



# AMERICAN INSTITUTE *of* ELECTRICAL ENGINEERS

345 EAST FORTY-SEVENTH STREET, NEW YORK 17, N. Y.

91

PLAZA 2-6800 (AREA CODE 212)

January 5, 1962

To the Board of  
Directors, AIEE

EX. COM. MINUTES  
DECEMBER 14, 1961

Gentlemen:

Enclosed are the minutes of the meeting of your Executive Committee Meeting held jointly with the AIEE Representatives on the Eight-Man Committee and the Two-Man AIEE-IRE Merger Study Committees on December 14, 1961.

In addition to the usual attachments illustrating and amplifying material presented at this meeting, there is also enclosed a copy of the Second Draft of the proposed Constitution and By-laws for the Consolidated Society, as APPENDIX "B". The first draft was reviewed and revised at a meeting of the Eight-Man Committee on December 13, 1961.

Your next meeting will be on Friday, February 2, 1962, at the Winter General Meeting.

Cordially yours,

N. S. Hibshman  
Secretary

NSH:amd

Copy to: Merger Committees

10.53.466



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EXECUTIVE COMMITTEE-MERGER STUDY MEETING  
Minutes of Meeting December 14, 1961

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## EXECUTIVE COMMITTEE

and

## AIEE MEMBERS OF MERGER STUDY COMMITTEES

Meeting of December 14, 1961, 9:00 A.M.

United Engineering Center, New York

## MINUTES

- 1.1) This meeting was called by President Chase for the purpose of reviewing, with the Executive Committee, progress of the exploration of the proposed AIEE-IRE consolidation. In addition to the AIEE Executive Committee, the AIEE Representatives on the Two-Man Merger Study Committees were invited.

1.2) PRESENT:

AIEE Executive Committee -

President W. H. Chase; Hendley Blackmon, W. R. Clark, Bradley Cozzens, J. H. Foote, C. T. Hatcher, F. L. Lawton, C. H. Linder, B. G. A. Skrotzki, B. R. Teare, Jr.; also R. E. Ellison for W. F. Denkhaus.

Merger-Study Committeemen -

M. D. Hooven, A. A. Johnson, T. M. Linville, J. H. Moore, C. T. Pearce, Elgin B. Robertson, C. F. Savage, W. E. Scholz, C. G. Veinott, Ernst Weber, R. T. Weil.

For complete list of Merger Study Committees see APPENDIX "A".

1.3) Summary

President Chase, Past-Presidents Robertson and Linder, and Director Teare, AIEE members of the Eight-Man Committee created by the October Resolution, briefly stated their views and estimates of the progress of merger discussions to date.

President Chase announced that a first draft of the Constitution and Bylaws, prepared by Mr. Haraden Pratt, had been reviewed and revised at a meeting of the Eight-Man Committee on December 13. Copies of the revised or second draft resulting from the December 13 meeting were not available but will be issued by Dr. Haggerty and distributed to the AIEE Board as soon as possible. (See APPENDIX "B" of these minutes). In the absence of these documents, the discussion was directed to general principles and the setting of guide lines for the evaluation of concepts on which the structure of the new organization will be built.

- 1.3.1) Opening statements by Messrs. Chase, Linder, Robertson, and Teare included the following thoughts:

a) There exists in the discussions of the Eight-Man Committee full mutual confidence in a common desire to consummate the merger and achieve a single new society as nearly as possible ideally organized, equipped, and oriented for optimum performance.

(over)



- b) The design of the new society will involve new concepts to be accepted by officers and members of both AIEE and IRE.
- c) The opportunity is present to correct difficulties and solve existing problems in making a fresh start in organizing a single new society.
- d) Much intensive work remains to be done. The Four-Man Committee, Haggerty, Chase, Pratt and Teare, will meet again on Sunday, January 7, 1962 in an effort to get a firm recommendation on Constitution and Bylaws ready for the January-February Board meetings.

