

merger

G.O.

March 28, 1962

Mr. George W. Bailey
Executive Secretary
Institute of Radio Engineers
1 East 79th Street
New York 21, New York

MERGER PAPERS

Dear George:

Monday afternoon, March 26, 1962, President Chase and I signed and sealed the Agreement of Merger as submitted to us after signature by President Haggerty and Mr. Pratt. The four signed copies with their Exhibits A and B were returned to Mr. Simon Presant.

Reading over this version of the three documents revealed a) a few points of variance with our understanding, b) some possible improvements in wording, and c) some minor editorial corrections. I will take these in the order in which they appear in the three documents.

AGREEMENT

Page 5 line 7.- The AIRE Board preferred "meetings" to "conventions" and thought it had been agreed. On second thought, however, "membership meetings" have a definite meaning in New York State Law which we do not intend. Could we drop "membership" and settle for "largest meetings"?

Page 14 line 16.- In our supplement to the April issue of ELECTRICAL ENGINEERING we inserted (1964), making it read "..., the directors and officers so elected shall serve until the next annual assembly (1964) of the continuing corporation." Some wise acre might try to get rid of the Board on January 13, 1963.

Page 15 line 18 (para 5). - We know, or think we know, that this means replacing the AIRE Constitution with Exhibit A by adoption of this agreement. Otherwise we have no constitutional machinery for amending the AIRE Constitution.

Page 16 line 3 (para 7). - We'll have to be careful about this one. For instance, at the AIRE Board meeting on March 8, before starting on the merger documents, we approved a repeat of our 1962 Winter Meeting Exposition for January 1963 originally scheduled for 1964. The action was taken without much thought of its effect on the merger, and I think the reasons would be completely acceptable to IRE.

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CONSTITUTION (EXHIBIT A)

C-1 and throughout: - Why I.E.E.E.? And should not the name include "Inc." in Article I Section 1?

C-1 Article I Section 3: - There was to have been a transposition in the last sentence - "Its publication activities, as well as its largest membership meetings, are to be principally in the United States." Also here again is "membership meetings."

C-4 Article IX Section 2, next to the last sentence: - This is different from our last understanding and better, in my judgment. It differs a little in substance in that our version says the board will, "... select one of their number to be the Regional Director thereof". That would make it a board function as distinct from an assembly function, or at least, tie it down unduly.

C-5 Article X Section 3, last sentence: - I believe we agreed to substitute "begin" for "be begun".

C-6 Article XI Section 2: - There was some discussion of having the Region (or Regional Committee) nominate a replacement for board appointment or election rather than specify a Regional election. I guess it was not accepted because our version also has it this way.

C-7 Article XII Section 3: - We made it read "one-third of one percent" just to avoid misreading. Also in Article XIV Section 1.

C-9 Article XIV Section 2, last sentence: - We dropped this sentence completely from our printed version. You remember it was only half there in the earlier versions. In our AIEE practice it would be taken for granted, since we publish all significant board actions in the earliest available issue of the magazine. It makes no difference to us either way.

PRINCIPLES (EXHIBIT B)

Page 1 Section I - AIEE is strictly only 66 years old as a "corporate entity."

Page 2 Section II(c) - We'll have to watch out for the fact that AIEE has both "Life Members (a few who purchased Life membership on an actuarial basis years ago, under a now discontinued plan) and "Members-for-Life" who got there by paying dues 35 years regardless of age, or for 30 years at age 70.

Page 2 Section II(d) - Let us continue to view the prospects hopefully, at least, until we see these budgets.

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Page 3 Section II(d) cont'd - Here we need some correction and clarification; such as suggested by George Herrmann: "... and the annual dues shall be \$10.00 for the first three (3) years of ~~IEEE~~ membership which shall include any prior membership in either constituent society in any grade other than student."

Also it is not clear whether the student pays an entrance fee when moving into Associate or Member.

Page 4 Section IV(a) - Meetings vs. conventions.

Page 6 Section VI(a) - In the fourth line from the bottom, suggest deletion of first "some".

Page 7, VI(a) - Third line delete "of".

Page 10, VI(f) - Third line add "and". Last line Technical Operating Committee.

Page 12, IX(a) - Fifth line change "required" to "permitted".

That's all we could find in a rather thorough nit-picking expedition. We will probably be at variance in our April issues in a few words here and there, but, considering the speed with which this job was done, the results seem to me remarkably consistent; thanks, I believe, to your good work in turning out clean new drafts after each session.

Cordially yours,

N. S. Hibshman
Executive Secretary

NSH:amd

cc: Mr. W. H. Chase
Mr. Simon Present