr. Xi will not resign the Presidency of RAS by the deadline set forth above, action to remove him from that office will be initiated by RAS through the processes specified in the RAS bylaws and IEEE bylaws, on the grounds of Dr. Xi's incapacity (although the rules do not require cause). At the same time, please note that, consistent with the Court's preliminary injunction order, IEEE is taking no action at this time with respect to Dr. Xi's membership status within IEEE or RAS, notwithstanding the criminal complaint filed against him or the pending motion to dissolve or modify the injunction.

We look forward to your prompt response.

Bruce R. Ewing
Partner

<image003.png>

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Thank you.

Exhibit B



IEEE ROBOTICS AND AUTOMATION SOCIETY BYLAWS

September 2015

TABLE OF CONTENTS

Bylaw I	Rules of Order	
	Section 1	Robert's Rules of Order
Bylaw II	Elections	
	Section 1	Nominations Committee
	Section 2	Notice to Members
	Section 3	Nominations
	Section 4	Administrative Committee Election
	Section 5	Election of Officers
	Section 6	Principles of Selection
	Section 7	President-Elect Appointments
Bylaw III	Duties of Executive Officers	
	Section 1	Secretary
	Section 2	Treasurer
	Section 3	Parliamentarian
	Section 4	Vice President for Financial Activities
	Section 5	Vice President for Member Activities
	Section 6	Vice President for Technical Activities
	Section 7	Vice President for Publications Activities
	Section 8	Vice President for Conference Activities
	Section 9	Vice President for Industrial Activities
	Section 10	Transactions Editors-in-Chief
	Section 11	Letters Editors-in-Chief
	Section 12	Magazine Editor-in-Chief
	Section 13	Vice Presidents-Elect
Bylaw IV	Administrative Committee (AdCom)	
	Section 1	Composition
	Section 2	Annual Meetings
	Section 3	Meeting
Bylaw V	Member Activities Board	
	Section 1	Purpose
	Section 2	Composition
	Section 3	Actions
	Section 4	Chapter and International Activities Committee
	Section 5	Education Committee
	Section 6	Human Rights and Ethics Committee
	Section 7	Membership, Admissions and Retention Committee

Section 8	Member Services Committee
Section 9	Student Activities Committee
Section 10	Women in Engineering Committee
Section 11	Young Professionals Committee

Bylaw VI Technical Activities Board

Section 1	Purpose
Section 2	Composition
Section 3	Actions

Bylaw VII Technical Committees and Working Groups

Section 1	Purpose
Section 2	Working Groups
Section 3	Technical Committee Chairs

Bylaw VIII Publications Activities Board

Section 1	Purpose
Section 2	Composition
Section 3	Actions
Section 4	Publication Ethics Committee

Bylaw IX Transactions Editorial Boards

Section 1	Purpose
Section 2	Composition
Section 3	Actions

Bylaw X Letters Editorial Board

Section 1	Purpose
Section 2	Composition
Section 3	Actions

Bylaw XI Magazine Editorial Board

Section 1	Purpose
Section 2	Composition
Section 3	Actions

Bylaw XII Conference Activities Board

Section 1	Purpose
Section 2	Composition
Section 3	Actions
Section 4	CAB Executive Committee
Section 5	Conference Finance Committee
Section 6	Conference Operations Committee
Section 7	Conference Publications Committee
Section 8	Conference Technical Program Committee
Section 9	Workshop Oversight Committee
Section 10	Competitions Committee
Section 11	Publication Ethics Committee

Bylaw XIII Conference Editorial Board

Section 1	Purpose
Section 2	Composition

Section 3 Operation
Section 4 Reports

Bylaw XIV Industrial Activities Board

Section 1 Purpose
Section 2 Composition
Section 3 Actions
Section 4 Standards Activities

Bylaw XV Electronic Products and Services Board

Section 1 Purpose
Section 2 Composition
Section 3 Actions

Bylaw XVI Standing Committees and Working Groups

Section 1 Chairs
Section 2 Advisory Committee
Section 3 Awards Committee
Section 4 Constitution and Bylaws Committee
Section 5 Executive Committee
Section 6 Long Range Planning Committee
Section 7 Nominations Committee
Section 8 Special Interest Group on Humanitarian Technologies (SIGHT)
Section 9 Robotics and Automation Research and Practice Ethics Committee
Section 10 Chapter and International Activities Committee
Section 11 Education Committee
Section 12 Human Rights and Ethics Committee
Section 13 Membership, Admissions and Retention Committee
Section 14 Member Services Committee
Section 15 Student Activities Committee
Section 16 Women in Engineering Committee
Section 17 Young Professionals Committee
Section 18 Publication Ethics Committee
Section 19 CAB Executive Committee
Section 20 Conference Finance Committee
Section 21 Conference Operations Committee
Section 22 Conference Publications Committee
Section 23 Conference Technical Program Committee
Section 24 Workshop Oversight Committee
Section 25 Competitions Committee
Section 26 Standards Activities
Section 27 Additional Committees

Bylaw XVII Liaison Representatives

Section 1 Representation in the IEEE
Section 2 Representation in Other Organizations
Section 3 Terms of Office

Bylaw XVIII Affiliate Membership

Bylaw XIX Annual General Assembly

Bylaw XX Absence of the President

Bylaw XXI Society Administrative Office

Bylaw XXII Amendments
 Section 1 Procedure

Appendix History of Bylaws Amendments

IEEE ROBOTICS AND AUTOMATION SOCIETY BYLAWS

Bylaw I. RULES OF ORDER

Section 1.01 Robert's Rules of Order.

In all matters not covered by the Constitution, Bylaws, and Policies and Procedures, the Administrative Committee (AdCom) shall be governed by the latest edition of Robert's Rules of Order.

Bylaw II. ELECTIONS

Section 2.01 Nominations Committee.

The Nominations Committee is appointed by the President in accordance with Bylaw XVI Within one month of its formation but no later than March 1, the Nominations Committee shall develop and present to AdCom its schedule of elections for the calendar year such that 1) results of the AdCom election scheduled for the year will be announced no later than December 15, and 2) the slate of Society officer candidates will be announced to AdCom at least 30 days prior to officer elections. This schedule must receive AdCom approval within one month of presentation but no later than June 30. The Nominations Committee shall be chaired by the Junior Past-President. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the Nominations Committee available shall be the Chair of the Nominations Committee. Under extenuating circumstances, a different individual may be appointed to this position. Chairs shall not be eligible to be elected to the AdCom during their term of service.

A member of the Nominations Committee may be nominated and run for a position for which the Nominations Committee is responsible for making nominations only on the following conditions: 1) the nomination is not made by a member of the same Nominations Committee and 2) the member resigns from the Nominations Committee prior to its first meeting of the year in which the nomination shall be made.

Section 2.02 Notice to Members.

The Secretary shall notify all members of the Society, through the Transactions/Magazine of the Society and by electronic newsletter, that individual voting members eligible to vote in the election of Administrative Committee members may nominate candidates for the Administrative Committee by a written petition or by a majority vote at a meeting (in person or electronic) of the Nominations Committee, provided such nominations are received in accordance with the schedule set by the Nominations Committee, and are received at least 120 days before the date of election.

Section 2.03 Nominations.

In accordance with the announced schedule of elections, the Nominations Committee shall submit to the Secretary of the Society a slate of candidates, according to the Society Policies and Procedures, to replace the AdCom members whose terms expire December 31 of that year. A slate of nominees for member-at-large comprising a minimum of 1.5 times the number of vacancies to occur on the AdCom shall be put forth by the Nominations Committee. In the event that the minimum number of nominations is not received, the IEEE Vice President for Technical Activities may allow a smaller slate. (IEEE TAB Operations Manual 4.2.B.5) In accordance with the IEEE Bylaws the duties of the Nominations Committee shall also include the submission of nominations for the office of Division Director to the Division Nominations Committee, and the annual solicitation of names of potential candidates to be considered by the IEEE Nominations and Appointments Committee for service on Institute Committees and Boards.

In the case of candidates nominated by petition, the number of signatures on a petition shall be at least 2% of the eligible voters according to the official membership counted at the end of the year preceding the election.

Members shall be notified of all duly made nominations prior to the election. Prior to the submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Signatures may be submitted electronically through an official IEEE petition website set up for a nominee, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE petition website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted.

Section 2.04 Administrative Committee Election.

In accordance with the announced schedule of elections, the Secretary shall forward to IEEE headquarters the information for the ballot containing all the nominees for election to the AdCom, including those submitted by the Nominations Committee and those properly nominated by petition. IEEE headquarters shall handle the conduct of the election, providing all members of the Society the opportunity to vote. It shall count the returned ballots with the understanding that the newly elected AdCom members will be decided before January 1 of the year following that in which the election was initiated.

Section 2.05 Election of Officers.

The AdCom shall elect the President-Elect and the Vice Presidents-Elect. A majority of those voting is required for election. If no candidate receives a majority vote, the individual with the least number of votes shall be dropped and a new vote taken. In the case of a tie for the least number of votes, a runoff between those candidates will be held. The AdCom may make contingent elections to be effective in case an elected member fails to accept the office or is deemed ineligible. . The names of the elected officers shall be reported to the Chair and to the Secretary of the IEEE Technical Activities Board.

(a) Election of President-Elect

In the year prior to the current President-Elect assuming the Presidency, and in accordance with the announced schedule of elections, the AdCom shall hold a meeting to elect the next President-Elect. The Nominations Committee is responsible for ensuring that there is at least one nominee for this position, in accordance with the Society Policies and Procedures. Other candidates may be nominated, also in accordance with the Society Policies and Procedures.

(b) Election of Vice Presidents-Elect

No later than June 30, during the second year of service of the incumbent President-Elect, and in accordance with the schedule of elections in effect, the AdCom shall hold a meeting to elect all the Vice Presidents-Elect who will serve during the President-Elect's term as President. The Nominations Committee shall submit to the AdCom at least one nominee for each of these offices in accordance with the Society Policies and Procedures. No Vice President shall serve for more than two consecutive two-year terms. For at least one of the Vice President-Elect offices, all of the nominees shall be Society members who have never served before on the Society Executive Committee.

Section 2.06 Principles of Selection.

The Nominations Committee, in its nominations, and the AdCom, in its elections, shall be guided in their selections of candidates by the principles of demonstrated or potential ability and by other factors which may be relevant, such as geographical distribution (Bylaw IV, Section 1), gender diversity, career level, and the academic, governmental, and industrial distribution of the candidates.

Section 2.07 President-Elect Appointments.