2.1) Forum at the 1962 WGM

It was announced that TOD planned to give over its traditional Forum of Technical Committee Chairmen on Wednesday evening, January 31, 1962 to the discussion of the proposed merger. It was the consensus of this meeting that the Forum should for that purpose be open to all members and that the Board of Directors, Section Representatives, District Representatives and other officers, as well as Technical Committee Chairmen, be urged to attend and participate. It was further agreed that the Eight-Man Committee be invited to act as a panel to lead the discussion and that the Two-Man Committees be invited to be present and participate. It is intended that the discussion be organized and controlled for maximum efficiency by the use of question cards.

It was understood that a similar affair is being planned by IRE at its General Session in connection with the International Convention in March 1962.

3.0 TWO-MAN COMMITTEE REPORTS

3.1) Assets, Resources, and Finances

J. H. Moore

Certain financial matters were assumed by this committee to be outside its scope. They were as follows: Dues, Section funds and allotments, professional group finances, data-processing facilities, staff compensation and benefits, publication prices and revenues.

The following matters were considered and opinions formed:

- a) Fiscal year should begin January 1 (as in IRE)
- b) Real Estate - retain and use both properties for the present.
- c) Investments and other assets - no difficulty in evaluating on a common basis and arranging combination. Value of UET investment of AIEE to be given consideration.
- d) Employee's Pension Fund - Present plans differ; AIEE contributory, IRE not. New plan should honor all existing commitments and be planned with legal and actuarial advice for the future.
- e) Custodial Funds - Other than for pensions, these are mostly associated with awards. New award program will determine needs. Deeds of gift be studied for transfer possibilities.
- f) Accounting System - Coordination of handling of depreciation, dues, and surplus will be needed but should await selection of a General Manager.
- g) Taxes - Method of consolidation should not create a hiatus in the federal, state, and city tax exemptions enjoyed by both Institutes.
- h) Insurance - Coordination of coverage should be done by staff.



### 3.2) Professional Groups and Technical Committees - E. Weber, H. Blackmon

3.2.1) Dr. Ernst Weber, Chairman of the AIEE Special Committee on Organization and Policy Study (BoFD Minutes 10/20/61, 12.2), reviewed the charter of his special committee and explained its relation to the merger study. By presidential request, the scope of the special committee was extended to the study of the total technical structure of the proposed consolidated Society rather than that of AIEE alone. Exploration of the problem from four independently conceived approaches led to the conclusion that there are five basic groupings into which IRE PG's and AIEE TC's readily fit. They are - a) Communications; b) Power and Industry; c) Control, Computers and Instrumentation; d) Science, Energy and Materials; e) Education and Management. About 24 of the proposed "Professional Technical Groups" so grouped could cover the present scope of electrical engineering interests.

### 3.2.2) Professional Technical Groups

Mr. H. Blackmon, AIEE Representative on the Two-Man Merger Study Committee on Professional Groups and Technical Committees, reported on the results of his studies with his collaborator, Dr. Weber.

In the unification of the methods of handling technical activities of the two Institutes an opportunity exists to improve on both present organizations. The PG's of IRE are highly autonomous and decentralized while AIEE's Technical Committees are closely controlled in a line organization through Divisions and a Department. The ultimate objective proposed by this Two-Man Committee is stated as follows:

"In the best interests of the Profession, to preserve as far as feasible the semi-autonomous concept of the PG's of IRE and to try to integrate it with the Technical Committee structure of AIEE, with due regard to overlapping scopes so as to result in a reasonably manageable total number of units."

Of basic importance is the preservation of the permanent literature of each of these units in a manageable number of publications.

These semi-autonomous groups must be generated out of member interest by petition. A transition period during which PG's and TC's may develop optimum groupings will be needed. A coordinating officer, possibly a Society Vice-President, should be a member of the Board of Directors and the Executive Committee.

A contradiction in evidence of AIEE member interest appears in the acceptance of STC's and the apparent indifference to ITG's.

