

CONFIDENTIAL

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MEMORANDUM

TO: President W. H. Chase, AIEE
FROM: N. S. Hibshman 3/5/62
SUBJECT: Voting for Establishment of IEEE

C.O.

10.54.489

On Friday, March 2, 1962, I learned, first through telephone call from Simon Presant, and later from a visit by Mr. Haraden Pratt, that IRE is experiencing trouble in finding a legal method of participating in the membership vote necessary for the establishment of IEEE and the election of its original officers and Board of Directors. I gather that the Fourteen-Man Committee outlined in XVII of the Principles is now considered an inadequate approach by IRE. Another consideration on my part in connection with AIEE Constitution C50.040 leads to the conclusion that some difficulties would also be experienced with us in view of the fact that vacancies in the District Vice-Presidents and Technical Vice-Presidents call for their replacements to be nominated by their respective Districts or Divisions. The same is true of Department Directors.

I understand that Mr. Pratt is suggesting that for the purposes of this general election voting members of IRE might be admitted to membership in AIEE so as to cast their ballots in an AIEE election for this special purpose.

I am not altogether sure that I understand whether this was intended to involve both the approval of the merger agreement and other essential documents only or whether it was to extend to the election of officers also. I think Mr. Presant spoke with you about it, and probably you have a clearer picture of what is intended. Perhaps you have already discussed it with Mr. Haggerty.

In any event, the thought of admitting for this special purpose all voting members of IRE to be members of AIEE might call into effect the following articles of the AIEE Constitution and Bylaws:

C20.080. Other Qualifications. Age, experience, and other qualifications for any grade of member are prescribed in the Bylaws.

C20.090. Alternate Qualifications. The Board of Directors may establish in the Bylaws alternate, but at least equivalent, qualifications for all grades of membership except Fellow.

B40.011e. Agreement with IRE. A member of the Institute of Radio Engineers, by virtue solely of his qualifications submitted to that Society, may join AIEE in an equivalent grade of membership,

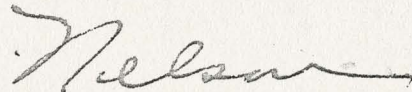
C20.110. Voting members referred to in the Constitution are: Honorary Members, Fellows, Members, and Associate Members, and they may vote on all matters. Voting privileges of other members are prescribed in the Bylaws.

It certainly would be extending the intention very considerably to amend the Bylaws of AIEE to provide for the admission of all voting members of IRE to membership in AIEE for a limited period of time with a waiver of dues as well as entrance fees and for the special purpose of participating in a ballot of this kind.

In fact, a ballot of this kind would be useful only in the election of officers for the new organization on the basis that it is an AIEE Corporation. The ballot for the approval of the agreement to merge and the associated documents would have to be an IRE vote of IRE members in their own organization. I assume, then, that we are talking about the election which would take place in a special ballot arranged between June and January for the election of officers in IEEE which would be the revised AIEE.

Present and Tobin may have come up with a solution to this one by now (Saturday afternoon, March 3), but when last I talked with Simon Present he could not see any way around the nominating procedures of either society that would permit the delegation of authority called for in XVII of the Principles. Neither can I. However, if the matter can be solved by the admission of IRE voting members into AIEE, it seems to me that we might be able to swing at least that part of it under our Constitution and Bylaws.

NSH:amd



N. S. Hibshman
Executive Secretary