Prior to becoming President, the President-Elect shall submit to the incumbent AdCom the names of a proposed Secretary, Parliamentarian and Treasurer, plus, if not otherwise specified in these Bylaws, names for all the Standing Committee Chairs, all the Technical Committee Chairs, other Committee Chairs, and Liaison Representatives for appointment. The President-Elect shall be guided in selections of candidates by the principles of demonstrated or potential ability and by other factors which may be relevant, such as geographical distribution (Bylaw IV, Section 1), gender diversity, career level and the academic, governmental, and industrial distribution of the candidates. If a majority of the members of said AdCom do not object within thirty (30) days from date of formal submission, appointments shall become final. If a majority of the members of said AdCom object, a new name (or names) must be submitted. The incumbent officials shall remain in office until successors are appointed and arranged to take over the offices.

Bylaw III. DUTIES OF EXECUTIVE OFFICERS

Section 3.01 Secretary.

The Secretary shall function as the Secretary of the Society and shall also be responsible for non-membership administrative aspects of the Society. These non-membership administrative responsibilities include serving as a communications channel for the following Standing Committees: (1) Standards Committee, (2) the Constitution and Bylaws Committee, and (3) Nominations Committee. In particular, the Secretary shall have the responsibility of seeing that the Society operates in accordance with the rules of the Society Constitution and Bylaws. Secretarial duties shall include the responsibility for sending out notices according to plans delineated by the AdCom or laid down in the Society Bylaws, and preparing the agenda for and recording the minutes of all meetings of the AdCom and general meetings of the Society and making such reports of these activities as may be required by the AdCom, the IEEE Technical Activities Board or the IEEE Bylaws.

Section 3.02 Treasurer.

The Treasurer shall handle all expenses of the Society, including approval of travel expense reports and Society meeting expenses. The Treasurer shall act as consultant and financial supervisor to the treasurers of the various meetings held by the Society, and make periodic reports to the AdCom. The Treasurer shall also monitor all Society income, e.g., from membership, conferences, publications, and, in case of irregularity, promptly inform the Vice President for Financial Activities and the President. The Treasurer shall serve on the Financial Activities Board and work in strict cooperation with the Vice President for Financial Activities to help the Society to stay on budget.

Section 3.03 Parliamentarian.

The Parliamentarian is a consultant officer who has the responsibility to advise the President and other Officers, Boards, Committees and members on matters of parliamentary procedure. The Parliamentarian is appointed by the President with the concurrence of the AdCom, and he/she shall serve as an ex officio member of the AdCom without vote.

Section 3.04 Vice President for Financial Activities.

The Vice President for Financial Activities shall have overall responsibility for the finances of the Society, including the general responsibility for procuring more funds for the Society. The Vice President for Financial Activities shall chair a Financial Activities Board. This Board shall consist of the Chair, the Editors-in-Chief of the Transactions, Letters and Magazine, the Vice President for Conference Activities, the Secretary, the Treasurer, a member appointed by the Vice President for Member Activities, a member appointed by the Vice President for Technical Activities, a member appointed by the Vice President for Industrial Activities and a member appointed by the Vice President for Publications Activities. This Board shall act as the liaison for the Society on financial matters with IEEE Headquarters; act as consultant and financial supervisor of the RAS

Treasurer; make periodic reports to the AdCom on the financial status of the Society; and observe the financial operations of the Society and take appropriate actions to see that money is spent or invested wisely and in the best interest of the Society. The Vice President for Financial Activities, with the assistance of the Financial Activities Board, shall prepare the Society budgets which shall then be submitted to the AdCom for approval at the Society Annual Meeting.

Section 3.05 Vice President for Member Activities.

The Vice President for Member Activities shall be responsible for all membership-related activities of the Society, and in particular for member services, for ensuring the growth of the membership of the Society and for paying special attention to the membership of the Society worldwide. Up to two Associate Vice Presidents may be appointed as needed, by the Vice President of Member Activities in consultation with the President. The Vice President for Member Activities shall be responsible for the following Standing Committees: the Chapter and International Activities Committee, the Education Committee, the Human Rights and Ethics Committee, the Membership, Admissions and Retention Committee, the Member Services Committee, the Student Activities Committee, the Women in Engineering Committee, and the Young Professionals Committee. The Vice President for Member Activities, with consultation of the RAS President shall appoint the respective Committee Chairs to IEEE Young Professionals Committee and IEEE Women In Engineering Committee.

The Vice President for Member Activities shall chair a Member Activities Board. This Board shall consist of the Chairs and co-chairs of the Standing Committees for which the Board is responsible, the Chair and co-Chair of the Competitions Committee, plus up to three (3) additional members appointed by the Vice President for Member Activities. This Board has the responsibility for overseeing the activities of the Standing Committees for which the Board is responsible and for any other membership-related activities.

Section 3.06 Vice President for Technical Activities.

The Vice President for Technical Activities shall be responsible for all the technical activities of the Society, including the technical contents of Society meetings. In particular, the Vice President for Technical Activities shall have direct responsibility for the following: The Technical Committees and the Working Groups Up to two Associate Vice Presidents may be appointed as needed, by the Vice President of Technical Activities in consultation with the President.

The Vice President for Technical Activities shall chair a Technical Activities Board. This Board shall consist of the Chair, the Editors-in-Chief of the Transactions, Letters and Magazine, the Vice President for Conference Activities, the Chairs of the Technical Committees and up to five (5) additional members appointed by the Vice President for Technical Activities. This Board shall be responsible for coordinating all of the technical activities of the Society.

Section 3.07 Vice President for Publications Activities.

The Vice President for Publications Activities shall have overall responsibility for all publications of the Society, excluding Conference Proceedings, whether in printed or electronic form. Up to two Associate Vice Presidents may be appointed as needed, by the Vice President of Publications Activities in consultation with the President. The Vice President for Publications Activities shall chair a Publications Activities Board (Bylaw VIII) consisting of the Editors-in-Chief (EICs) of the Transactions, Letters and Magazine, the Chair of the Publications Ethics Committee, , one representative from each Society Transactions and Letters appointed by the respective EIC, the Immediate Past Transactions and Letters EICs, one representative from each journal in which the Society participates, one representative from the Long Range Planning Committee, one representative from the Technical Activities Board, the current ICRA Program Chair, the immediate past ICRA Program Chair, and up to two ad hoc members, as appointed by the President.

Section 3.08 Vice President for Conference Activities.

The Vice President for Conference Activities has overall responsibility for all Conferences, Symposia, Meetings, Workshops and Events to which the Society lends its name. This includes the annual International Conference

on Robotics and Automation, 100% sponsored meetings, partial and co-sponsored meetings, technically co-sponsored meetings, and competitions that use the Society's name. The Vice President for Conference Activities shall chair the Conference Activities Board (Bylaw XII) and shall negotiate with the IEEE and sister societies on all matters relating to jointly sponsored conferences and meetings. The Associate Vice President – Conference Finance (CAB-F), the Associate Vice President – Technical Program (CAB-T), the Associate Vice President – Conference Operations (CAB-O), the Associate Vice President – Conference Publications (CAB-P), the Chair of the Workshop Oversight Committee, the Chair of the Competitions Committee and the Chair of the Publications Ethics Committee shall report to the Vice President for Conference Activities.

Section 3.09 Vice President for Industrial Activities.

The Vice President for Industrial Activities shall be responsible for all industrial related matters and the growth of the industrial community within RAS, both by promoting the participation of industrial partners in current activities and thus creating more links with academics, and by proposing new actions beneficial to this community. Up to two Associate Vice Presidents may be appointed as needed, by the Vice President of Industrial Activities in consultation with the President. The Vice President for Industrial Activities shall chair the Industrial Activities Board (Bylaw XIV). This Board will be composed of the Chair and a minimum of four additional members appointed by the President in consultation with the Vice President for Industrial Activities. The Standards Committee shall report to the Vice President for Industrial Activities.

Section 3.10 Transactions Editors-in-Chief.

The Transactions Editors-in-Chief shall be charged with efficient operation of the Society Transactions. Papers for the Transactions shall be received by the Editors-in-Chief of the Society Transactions whose office shall serve as a focal point for processing these papers. The Transactions Editors-in-Chief have the responsibility for recommending to the President the number of Editors and Associate Editors of the Society Transactions to be appointed, the Technical areas that each of the Associate Editors shall cover, and suitable candidates for appointment as Editors and Associate Editors. Terms of Office are described in Bylaw IX, Section 9.02.

Section 3.11 Letters Editor-in-Chief.

The Letters Editors-in-Chief shall be charged with efficient operation of the Society Letters. Papers for the Letters shall be received by the Editors-in-Chief of the Society Letters whose office shall serve as a focal point for processing these papers. The Letters Editors-in-Chief has the responsibility for recommending to the President the Deputy Editor-in-Chief, the number of Editors and Associate Editors of the Society Letters to be appointed, the Technical areas that each of the Associate Editors shall cover, and suitable candidates for appointment as Editors and Associate Editors. Terms of Office are described in Bylaw X, Section 10.02.

Section 3.12 Magazine Editor-in-Chief.

The Magazine Editor-in-Chief shall be charged with efficient operation of the publication of the Society Magazine. Members can submit information that is of interest to the Society to the Magazine Editor-in-Chief. The office of the Magazine shall serve as a focal point for processing the information. The Magazine Editor-in-Chief has the responsibility for recommending to the President the number of Associate Editors of the Society Magazine to be appointed, the Technical areas that each of the Associate Editors shall cover, and suitable candidates for appointment as Editors and Associate Editors. Terms of Office are described in Bylaw XI, Section 11.02.

Section 3.13 Vice Presidents-Elect.

The Vice Presidents-Elect shall serve as ex officio members without vote on the Society Board chaired by the respective incumbent Vice President.

Bylaw IV. THE ADMINISTRATIVE COMMITTEE (ADCOM)

Section 4.01 Composition.

The AdCom is chaired by the President and it is composed of the following voting members: the President, the Junior Past-President, the President-Elect, the Secretary, the Treasurer, the Chair of the Student Activities Standing Committee and the eighteen elected members. Additional ex officio AdCom members without vote are as prescribed in these Bylaws. The AdCom composition of elected members shall reflect the geographical distribution of the membership worldwide in accordance with the Society Policies and Procedures.

Section 4.02 Annual Meeting.

The AdCom shall hold an Annual Meeting before June 30.

Section 4.03 Meeting.

No meeting of the AdCom shall be held for the purpose of transacting business unless each member shall have been sent notice of the time and place of such meeting twenty (20) days prior to the date scheduled for the meeting.

Bylaw V. MEMBER ACTIVITIES BOARD

Section 5.01 Purpose.

The Member Activities Board shall be responsible for all membership-related activities of the Society, and in particular for member services, for ensuring the growth of the membership of the Society and for paying special attention to the membership of the Society worldwide.

Section 5.02 Composition.

The composition of the Member Activities Board shall be as specified in Bylaw III, Section 3.05.

Section 5.03 Actions.

The Member Activities Board shall meet at least two times a year to review the member activities of the Society.

Section 5.04 Chapter and International Activities Committee.

This committee shall report to the Member Activities Board, and is in charge of organizing and fostering international cooperation among scholars and students. An important means towards this goal are Section and Student Branch Chapters of the Society, which will report to this Standing Committee. A concern of the Standing Committee shall be to ensure that members and students of all regions are well represented and feel equally at home in the diverse Society activities (conferences, schools, ballots, etc.).

Section 5.05 Education Committee.

This committee shall report to the Member Activities Board, and is in charge of coordinating and fostering educational initiatives in the Society. An important means toward this goal are specialized meetings, workshops and dedicated conference sessions on the education of students. Society-sponsored books and summer schools/technical education programs are also under the responsibility of this Committee. This Committee provides oversight/direction of educational resources made available in electronic form. A concern of the society shall be to ensure that quality of the educational activities sponsored by the Society is constantly checked through feedback from members, and by emphasizing their interactive participation.

Section 5.06 Human Rights and Ethics Committee.

This committee shall report to the Member Activities Board. The Committee shall be responsible for making recommendations to the AdCom for actions to be taken on behalf of the Society for the benefit of members or colleagues whose professional activities have been severely hampered by governmental, institutional, or other authorities. It shall also be responsible for making recommendations on issues such as conflict of interest, student/teacher relations, etc., and promulgating information on these matters to the membership.

Section 5.07 Membership, Admissions and Retention Committee.

This committee shall report to the Member Activities Board. The Committee shall be responsible for encouraging membership in the Society by all members of the IEEE who are interested in the Field of Interest of the Society, and by non-IEEE members as Affiliate Members. It shall also focus on membership retention.

Section 5.08 Member Services Committee.

This committee shall report to the Member Activities Board. The objective of this committee is to improve the services provided to the Society's members. The emphasis will be on the mentoring and guidance of junior members of the Society along with a variety of new services (e.g., professional and networking) to the more senior members.

Section 5.09 Student Activities Committee.

This committee shall report to the Member Activities Board. The Committee shall promote student participation in the Society activities in cooperation with all Society Boards, Committees and Working Groups. The Chair of this Committee shall be appointed by the President from a slate of candidates Society student members recommended by the Member Activities Board to serve for a two-year term. The Chair of the Student Activities Standing Committee shall be an ex officio AdCom member with vote. The co-chairs of this committee shall be appointed by the President from a slate of candidate Society student members recommended by the Member Activities Board to serve a one-year term, renewable once.

Section 5.10 Women in Engineering Committee.

This committee shall report to the Member Activities Board. The Committee shall promote Women in Engineering through Society activities in cooperation with all Society Boards, Committees and Working Groups. The Chair of this Committee shall serve as RAS representative to the IEEE Women in Engineering Committee.

Section 5.11 Young Professionals Committee.

This committee shall report to the Member Activities Board. The Committee shall promote Young Professional participation in the Society activities in cooperation with all Society Boards, Committees and Working Groups. The Chair of this Committee shall serve as RAS representative to the IEEE Young Professionals Committee.

Bylaw VI. TECHNICAL ACTIVITIES BOARD

Section 6.01 Purpose.

This Board shall be responsible for acquainting the members of the Society, in particular, and the engineering community and the public, in general, with the state of the art and its progress within the Field of Interest of the Society by means of published and oral communications. It shall be responsible for coordinating all of the technical activities of the Society.

Section 6.02 Composition.

The composition of the Technical Activities Board shall be as specified in Bylaw III, Section 6.

Section 6.03 Actions.

The Technical Activities Board shall meet at least two times a year to review the technical activities of the Society.

Bylaw VII. TECHNICAL COMMITTEES AND WORKING GROUPS

Section 7.01 Purpose.

Technical Committees are established by Technical Activities Board and approved by the AdCom to provide a focus for the technical activities of the Society independent of the Conference Activities Board and of the Editorial Boards of the Transactions. Each Technical Committee may sponsor and monitor a number of Working Groups.

Section 7.02 Working Groups.

Nonregional subgroups of members of the Society who share common technical interests and needs may be formed by petition to the AdCom of the Society. Each Working Group must be formed and operated under a plan consistent with the Society Constitution and Bylaws and not inconsistent with the authority delegated to the AdCom. The Chairs of each Working Group shall report directly to the Chair of the Technical Committee that sponsors and monitors that Working Group. Upon the approval of the relevant Society Boards, these groups may hold special workshops or sessions in their technical areas during Society meetings. They may request from the Editorial Boards of the Transactions to have special issues published in the Transactions. The actual interfacing with these Boards must be done in conjunction with the Technical Committee Chair responsible for the particular Working Group in question. The number and types of Working Groups associated with a given Technical Committee may change depending upon the current interests of the membership of the Society. Such groups may be formed or dissolved upon the approval of the AdCom.

Section 7.03 Technical Committee Chairs.

Technical Committee Chairs proposed by the VP Technical Activities shall be approved by the President. No Technical Committee Chair shall serve for more than three consecutive two-year terms, but eligibility is restored after a lapse of two years. These Chairs shall be charged with the guidance of the regular activities of the Technical Committees. The VP of Technical Activities shall be responsible for making yearly reports to the AdCom on the activities of the Technical Committees and the Working Groups monitored by the Technical Activities Board. These reports must include recommendations on the continuation or dissolution of these Working Groups and Committees for the next year.

Bylaw VIII. PUBLICATIONS ACTIVITIES BOARD

Section 8.01 Purpose.

The Publications Activities Board shall have overall responsibility for all publications of the Society whether in printed or electronic form, excluding Conference Proceedings.

Section 8.02 Composition.

The composition of the Publications Activities Board shall be as specified in Bylaw III, Section 3.07

Section 8.03 Actions.

The Publications Activities Board shall meet at least two times a year to review the technical activities of the Society.

Section 8.04 Publication Ethics Committee.

This committee shall report to the Vice President of Publications Activities Board and Vice President of Conferences Activities Board. The Committee shall be responsible for making recommendations about plagiarism issues in RAS sponsored publications and conferences.

Bylaw IX. TRANSACTIONS EDITORIAL BOARDS

Section 9.01 Purpose.

The Transactions publish high-quality papers on the theory, design, and applications of Robotics and Automation and areas as stated in the Field of Interest of the Society.

Section 9.02 Composition.

Each Editorial Board shall consist of the Editor-in-Chief (EIC), a number of Editors, a number of Associate Editors as regular members, and the Vice President for Publications and Magazine Editor-in-chief as ex officio members. The normal terms of the Editors-in-Chief and Editors shall be five years, non-renewable, and the normal term of the Associate Editors shall be one year, followed by an additional two to three years if the Editors and EICs evaluate their performance sufficiently positively. The Editors-in-Chief shall be appointed by the Society President one year in advance of the expiration of the term of the current EICs. The Editors and Associate Editors are appointed from time to time as needed by the President upon recommendation from the Editors-in-Chief.

Section 9.03 Actions.

Each Editorial Board of the Transactions shall be chaired by the Editor-in-Chief of the Transactions and shall meet at least two times a year to decide upon policy issues for publication in the Transactions, and management issues of importance to Editors and Associate Editors. The Editorial Boards shall make decisions on the dispositions of papers throughout the year based upon the editorial reviews obtained by the members of the Editorial Boards, in accordance with IEEE policies and guidelines on Transactions publications. The Vice President of Publications shall be responsible for making annual reports to the AdCom on editorial activities and plans for the coming year.

Bylaw X. LETTERS EDITORIAL BOARD

Section 10.01 Purpose.

The Letters publishes high-quality papers on the theory, design, and applications of Robotics and Automation and areas as stated in the Field of Interest of the Society.

Section 10.02 Composition.

The Editorial Board shall consist of the Editor-in-Chief (EIC), a Deputy Editor-in-Chief, a number of Editors, a number of Associate Editors as regular members, and the Vice President for Publications, Conference Editorial Board Editor-in-Chief, and the Vice President for Conference Activities as ex officio members. The normal terms of the Editor-in-Chief, Deputy Editor in Chief and Editors shall be three years, renewable once and the

normal term of the Associate Editors shall be one year, followed by an additional two years if the Editors and EIC and Deputy EIC evaluate their performance sufficiently positively. Normally, Associate Editors shall not serve two consecutive terms without a gap of approximately one year. The Editor-in-Chief and Deputy Editor-in-Chief shall be appointed by the Society President one year in advance of the expiration of the term of the current EICs. The Editors and Associate Editors are appointed from time to time as needed by the President upon recommendation from the Editor-in-Chief.

Section 10.03 Actions.

The Editorial Board of the Letters shall be chaired by the Editor-in-Chief of the Letters and shall meet at least two times a year to decide upon policy issues for publication in the Letters, and management issues of importance to the Deputy Editor-in-Chief, Editors and Associate Editors. The Editorial Board shall make decisions on the dispositions of papers throughout the year based upon the editorial reviews obtained by the members of the Editorial Board, upon consideration of available space in the Letters and upon available monies for publication of the Letters. Accepted papers need not be presented at any IEEE Meetings. The EIC, Deputy EIC and Editorial Boards shall be responsible for making annual reports to the AdCom on editorial activities and plans for the coming year.

Bylaw XI. MAGAZINE EDITORIAL BOARD

Section 11.01 Purpose.

The Magazine publishes high-quality articles on the theory, design, and applications of Robotics and Automation and areas as stated in the Field of Interest of the Society.

Section 11.02 Composition.

The Editorial Board shall consist of the Editor-in-Chief (EIC), a number of Editors as regular members, and the Vice President for Publications as ex officio member. The normal term of the Editor-in-Chief be five years and the normal term of the Editors shall be one year, followed by an additional two years if the EIC evaluates their performance sufficiently positively. Normally, Editors shall not serve two consecutive terms without a gap of approximately one year. The Editor-in-Chief shall be appointed by the Society President one year in advance of the expiration of the term of the current EIC. The Editors are appointed from time to time as needed by the President upon recommendation from the Editor-in-Chief.

Section 11.03 Actions.

The Editorial Board of the Magazine shall be chaired by the Editor-in-Chief of the Magazine and shall meet at least two times a year to decide upon policy issues for publication in the Magazine, and management issues of importance to Editors. The Editorial Boards shall make decisions on the dispositions of papers throughout the year based upon the editorial reviews obtained by the members of the Editorial Boards, upon consideration of available space in the Magazine and upon available monies for publication of the Magazine. Accepted papers need not be presented at any IEEE Meetings.

Bylaw XII. CONFERENCE ACTIVITIES BOARD

Section 12.01 Purpose.

The Conference Activities Board (CAB) shall be responsible for the management, planning, and oversight of all conferences, symposia, workshops, and events (collectively referred to as conference activities) of the Society including all conferences, symposia, and workshops that carry the RAS brand name. This responsibility extends

to the publications associated with any of these conference activities. It shall also monitor and coordinate all conference operating committees and carry out all the long-term conference planning for all RAS conference activities. This Board shall be charged with keeping itself informed of all conferences, symposia, and workshops which are in areas covered by the Field of Interest of the Society and shall advise the AdCom about the participation of the Society in such meetings. In conjunction with the Technical Activities Board, this Board shall promote the participation of the Society in emerging technical areas through strategic planning and initiating new conference activities in these areas. In conjunction with the Member Activities Board, CAB will provide oversight on the selection and operation of the RAS Technical Education Programs and RAS sponsored Competitions.

Section 12.02 Composition.

The Conference Activities Board consists of the CAB Executive Committee (Section 12.04) and the Vice President for Financial Activities, the Vice President for Technical Activities, the Treasurer, Workshop Oversight Committee Chair, the immediate past, the current, and the immediate future Chairs of the International Conference on Robotics and Automation, Competitions Committee Chair, EPSB Chair, SAC Chair or co-Chair and four (4) other members to be selected by the Vice President for Conference Activities with the approval of the Society President.

Section 12.03 Actions.

The Conference Activities Board shall meet at least two times a year to review the conference, symposia, workshop, and event activities of the Society.

Section 12.04 CAB Executive Committee.

The CAB Executive Committee will consist of the Vice President for Conference Activities, the Associate Vice President for Technical Programs, the Associate Vice President for Conference Finances, the Associate Vice President for Conference Publications and the Associate Vice President for Conference Operations. The Vice President for Conference Activities shall chair the CAB Executive Committee.

Section 12.05 Conference Finance Committee.

This committee shall report to the Vice President of Conferences Activities Board. The Conference Finance Committee (CAB-F) will consist of the Associate Vice President for CAB Finance, the past, current and future ICRA finance chairs, the past, current and future IROS finance chairs, and a member of the AdCcom (appointed by the President of RAS). The Vice President of CAB, the President of RAS and the IEEE RAS Program specialist are ex-officio members. The Associate Vice President for Finance will chair the CAB Finance Committee. The Vice President of CAB may appoint additional members to ensure that all financial aspects of conference management are represented. The Conference Finance Committee monitors the financial operations of the ongoing conferences. The Conference Finance Committee is in charge of acquiring the appropriate documentation for each conference and to start the CAB approval process. At the annual meetings, the Associate Vice President for Conference Finances presents the list of conferences requesting sponsorship and illustrates the documentation presented.

Section 12.06 Conference Operations Committee.

This committee shall report to the Vice President of Conferences Activities Board. The Conference Operations Committee (CAB-O) will consist of the Associate Vice President for CAB Operations, the past, current and future ICRA finance chairs, the past, current and future IROS finance chairs, and a member of the AdCcom (appointed by the President of RAS). The Vice President of CAB, the President of RAS and the IEEE RAS Program specialist are ex-officio members. The Associate Vice President for Operations will chair the CAB Operations Committee. The Vice President of CAB may appoint additional members to ensure and maintain high standards for conference organization, advice conference organizers, and coordinate activities between (i) conference organization teams, (ii) RAS Administrative Committee (AdCom), and (iii) RAS Executive

Committee (ExCom). The committee maintains conference records encompassing the event organization and results.

Section 12.07 Conference Publications Committee.

This committee shall report to the Vice President of Conferences Activities Board. The Conference Publications Committee (CAB-P) will consist of the Associate Vice President for CAB Publications, the past, current and future ICRA publications chairs, the past, current and future IROS publications chairs, and a member of the AdCom (appointed by the President of RAS). The Vice President of CAB, the President of RAS and the IEEE RAS Program specialist are ex-officio members. The Associate Vice President for CAB Publications will chair the CAB Publications Committee. The Vice President of CAB may appoint additional members to ensure that all aspects of conference publications are represented. The Conference Publication Committee shall be responsible for year-to-year consistency and coordination of the publication aspects of conferences such as: conference proceedings; conference digest; multimedia contents; tutorial/workshop proceedings; and other matters pertaining to the publication aspects of our conferences. The Conference Publications Committee ensures that conference proceedings are delivered to IEEE Xplore in a timely manner.

Section 12.08 Conference Technical Program Committee.

This committee shall report to the Vice President of Conferences Activities Board. The Conference Technical Programs Committee (CAB-T) will consist of the Associate Vice President for Technical Programs, the past, current and future ICRA program chairs, the past, current and future IROS program chairs, the Editor-in-Chief for the ICRA Conference Editorial Board (see Article VIII), the Editor-in-Chief of the IROS Conference Editorial Board, and one member each from the Publication Activities Board (appointed by the Vice President of PAB), the Technical Activities Board (appointed by the Vice President of TAB), and a member of the AdCom (appointed by the President of RAS). The Vice President of CAB, the President of RAS and the IEEE RAS Program specialist are ex-officio members. The Associate Vice President for Technical Programs will chair the CAB Technical Programs Committee. The Vice President of CAB may appoint additional members to ensure that other RAS conferences are represented.

Section 12.09 Workshop Oversight Committee.

The ICRA Workshop Oversight Committee (WOC) is charged with maintaining year-to-year consistency in the quality of the workshops and ensuring they reflect the breadth of technical activities in RAS. The WOC will consist of the past, current and future ICRA Workshop Chairs, a member from the Technical Activities Board (appointed by the Vice President of TAB), and a member from the Conference Activities Board (appointed by the Vice President of CAB) who will serve as the Chair of WOC. WOC will report to the Conference Technical Programs Committee (CAB-T).

Section 12.10 Competitions Committee.

This committee shall report to the Vice President of Conferences Activities Board. This committee fosters and coordinates all competitions at IEEE RAS (co)sponsored events. It evaluates requests for competitions and makes recommendations as to RAS endorsement, technical sponsorship, or financial support. It also provides assistance to local chapters wishing to organize local or regional competitions. The committee consists of a chair or co-chairs, and its membership typically includes representatives of events holding competitions, AdCom, the chair of the Education Committee, and a representative from the Student Activities Committee.

Section 12.11 Publication Ethics Committee.

This committee shall report to the Vice President of Publications Activities Board and Vice President of Conferences Activities Board. The Committee shall be responsible for making recommendations about plagiarism issues in RAS sponsored publications and conferences.

Bylaw XIII. CONFERENCE EDITORIAL BOARD

Section 13.01 Purpose.

The ICRA Conference Editorial Board (CEB) is charged with reviewing papers for ICRA and maintaining year-to-year consistency in the quality of the reviewing process. The results of the review process are transmitted to the ICRA Program Chair for final decision on acceptance.

Section 13.02 Composition.

The CEB consists of an Editor-in-Chief (EiC), several Editors (Eds) and Associate Editors (AEs). The number of Editors and Associate Editors is decided on the basis of the number of submissions to be handled. The term of the Editor-in-Chief (EiC) and Editors all CEB members is three years, once renewable.

The Editor-in-Chief (EIC) is appointed by the President of IEEE RAS upon recommendation by the Conference Technical Programs Committee (CAB-T). and endorsement by the Vice President for Conference Activities.

The Editors will be appointed by the EiC, after approval by the Conference Technical Programs Committee (CAB-T).

Each Associate Editor will be appointed by an Editor, after approval by the EiC.

Section 13.03 Operation.

The CEB will handle the paper review process for each ICRA through an appropriately chosen conference management software package. The CEB collects reviews and provides recommendations on acceptance, but does not make the final decision. The review results are transmitted by the EiC to the Program Chair of the corresponding ICRA, who then makes the final decision on acceptance.

Section 13.04 Reports.

The EIC will make reports on the functioning of the CEB and of the progress and results of reviewing at each CAB-T meeting.

Bylaw XIV. INDUSTRIAL ACTIVITIES BOARD

Section 14.01 Purpose.

The Industrial Activities Board shall be responsible for all industrial related matters and the growth of the industrial community within RAS, both by promoting the participation of industrial partners in current activities and thus creating more links with academics, and by proposing new actions beneficial to this community.

Section 14.02 Composition.

The composition of the Industrial Activities Board shall be as specified in Article III, Section 9.

Section 14.03 Actions.

The Industrial Activities Board shall meet at least two times a year to review the industrial activities of the Society.

Section 14.04 Standards Activities.

This committee shall report to the Industrial Activities Board. The Standing Committee for Standards Activities works to formally adopt and confirm best practices in robotics and automation as standards. The Standing Committee will work with interested members of RAS in supporting standards defining activities in both

established, mature application areas and nascent, emerging technologies related to robotics and automation. The Standards Committee shall pursue the following objectives: promote common measures and definitions in robotics and automation; promote measurability and comparability of robotics and automation technology; promote integratability, portability, and reusability of robotics and automation technology.

Bylaw XV. ELECTRONIC PRODUCTS AND SERVICES BOARD

Section 15.01 Purpose.

The Electronic Products and Services Board shall be responsible for the creation and management of society website and electronic services.

Section 15.02 Composition.

The Electronic Products and Services Board shall report to the Society President and shall be composed of one representative from each Society Board (designated by the corresponding Vice President), at least two AdCom members, and additional members as appointed by the President.

Section 15.03 Actions.

This Board shall meet at least two times a year to review the electronic products and services of the Society.

Bylaw XVI. STANDING COMMITTEES AND WORKING GROUPS

Section 16.01 Chairs.

Chairs of Standing Committees shall be appointed for two-year terms by the President-Elect prior to becoming President with the concurrence of the AdCom.

Section 16.02 Advisory Committee.

The Committee, on request, shall give advice to the Executive Committee and other major committees of the Society. A primary function shall be to advise the appropriate Boards on the latest significant developments in the Field of Interest of the Society and in related fields. The Committee shall consist of the five (5) immediate Past-Presidents, the chair being the Junior Past-President.

Section 16.03 Awards Committee.

This Committee shall be chaired or co-chaired by the Senior Past-President, unless said person is unavailable, in which case the President shall appoint a replacement. This committee shall be responsible for: 1) appointing an award nomination committee for each society and IEEE level (within RAS fields of interest) award, 2) appointing one or more award selection committee(s) to review society level award nominations and select the winner(s), 3) appointing a Fellow Evaluation Committee, 4) reviewing all new award proposals to ensure that there is no conflict with existing awards and that an appropriate description suitable for submission to IEEE has been prepared, 5) submission of new/modified award proposals to IEEE, and 6) reviewing existing awards periodically to recommend whether or not they should be continued.

The Award Nomination Committee(s) shall be responsible for securing a suitable number of nominations of deserving candidates for the award(s) for which they are responsible. The Award Selection Committee(s) shall be responsible for reviewing the nomination packets of the candidates for the award(s) for which they are responsible and selecting the winner(s), if any. The Award Selection Committee(s) shall have no members who were members of the Nomination Committee of any award for which selection is to be made.

The Fellow Evaluation Committee shall be responsible for evaluating the qualifications of candidates for Fellow as requested by the IEEE Fellow Committee. This committee shall be chaired or co-chaired by the Senior Past-President, unless said person is either unavailable or not a Fellow, in which case the President shall appoint a Fellow as chair. The Fellow Evaluation Committee will consist of the chair and at least 5 members. The committee shall have no members who either nominated or wrote a reference for any candidate to be considered.

Section 16.04 Constitution and Bylaws Committee.

This Committee shall be chaired by the Secretary and shall consist of its Chair, the Parliamentarian, the President, and additional members appointed by the Chair with approval of the President. The Committee will review the governing documents of the Society on an annual basis, and revise if needed.

Section 16.05 Executive Committee.

This Committee shall be chaired by the President and shall consist of its Chair, the President-Elect, all the Vice Presidents, the Treasurer and the Secretary. Between meetings of the AdCom, the Executive Committee shall be empowered to act for the Society except on matters which the AdCom has by resolution expressly reserved to itself. The AdCom may by majority vote at any meeting override any act or decision of the Executive Committee.

Section 16.06 Long Range Planning Committee.

This Committee shall be responsible to the AdCom for reviewing the trends of science and technology as they may concern the Society, the profession and the public, and for recommending changes in the objectives, organization, and operations of the Society as may be indicated by these trends. This Committee shall be chaired by the President-Elect and shall include the additional following members: the Junior Past-President, all the Vice Presidents, the Chair of the Student Activities Committee and additional members appointed by the Chair with approval of the President.

Section 16.07 Nominations Committee.

On or before January 31 of each year, the President shall appoint, with the prior approval of the Administrative Committee (AdCom), a Nominations Committee consisting of five Society members. The Junior Past-President will chair this committee, and at least one other member must be an AdCom member. In accordance with the procedures specified in Bylaw II, Section 1 of the Bylaws, the Nominations Committee is charged with overseeing 1) nominations for the AdCom election, and 2) nominations for Society officer positions. The Nominations Committee is responsible for ensuring that all required information about nominees for AdCom and Society officer positions is communicated in a timely fashion to IEEE. The Nominations Committee is also responsible for submitting 1) nominations for Division Director to the IEEE Division Nominations Committee, and 2) a list of potential candidates to serve on various IEEE Committees and Boards to the IEEE Nominations and Appointments Committee

Section 16.08 Special Interest Group on Humanitarian Technology (SIGHT).

This committee shall report to the President of the Society. The mission of RAS-SIGHT is the application of robotics and automation technologies for promoting humanitarian causes around the globe, and to leverage existing and emerging technologies for the benefit of humanity and towards increasing the quality of life in underserved, underdeveloped areas in collaboration with existing global communities and organizations.

Section 16.09 Robotics and Automation Research and Practice Ethics Committee.

This committee shall report to the President of the Society. The Committee shall be responsible for evaluating the ethical impacts of R&A robotics and automation and for making recommendations about issues in R&A

robotics and automation research, development of R&A robotics and automation technology and its usage that appear to pose ethical questions for humanity.

Section 16.10 Chapter and International Activities Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.04.

Section 16.11 Education Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.05.

Section 16.12 Human Rights and Ethics Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.06.

Section 16.13 Membership, Admissions and Retention Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.07.

Section 16.14 Member Services Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.08.

Section 16.15 Student Activities Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.09.

Section 16.16 Women in Engineering Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.10.

Section 16.17 Young Professionals Committee.

This committee shall report to the Member Activities Board, and is described in Bylaw V, Section 5.11.

Section 16.18 Publication Ethics Committee.

This committee shall report to the Publications Activities Board (described in Bylaw VIII, Section 8.04) and the Conference Activities Board (described in Bylaw XII, Section 12.11).

Section 16.19 CAB Executive Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.04.

Section 16.20 Conference Finance Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.05.

Section 16.21 Conference Operations Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.06.

Section 16.22 Conference Publications Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.07.

Section 16.23 Conference Technical Program Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.08.

Section 16.24 Workshop Oversight Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.09.

Section 16.25 Competitions Committee.

This committee shall report to the Conference Activities Board, and is described in Bylaw XII, Section 12.10.

Section 16.26 Standards Activities.

This committee shall report to the Industrial Activities Board, and is described in Bylaw XIV, Section 14.04.

Section 16.27 Additional Committees.

Additional committees may be formed when deemed necessary by the AdCom.

Bylaw XVII. LIAISON REPRESENTATIVES

Section 17.01 Representation in the IEEE.

The President shall appoint, as required, members of the Society as Liaison Representatives to represent the Society on various Boards and Committees of the IEEE.

Section 17.02 Representation in Other Organizations.

The President shall appoint, as required, members of the Society as Liaison Representatives to represent the Society in dealings with other non-IEEE organizations.

Section 17.03 Terms of Office.

Liaison representatives shall be appointed by the President with the concurrence of the AdCom for one-year terms which may be renewed.

Bylaw XVIII. AFFILIATE MEMBERSHIP

Members in good standing of other professional organizations who satisfy the requirements stated in the Constitution, Article III, Section 2, are eligible for Affiliate Membership in the Society. Affiliate applications shall be reviewed and evaluated by the Society's Membership, Admissions and Retention Committee.

Bylaw XIX. ANNUAL GENERAL ASSEMBLY

The President shall call a general assembly of the Society membership yearly at a major conference. Society officers and AdCom members shall be invited to this meeting.

Bylaw XX. ABSENCE OF THE PRESIDENT

In the absence or incapacity of the President, the duties of the office shall be performed by the President-Elect or by a Vice President designated by the President.

Bylaw XXI. SOCIETY ADMINISTRATIVE OFFICE

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may create an Administrative Office supported by IEEE staff. The Society's Administrative Office functions to coordinate and carry-out the day-to-day operations, policies, and procedures concerning specific aspects of the Society's business. The Office may also maintain the corporate memory and provide ongoing and ad hoc management reports/documents. In addition, the Society's Administrative Office serves as one of the Society's primary points of contact for both members and IEEE staff.

Subject to compliance with all applicable IEEE Bylaws and Policies, the Society may determine the budget for the Administrative Office. The staff is hired by the IEEE and all conditions of employment will be based upon IEEE Bylaws, staff policies and practices and all applicable laws and regulations. Office organization, job descriptions, IEEE staff policies and employment practices are available from the IEEE Human Resources Department.

The Program Specialist is the most senior position on the IEEE paid staff that supports the Society. This Society Administrator indirectly reports through the Managing Director, Technical Activities, to the IEEE Executive Director.

Bylaw XXII. AMENDMENTS

Section 22.01 Procedure.

Procedure for amending Bylaws is described in the Constitution, Article XI, Section 3.

HISTORY OF BYLAWS AMENDMENTS

The first amendment to the Bylaws on the Schedule for Election of AdCom Members received final approval, and the Bylaws were updated accordingly, effective September 1, 1994.

The second amendment to the Bylaws on the Conference Board received final approval, and the Bylaws were updated accordingly, effective December 1, 1995.

The third amendment to the Bylaws on the Vice President for Publications received final approval, and the Bylaws were updated accordingly, effective January 8, 1998.

The fourth amendment to the Bylaws on the Vice President for Conferences received final approval, and the Bylaws were updated accordingly, effective July 31, 1999.

The fifth amendment to the Bylaws on Amendments received final approval, and the Bylaws were updated accordingly, effective Dec. 4, 1999.

The sixth amendment to the Bylaws concerning Transactions received final approval, and the Bylaws were updated accordingly, effective Dec. 4, 1999.

The seventh amendment to the Bylaws concerning the Vice President for Publications received final approval, and the Bylaws were updated accordingly, effective Apr. 28, 2000.

The eighth amendment to the Bylaws concerning the use of "activities" instead of "affairs" received final approval, and the Bylaws were updated accordingly, effective Apr. 28, 2000.

The ninth amendment to the Bylaws concerning the change in title of the Magazine editor to Editor-in-Chief received final approval, and the Bylaws were updated accordingly, effective Nov. 2, 2001.

An extensive round of Bylaws amendments received final approval and became effective Jan. 23, 2004, and were entered into this document on April 14, 2004. A summary of the amendments is included below, where *italics* indicate changes of minor impact, **bold** indicates changes of medium impact, and **underlined bold** indicates changes of major impact.

- *Changes due to the birth of the Transactions ASE and rename of Transactions RO*
- *Changes due to the replacement of the words ‘Chairman/Chairmen’ and ‘Chairperson/s’ with the words ‘Chair/s’*
- *Changes due to the limitation of the eligibility of Technical Committee Chairs up to three consecutive two-year terms (six consecutive years in total). No limitations currently apply.*
- *Changes due to the elevation of the AdCom quorum from 10 to 13*
- *Changes due to the reinforcement of common nomenclature of VPs, Boards and Committees by using the standard words ‘ACTIVITIES’ and ‘NOMINATIONS’*
- *Changes due to the provision for an Annual General Assembly (Town Hall Meeting) to be called by the President*
- *Changes due to the appointment of a Student AdCom member. The Chair of the Student Activities Standing Committee shall be ex officio AdCom member with vote*
- *Changes due to the need for explicit reinstatements of voting privileges of elected and ex officio members of the AdCom, and of the requirement of their physical presence to a meeting for voting*
- *Changes due to the definition of the Nominations Committee Chair and membership*
- *Changes due to the definition of the Advisory Committee Chair*
- *Changes due to the definition of the Awards and Fellow Nomination Committee Chair*

- *Changes due to the establishment of a new Vice President for Industrial Activities and of an Industrial Activities Board (IAB)*
- *Changes due to the definition of the duties of the Treasurer*
- *Changes due to the establishment of a Parliamentary Officer to be appointed by the President as an ex officio member of the AdCom without vote*
- *Changes due to the restructuring of the Technical Committees by introducing a default 'sunset clause' after four years, and by limiting the TC chairs eligibility to three consecutive terms (6 years in total)*
- *Changes due to extension from one to two years of the term for Standing Committee Chairs*
- *Changes due to enforce geographical distribution of the AdCom membership.*
- *Changes due to the provision that no elected AdCom members shall serve during the same term on the Executive Committee*
- *Changes due to the introduction of a two consecutive term limit (four years) of service in the ExCom, and to the provision that at least one of the Vice Presidents-Elect shall have never served before on the Executive Committee*

A number of Bylaws amendments were approved by AdCom on April 23, 2005, approved by IEEE on July 26, 2005, and entered into this document on August 6, 2005. These Bylaws amendments were published in the magazine in September 2005 and became effective 30 days later. Changes other than minor wording changes are summarized below.

- A number of dates in Article II related to AdCom elections, election of the President-Elect, and Vice Presidents-Elect, were modified to allow more time for the process.
- Removed the statement in Article III, Section 2, specifying the Treasurer as an ex officio member of AdCom with vote, so that all specification of the composition of AdCom is in Article IV.
- Several existing committees were restructured to become the Chapter and International Activities Committee, the Education Committee, the Human Rights and Ethics Committee, the Membership, Admissions and Retention Committee, and the Member Services Committee.

Several Bylaws amendments were approved by AdCom on October 16, 2005, approved by IEEE on November 7, 2005, and entered into this document on November 11, 2005. The changes are summarized below.

- Minor wording changes were made to the section in Article III on the Vice President for Member Activities to make flexible the Standing Committees constituting the Member Activities Board.
- A sentence was added to the section in Article III on the Vice President for Conference Activities to indicate that the Steering Committee for Technical Programs shall report to the Vice President for Conference Activities.
- A section was added to Article IX creating a Steering Committee for Technical Programs.
- A section was added to Article IX creating an Electronic Products and Services Board.

Several Bylaws amendments were approved by AdCom on October 14, 2006, approved by IEEE on November 15, 2006, and entered into this document on November 22, 2006. The changes are summarized below.

- The number of signatures required on the petition was changed from 25 members of the Society to 2% of the eligible voting members of the Society in section 2 of Article II.
- Section 3 Award Committee in Article IX was changed to Award and Fellow Nominations Committee, and added some sentences. The main issue is to separate the nomination function and the evaluation function.
- Section 7 Fellow Evaluation Committee in Article IX was deleted.
- Education Committee was newly added in Article IX.
- Section 9 Long Range Planning Committee in Article X was changed on the committee member to include all the Vice Presidents.

Several Bylaws amendments based on the “IEEE must have” were reported to AdCom on November 3, 2007.

- A sentence was added to Article II, Sec. 1.
- Some sentences were added to Article II, Sec. 2.

The AdCom voted on September 26 2008 to amend the RAS Bylaws regarding the dates of the nomination and election of AdCom members and Society officers. (Article II , Sec. 1-5; Article IX, Sec. 11).

The AdCom voted on October 16, 2009 to amend Article II, Section 5 of the Bylaws regarding the procedures for election of officers.

The Bylaws were amended for several small wording corrections on October 8, 2011. In addition, the previously AdCom-approved Article on the Conference Editorial Board was added to the Bylaws, and the new Standing Committee on Competitions was added to Article X. This new Committee was approved by AdCom in an email vote completed on October 8, 2011. The composition of the Conference Activities Board was also updated based on the AdCom motion of Spring 2010. These changes are being communicated to IEEE and will be published in the Magazine.

The Bylaws were amended for consistency, wording corrections, the addition of RA-L, the new organization of the Conference Activities Board and for the formation of new ethics committees on 31 May 2015.

Exhibit C

From: Ewing.Bruce@dorsey.com
Sent: Friday, March 30, 2018 3:24 PM
To: Vernon, Joseph G.; Crapko, Jeffrey A.; david.schumacher@bipc.com
Cc: Lindsay.Michael@dorsey.com; prentice.amanda@dorsey.com
Subject: RE: Xi v. IEEE

Dear Counsel: We tried to schedule a telephone call with you today, but since you evidently weren't available, this email will have to suffice.

We write primarily to inform you of the outcome of today's meeting of the Administrative Committee (the "AdCom") of the Robotics & Automation Society (RAS). In light of the Order Setting Conditions of Release in *United States v. Ning Xi* (the "Order"), under which Dr. Xi must "avoid all contact, directly or indirectly" with any victim (which includes IEEE), AdCom determined that Dr. Xi has become incapable of performing his duties as President (and is therefore incapacitated under Art. V, Sec. 9 of the RAS Constitution). In accordance with IEEE Bylaw I-111.7, AdCom has removed Dr. Xi as President of RAS, with immediate effect.

Secondarily, the Court has asked the parties to address the question of whether the criminal complaint against Dr. Xi renders moot Defendants' motion to dissolve or modify the preliminary injunction. Unless Dr. Xi is willing to resign voluntarily from IEEE, or unless he agrees that his assent to the Order's provision that he "avoid all contact, directly or indirectly" with any victim (like IEEE) constitutes a constructive resignation of his membership in IEEE, we do not believe that IEEE's motion to dissolve or modify is moot. Please advise as to your position on this issue before Monday morning.

Finally, the Court has also directed the parties to address the appropriateness of a stay. Defendants will ask the Court to rule on both pending motions (Ms. Bartleson's motion to dismiss, and Defendants' motion to dissolve or modify) before entering any stay. Please advise whether Dr. Xi will voluntarily dismiss his claims against Ms. Bartleson, which would resolve one of these pending motions.

Regards,

Bruce R. Ewing
Partner



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From: Ewing, Bruce
Sent: Friday, March 30, 2018 11:00 AM

To: 'Vernon, Joseph G.' <Vernon@MillerCanfield.com>; Crapko, Jeffrey A. <Crapko@millercanfield.com>; david.schumacher@bipc.com
Cc: Lindsay, Michael <Lindsay.Michael@dorsey.com>; Prentice, Amanda <prentice.amanda@dorsey.com>
Subject: Xi v. IEEE

All: Michael and I would like to talk to one or all of you this afternoon, if possible, regarding the submissions that are due on Monday. Can you be available for a call at 2:00 EDT? Please let me know and we can circulate a dial-in. If 2:00 doesn't work, we can also talk after 3:00 EDT.

Regards,

Bruce R. Ewing
Partner



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Exhibit D

Founded in 1852
by Sidney Davy Miller



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WASHINGTON, D.C.
CANADA
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MEXICO
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August 30, 2019

Bruce R. Ewing
Dorsey & Whitney, LLP
51 West 52nd Street
New York, NY 10019-6119

Michael Lindsay
Dorsey & Whitney, LLP
50 South Sixth Street, Ste. 1500
Minneapolis, MN 55402

Re: *Dr. Ning Xi v. Institute of Electrical and Electronics Engineers, Inc. et al*
U.S. District Court for the District of New Jersey

Dear Mr. Ewing and Mr. Lindsay:

Prior to the Court issuing a stay in this matter you announced your client's intent to violate the Court's injunction and remove Dr. Xi from the RAS Presidency. *See* February 23, 2018, Correspondence. Your offered justification for this was that it would be "impossible for Dr. Xi to continue serving as RAS President without violating his terms of his release." You rejected our suggestion that Dr. Xi simply take a leave of absence during the pendency of his case—despite the precedent for that action—and said that IEEE would proceed as it felt necessary, notwithstanding the Court's order. Then, on March 30, 2018, you announced that the IEEE had indeed violated the Court's injunction and had "removed Dr. Xi as President of RAS, with immediate effect" because the RAS AdCom had determined "that Dr. Xi has become incapable of performing his duties" due to the then-pending criminal matter. *See* March 30, 2018, Correspondence.

It is our view (as it was then) that these actions violated the Court's preliminary injunction, which sought in the first place to prevent your clients from meeting to determine Dr. Xi's "membership status and leadership roles." Dkt. 2-6, PageID.416. Indeed, at the time you argued that the injunction should not be allowed because it would restrain IEEE "from taking actions that would either suspend or remove [Dr. Xi] from the [RAS] presidency." Dkt. 26, PageID.56. You further indicated to the Court that this was the *only* aspect of the injunction that posed a risk of irreparable harm to the IEEE, and you requested a bond because the injunction would "deprive IEEE of the path that IEEE's Board had taken to address the financial risks that [Dr.] Xi's ascension to the Presidency would pose." Dkt. 20, PageID.637; *see also* Dkt. 25, PageID.702 (requesting a bond to mitigate the damage from the injunction halting "[Dr.] Xi's

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Michael Lindsay

-2-

August 30, 2019

assumption of the RAS presidency.”). Dkt. 25, PageID.702. Despite this unambiguous history, you later took the position that your client’s actions did not violate the Court’s injunction. As discussed previously, we intend to raise this issue with the Court.

In the meantime, your sole stated reason for removing Dr. Xi from the RAS Presidency has expired. The criminal case against Dr. Xi was resolved in his favor and the indictment was dismissed with prejudice. In the process, some troubling information about the IEEE’s lack of candor with the Court and its own board was revealed. While those issues will be addressed with the Court at the appropriate time, there is no longer any legitimate reason (if there ever was one) to deprive Dr. Xi of the RAS Presidency.

Therefore, this letter serves as a formal request to **immediately restore** Dr. Xi to the RAS Presidency for the remainder of his original term. Doing so will mitigate the damages you otherwise owe from the violation of the Court’s injunction. Doing so will also greatly advance any efforts to resolve this case without further court intervention.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By: _____

Joseph G. Vernon

JGV/jac

Exhibit E



MICHAEL A. LINDSAY
(612) 340-7819
FAX (952) 516-5637
lindsay.michael@dorsey.com

September 10, 2019

VIA ELECTRONIC MAIL

Joseph Vernon, Esq.
Miller Canfield
150 West Jefferson, Suite 2500
Detroit MI 48226

Re: Xi v. IEEE

Dear Joe:

According to the docket in *U.S. v. Ning Xi* (W.D. Mich., File No. 1:18-mj-00028-RSK), “Ning Xi [was] arrested by FBI agent Bruce Fowler in Okemos, MI” on February 14, 2018. Xi’s arrest, along with the filing of a criminal complaint against him, had real-world effects that no amount of rhetoric can alter.

1. Xi’s arrest and the subsequent order that he have no contact with the victims (which included IEEE) of the crimes with which he was charged made it impossible for Xi to fulfill the duties of President of the Robotics & Automation Society (RAS). IEEE invited Xi’s resignation, which he declined. These communications, of course, were through counsel.

2. On February 23, 2018, we informed you that if Xi chose not to resign, then the RAS Administrative Committee (AdCom) would initiate “action to remove him from that office . . . through the processes specified in the RAS bylaws and IEEE bylaws, on the grounds of Dr. Xi’s incapacity (although the rules do not require cause).” See Bruce Ewing Email to Joseph Vernon (Feb. 23, 2018). At no point did we suggest that this action would deprive Xi of his membership in IEEE, nor did IEEE conduct “a special meeting—on September 28, 2017 or at any other time—to determine Plaintiff’s membership status.”

3. On March 30, 2018, we informed you that the RAS AdCom had met and had determined that Xi was incapacitated. Despite his advanced knowledge of this prospect, Xi took no action to prevent the RAS from meeting to determine how to conduct its affairs.

4. IEEE Bylaw 111.7 provides: “A member of an IEEE Board or Committee may be removed as a member of that Board or Committee, with or without cause, by the affirmative vote of two-thirds of the members of the appointing body present at the time of the vote, provided a quorum is present. A member of a board or committee of an organizational unit may be removed as a member of that board or committee, with or without cause, by either, as applicable, (i) the affirmative vote of two-thirds of the members of the appointing body, present at the time of the vote, provided a quorum is present, or (ii) the individual then currently holding

Joseph Vernon, Esq.
September 10, 2019
Page 2




the office that made the appointment. Vacancies resulting from removal or suspension shall be filled following the methodology used to make the original appointment.”

5. On March 30, 2018, the RAS AdCom invoked this Bylaws provision and removed Dr. Xi from the position of RAS President. Your letter asks that Dr. Xi nevertheless be restored “to the RAS Presidency for the remainder of his original term.” The term for which Dr. Xi was elected was calendar years 2018 and 2019, so you appear to be asking that the RAS AdCom remove current president Wolfram Burgard (who has served in the role since March 2018) and install Dr. Xi for the last three months of 2019. Or perhaps Dr. Xi believes that he was elected to a twenty-four month term, to be served whenever it was both convenient and lawful for him to do so. In any event, the RAS AdCom took the actions it deemed necessary to enable it to govern its affairs, and IEEE is not going to compel the RAS AdCom to undo its decisions.

Your letter suggests that IEEE has acted in contempt of the Court’s Order. The only contempt here is Xi’s contempt for the power of the Court to decide how much of a movant’s request the Court will grant. Xi has previously tried to broaden the language of the injunction that Judge Salas actually entered, and your August 30 letter is simply the most recent attempt. Xi may have *asked* the Court for an Order (in the words that you quote from Xi’s own motion papers, rather than from Judge Salas’s Order) that would have “restrain[ed] IEEE ‘from taking actions that would either suspend or remove Dr. Xi from the RAS presidency,’” but that is *not* the Order that Judge Salas actually entered. Instead, Judge Salas entered the more limited Order that “Defendants shall be restrained from conducting a special meeting—on September 28, 2017 or at any other time—to determine Plaintiff’s membership status (except to the extent any such meeting concerns settlement discussions).” If Xi thinks that it is in his interest to present his repeated mischaracterizations of the Court’s Order, then he should do so. IEEE will respond appropriately.

Your letter concludes with the suggestion that the parties try to resolve this case without further court intervention. We believe that this case can and should be settled at this time, but as I said in my email last week, your August 30 letter confirms to us that the parties will not be able to resolve the case without an intermediary. My email proposed that we jointly request a settlement conference with Magistrate Judge Hammer, attended both by counsel and party representatives. I understand from your September 8 email that you agree with this proposal.

Very truly yours,



Michael A. Lindsay

MAL:mef

cc: Bruce R. Ewing

Exhibit F



IEEE ROBOTICS AND AUTOMATION SOCIETY CONSTITUTION

September 2015

TABLE OF CONTENTS

Article I	Name and Objectives
	Section 1 Name of the Society
	Section 2 Objectives
	Section 3 Meetings, Publications and Committees
Article II	Field of Interest
	Section 1 Scope of Field of Interest
	Section 2 Changes to the Field of Interest
	Section 3 Association with Other Societies/Groups
Article III	Membership
	Section 1 Availability
	Section 2 Affiliate Memberships
Article IV	Financial Support
	Section 1 Member Dues
	Section 2 Meeting Fees
	Section 3 Miscellaneous Revenues
Article V	Administration
	Section 1 Managed by Administrative Committee
	Section 2 Terms of Administrative Committee Members
	Section 3 Society Officers
	Section 4 Election of President and Vice Presidents
	Section 5 Removal of a Member of the AdCom or Member of a Standing Committee
	Section 6 Presidential Appointments
	Section 7 Past-President & President-Elect Ex Officio Members
	Section 8 Duties and Responsibilities of Officers
	Section 9 Duties of President
	Section 10 Ex Officio Duties of President
	Section 11 Establishment of Standing and Technical Committees
	Section 12 Establishment of Subgroups
	Section 13 Formation of Other Groups
	Section 14 Collection and Disbursement of Funds
	Section 15 Budgets and Commitments
	Section 16 Limit of One Vote for Each Committee Member
	Section 17 Proxy Voting

Article VI	Nominations and Election of Administrative Committee
	Section 1 At-large Petitions
	Section 2 Election of AdCom Members
	Section 3 Within-term Vacancies Filled by Appointment
Article VII	Meetings of the Administrative Committee
	Section 1 Frequency of AdCom Meeting
	Section 2 Number for Quorum
	Section 3 Vote Requirements for Approvals
	Section 4 Vote of the Presiding Officer
	Section 5 Business by Correspondence
Article VIII	Society Chapters
	Section 1 Chapter Formation
Article IX	Society Meetings
	Section 1 Society Meetings and Conferences
	Section 2 Society Meetings Attendance
Article X	Society Publications
	Section 1 Publications Subject to IEEE Policies; Society Financial Responsibilities
	Section 2 Appointment of Publications Editors-in-Chief
Article XI	Amendments
	Section 1 Initiation of Constitutional Amendment
	Section 2 Proposal and Publicity
	Section 3 Approval Requirements
	Section 4 Adoption
Appendix	History of Amendments

CONSTITUTION OF THE IEEE ROBOTICS AND AUTOMATION SOCIETY

ARTICLE I — NAME AND OBJECTIVES

Section 1. The name of this organization shall be the IEEE Robotics and Automation Society (RAS) and it shall be governed in accordance with the Constitution and Bylaws of the Institute of Electrical and Electronics Engineers (IEEE). It will be referred to herein as the Society.

Section 2. Its objectives shall be scientific, literary and educational in character. The Society shall strive for the advancement of the theory and practice of robotics and automation engineering and science and of the allied arts and sciences, and for the maintenance of high professional standards among its members, all in consonance with the Constitution and Bylaws of the IEEE and with special attention to such aims within the Field of Interest of the Society as are hereunder defined.

Section 3. The Society shall aid in promoting close cooperation and exchange of technical information among its Members and Affiliates, and to this end shall hold meetings for the presentation of papers and their discussion, shall sponsor appropriate periodicals and special technical publications, and through its committees shall study and provide for the needs of its Members and Affiliates.

ARTICLE II — FIELD OF INTEREST

Section 1. RAS strives to advance innovation, education, and fundamental and applied research in Robotics and Automation. Robotics focuses on systems incorporating sensors and actuators that operate autonomously or semi-autonomously in cooperation with humans. Robotics research emphasizes intelligence and adaptability to cope with unstructured environments. Automation research emphasizes efficiency, productivity, quality, and reliability, focusing on systems that operate autonomously, often in structured environments over extended periods, and on the explicit structuring of such environments.

Section 2. The Field of Interest of the Society may be enlarged, reduced or shifted moderately as the needs of the occasion indicate with the provision that such revisions shall be processed through the IEEE Technical Activities Board as an amendment to this Constitution, in accordance with the process defined in the TAB Operations Manual.

Section 3. The Society shall aid in promoting close cooperation with other IEEE Societies in the form of joint publications, sponsorship of meetings, tutorials, and other forms of information exchange. Appropriate cooperative efforts may be undertaken with non-IEEE societies.

ARTICLE III — MEMBERSHIP

Section 1. Membership in the Society shall be available to members of the IEEE in any grade, including full-time Students, having a professional interest in any phase of the field of interest of the Society.

Section 2. Affiliates may participate in the Society activities, as provided by the IEEE Bylaws and subject to the applicable IEEE rules and regulations and any additional limitations imposed by the Society Bylaws.

ARTICLE IV — FINANCIAL SUPPORT

Section 1. The Society shall collect from its Members and Affiliates annual dues, in accordance with the IEEE Bylaws and applicable rules and regulations. Society membership may be maintained only by regular payment of the Society dues. Any member of the Society who is delinquent in paying the Society dues shall be dropped from the membership in accordance with the policies and Bylaws of the IEEE.

Section 2. The Society may make registration charges at meetings, symposia, conferences, tutorials, and conventions sponsored by the Society. The registration fee for those who are not members of the IEEE or of the Society shall be higher than for IEEE members, Society members and its Affiliates.

Section 3. The Society may raise revenues by other means, such as advertising, shows, requests for contributions, etc., provided such means are consistent with applicable IEEE rules and regulations. Any new means of generating revenue not explicitly covered by the IEEE rules and regulations must be approved by the IEEE Executive Director before being adopted by the Society.

ARTICLE V — ADMINISTRATION

Section 1. The Society shall be managed by an Administrative Committee (AdCom) of eighteen (18) elected members of the Society plus members “ex officio with vote” as specified in the Bylaws. There may also be members “ex officio without vote.”

Section 2. The terms of the eighteen elected members of the Administrative Committee shall be three years, with six members to be elected each year. No Administrative Committee members shall serve for more than two consecutive three-year terms, but eligibility is restored after a lapse of two years.

Section 3. The officers of the Society shall be the President, Vice Presidents, the Secretary and the Treasurer each having a term of two years as defined in the Society Bylaws.

Section 4. The Administrative Committee shall elect from the Society membership a President and Vice Presidents as defined by the Society Bylaws.

Section 5. Removal of a Member of the AdCom or Member of a Standing Committee

An elected Administrative Committee member may be removed for one of the following two reasons: if the member is elevated to the office of Vice President or the member fails to fulfill his/her office duties, whereas (1) the member has not attended three consecutive meetings of the Administrative Committee; (2) the member has not corresponded with the President of the Society in the form of a report or other instrument in lieu of each attendance. The President is obliged to initiate a Motion for Removal and to notify the member if any of these conditions are satisfied. The member shall be notified in writing by the President that a Motion for Removal from Office will be made at the next Administrative Committee meeting. Provided all of the conditions are met, a two-thirds affirmative vote of the Administrative Committee present in meeting assembled, shall be required.

Section 6. The President-Elect shall appoint a Secretary and a Treasurer on or before the first of January of the year in which each takes office. All appointments shall be made with the advice and consent of the members of the Administrative Committee. The Secretary and Treasurer appointments need not be made from among the elected members of the Administrative Committee. Both the Secretary and the Treasurer will have voting privileges on the Administrative Committee.

Section 7. The Past-President and President-Elect shall each be an ex officio member with vote.

Section 8. The duties and responsibilities of the officers shall be as defined hereunder and in the Bylaws and as delineated by the Administrative Committee.

Section 9. The President, under direction of the Administrative Committee, shall have general supervision of the affairs of the Society. He or she shall preside at meetings of the Administrative Committee and at general meetings of the Society and shall have such other powers and perform such other duties as may be provided in the Society Bylaws, or as may be delegated by vote of the Society Administrative Committee. In the absence or incapacity of the President, the duties of the office shall be performed by a Vice President as designated in the Bylaws.

Section 10. The President shall be an ex officio member of all committees of the Society. He or she is a member of the IEEE Technical Activities Board (TAB), and when notified of a meeting of the said Board, shall ensure representation of the Society at such meeting personally, or by an alternate, in accordance with the process outlined in the TAB Operations Manual.

Section 11. The Administrative Committee may establish Standing and Technical Committees needed to cover specific functions and areas of the field of interest, as prescribed in the Bylaws. All appointments or reappointments as defined in the Bylaws to committees and similar posts will be for a term of two years with a maximum of three consecutive terms, except where other specifically-designated terms of office are established by the Administrative Committee. Standing and Technical Committee Chairs are appointed by the Society President with the approval of the Administrative Committee. They shall be ex officio members of the Administrative Committee without vote. The Society President may establish ad hoc committees of finite duration to fulfill specific needs. Ad hoc committee chairs shall be ex officio members of the Administrative Committee without vote.

Section 12. Subgroups may be formed as provided in the IEEE rules and regulations, and the supervision of subgroup affairs, other than by the Administrative Committee, shall be as prescribed in the Bylaws.

Section 13. Other groups may be formed as provided in the IEEE rules and regulations, and the supervision of their affairs shall be as prescribed in the Bylaws.

Section 14. The Administrative Committee may utilize the services of the IEEE Headquarters as bursar, for all or part of the Society funds, as provided by the IEEE Bylaws and rules and regulations. If any part of the Society funds is received and deposited separately, the terms and conditions shall be in accordance with the IEEE policies, the Society Bylaws and any special limitations imposed by the Administrative Committee.

Section 15. Neither the Robotics and Automation Society nor any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE, except with prior approved Society budgets or plans. Approval for the disbursement of previously budgeted funds shall be as prescribed in the Bylaws.

Section 16. Individuals holding more than one position on the Administrative Committee or any committee thereof shall be limited to one vote on each matter being considered by the Administrative Committee or committee.

Section 17. Proxy voting is not allowed.

ARTICLE VI — NOMINATIONS AND ELECTION OF THE ADMINISTRATIVE COMMITTEE

Section 1. The nominating procedure shall include provision for petition by Society members to place names on the ballot.

Section 2. Election of the eighteen members of the Administrative Committee shall be as prescribed in the Bylaws.

Section 3. Within-term vacancies on the Administrative Committee shall be filled by appointments, for the unexpired terms, by the President, with the consent of the Administrative Committee.

ARTICLE VII — MEETINGS OF THE ADMINISTRATIVE COMMITTEE

Section 1. The Administrative Committee shall hold at least two meetings each year, one of which is an Annual Meeting, at a time specified in the Bylaws. Other meetings of the Administrative Committee shall be held at such times as are found necessary and/or convenient. Special meetings of the Administrative Committee may be called at the discretion of the President of the Society or upon request of four other members of the Administrative Committee, with at least twenty days notice.

Section 2. A majority of the voting members of the Administrative Committee or any committee thereof shall constitute a quorum. All the Administrative Committee members shall have an equal vote.

Section 3. The vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the Administrative Committee or any committee thereof, for the conduct of business, except as otherwise provided in the Constitution and Bylaws.

Section 4. Vote of the Presiding Officer: The presiding officer of the Administrative Committee shall have no vote on the Administrative Committee except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

Section 5. The Administrative Committee or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time. The Administrative Committee or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of all the voting members of the Administrative Committee or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the governing body. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

ARTICLE VIII — SOCIETY CHAPTERS

Section 1. Chapters may be formed in a Section and operated on any plan in consonance with the Bylaws of the Society and under the rules and regulations of the IEEE. A Chapter may assist the Society in the management of meetings, conferences, symposia, tutorials, workshops or conventions promoted by the Society in its geographical Section. A Chapter in concert with the officers of its geographical Section shall promote meetings within the field of interest of the Society.

ARTICLE IX — SOCIETY MEETINGS

Section 1. The Society may hold meetings, conferences, symposia, tutorials, workshops, or conventions either alone or in cooperation with Section, Region, national or organizational committees of the IEEE, or other technical non-IEEE organizations, subject to the IEEE rules and regulations. The Society shall sponsor at least one technical conference of international scope each year, which may be held in conjunction with some other IEEE meeting, or as a separate conference.

Section 2. Meetings, conferences, tutorials, workshops, or conventions of the Society shall be open on an equal basis to IEEE members, Society members and its Affiliates.

ARTICLE X — SOCIETY PUBLICATIONS

Section 1. Publications undertaken by the Society shall be subject to the IEEE policies and to any further guidance or controls prescribed by the Administrative Committee or its duly appointed committees. The Society shall be responsible for the financial aspects of its publications program.

Section 2. The President, with the advice and consent of the Administrative Committee, shall appoint Editors-in-Chief for all Society publications and such editors as may be required to implement the publication program. The duties of editors and their remunerative compensation, if any shall be as prescribed in the Bylaws. Editors-in-Chief need not be appointed from among the elected members of the Administrative Committee.

ARTICLE XI — AMENDMENTS

Section 1. Amendments to this Constitution may be initiated by petition submitted by at least five percent of the voting members of the Society or by a two-thirds affirmative vote of the Administrative Committee present in meeting assembled, provided that notice of the proposed Constitution amendment has been sent to each member of the Administrative Committee at least 30 days prior to such meeting. Proposed amendments to the Constitution brought by petition do not require further approval by the Administrative Committee.

Section 2. Approved or petitioned amendment proposals must be submitted to the Vice President, IEEE Technical Activities for approval. After such approval, the proposed amendment shall be published in the Society *eNewsletter*, with notice that it goes into effect unless at least five percent of the voting members of the Society object in writing within 60 days. If the required number of objections are received, a copy of the proposed amendment shall be mailed with a ballot to all voting members of the Society at least 30 days before the date appointed for return of the ballots, and the ballots shall carry a statement of the time limit for their return to the IEEE office. When a mail vote of the entire Society membership is made necessary, approval of the amendment by at least two-thirds of the ballots returned shall be necessary for its enactment.

Section 3. Suitable bylaws, and amendments thereto, may be approved by a two-thirds vote of the Administrative Committee present in meeting assembled, provided that notice of the proposed bylaw, or amendment, has been sent to each member of the Administrative Committee at least 30 days prior to such meeting. Furthermore, a bylaw, or amendment, may be approved by a two-thirds affirmative mail vote of the members of the Administrative Committee, provided a 30-day period is given for such responses.

Section 4. The proposed, approved bylaw or amendment must be submitted to the Vice President, IEEE Technical Activities Board for approval. If approved, it shall be published in the Society *eNewsletter*. Bylaws, Constitutional amendments or changes thereto, shall take effect 30 days after being published.

APPENDIX — HISTORY OF AMENDMENTS

The first amendment to the Constitution on the Field of Interest received TAB approval on Feb. 14, 1998, was printed in the Magazine in March 1998, and therefore, became effective May 1, 1998.

A round of amendments was approved by AdCom on April 23, 2005, approved by IEEE on July 26, 2005, and published in the Magazine in September 2005, to become effective 60 days later. The significant amendments are summarized below.

- Article V Section 5 was modified to obligate the President to initiate a Motion for Removal of an elected AdCom member under certain circumstances.
- Article V Section 11 was modified to limit appointments to Standing and Technical Committees to a maximum of three consecutive two-year terms.
- Article VII Section 2 was amended to require thirteen voting members of AdCom for a quorum.

Several Constitution amendments based on the “IEEE must haves” were reported to AdCom on November 3, 2007.

- Article IV, Section 3 was modified to provide the correct title of the IEEE Executive Director.
- Article V, Section 10 was modified to eliminate reference to proxies.
- Article V, Section 16 was added to state that individuals may only have one vote.
- Article V, Section 17 was added to state that proxy voting is not allowed.
- Article VII, Section 2 was modified to define the definition of a quorum.
- Article VII, Section 3 was modified to clarify the definition of the AdCom voting.
- Article VII Section 4 was modified to clarify the expression “Business by Correspondence”.
- Article VII Section 5 was added to describe electronic voting procedures.

Minor grammatical and consistency corrections, including changing "Vice-President" to "Vice President" for consistency with the Bylaws, were entered into the document on October 8, 2011. In addition, the Field of Interest was corrected to reflect the current Field of Interest approved by AdCom and on record with IEEE.

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

NING XI, an individual,	:	
	:	
Plaintiff,	:	
	:	Case No. 2:17-cv-7316-ES-MAH
vs.	:	
	:	[PROPOSED] ORDER
INSTITUTE OF ELECTRICAL AND	:	GRANTING CONTEMPT
ELECTRONICS ENGINEERS, INC., a	:	SANCTIONS
New York Non-Profit Corporation, and	:	
KAREN P. BARTLESON, an	:	
individual,	:	
	:	
Defendants.	:	

THIS MATTER having been brought before the Court by Buchanan Ingersoll & Rooney PC and Miller, Canfield, Paddock and Stone, PLC, attorneys for Plaintiff Ning Xi (“Plaintiff”), for the entry of an Order for contempt sanctions, on notice to Defendants, and the Court having considered the submissions in support thereof and in opposition thereto, and for the reasons stated on the record, **IT IS** on this _____ day of _____, 2019,

ORDERED that Defendants shall restore Dr. Xi to the RAS Presidency for the remainder of his original term; and it is further

ORDERED that Defendants shall restore Dr. Xi to the RAS Administrative Committee; and it is further

ORDERED that Dr. Xi is awarded attorneys’ fees and costs attributable to and incurred in connection with the IEEE’s contempt of this Court’s injunction. Such fees

and costs shall include all fees incurred in corresponding with the IEEE's counsel regarding IEEE's planned contempt, all fees responding to IEEE's planned contempt, and all fees incurred in preparing, filing, and arguing this motion; and it is further

ORDERED that Dr. Xi shall submit and file an Affidavit of Services within ___ days of this Order.

SO ORDERED

Hon. Esther Salas, U.S.D.J.