### 3.3) Publications

M. D. Hooven

Mr. M. D. Hooven, AIEE Representative on the Two-Man Merger Study Committee on Publications, reported on the results of his committee's deliberations.

The unified publishing operation is estimated to involve the handling of more than half of the total Society revenues, or about \$3,000,000. Each Institute now publishes about 18,000 printed editorial pages annually. AIEE prints more editorial pages than IRE with a fraction of the advertising support.

The Two-Man Committee recommends as follows:

a) A monthly magazine of the type of "ELECTRICAL ENGINEERING" for all members containing: General Articles; Information on New Fields; Solicited Exclusive Tutorial Articles; News, Correspondence, Digests, Abstracts; Reference Material to Stimulate Interest in Technical Publications; Short Items pointing to General Engineering Literature and Translations.

b) Periodical Transactions, Proceedings, Convention Records suitably organized to be available on subscription to interested parties; and to preserve the permanent record of accepted contributions of significance in the progress of the art.

c) A "Student Quarterly" or equivalent.

(over)



Discussion brought out the following suggestions:

- a) The meeting pattern needs study and another Two-Man Committee will be appointed.
- b) The Eight-Man Committee visualizes two General Meetings a year; one in March in New York for technical papers and a show; one in June chiefly for Society business; plus many and wide-spread Conferences, Symposia, Shows, and specialized meetings of all kinds out of which come papers and publications.
- c) Preprints should be a matter of choice in the technical unit responsible for the meeting.
- d) The organization of publications should be strongly influenced by the need to preserve the record in accessible form, readily indexed and geared to information retrieval.
- e) The Eight-Man Committee suggested two universal magazines; one general, one technical carrying papers and articles on latest developments to all members.
- f) The five basic groupings of PG's and TC's suggested by the Blackmon-Weber Committee lend themselves to corresponding publications.
- g) The relation of advertising revenues to the basic publication structure was recognized as an important element in the problem. A favorable solution was anticipated.
- h) The Society officer responsible for publications should be on the Executive Committee.
- i) A single technical monthly magazine was thought to face the same problem in satisfying member needs as the General Meeting. Separate technical periodicals, perhaps five after the pattern of the Bimonthlies, would be more likely to duplicate the experience with Special Technical Conferences.

3.4) Sections

W. E. Scholz

Mr. W. E. Scholz, AIEE Member of the Two-Man Committee on the Merger of Sections, reported as follows:

As far as the consolidation of the Sections of the two Institutes in a given locality is concerned, no difficulty is anticipated. The internal Section organizations are very similar. The relations of the Section to the Region or District and the Institute, however, differ considerably between the two. There are some areas where membership in one or both is scattered and the combination will be easy. In large centers where both Sections are large and highly organized the problem may take on greater complexity.

Major differences in Section-Institute relations appear in financing where IRE Sections are less dependent on Institute allotments and travel subsidies. IRE Sections raise more revenues from Section publications, shows, conferences, and courses than do AIEE Sections. IRE Sections deal more directly with Headquarters and less with Regional organization. IRE Sections have greater responsibility for Branches than is required of AIEE Sections. IRE will, however, provide additional funds to weaker Sections on application supported by financial reports.

IRE dues are \$10 for first three years of membership and \$15 for all subsequently. An additional Two-Man Committee is to be appointed to survey dues and Section financing.

3.5) Geographical Areas, Section Grouping

A. A. Johnson

Mr. A. A. Johnson, AIEE Representative on the Two-Man Committee, for Geographical Divisions of the Consolidated Society, reported that he and Dr. J. D. Ryder had met and agreed on recommendations as follows:



- a) That the continental USA, Mexico, Alaska, Hawaii, Puerto Rico, and Canal Zone be divided for purposes of representation and administration into six areas known as Regions numbered 1 to 6; that Canada be Region 7, and the rest of the world Region 8. (See APPENDIX "C").
- b) Regional boundaries follow state lines with a few exceptions dictated by cross-line interests, and that British Columbia and certain Canadian-US border areas determine by member ballot their affiliation.

The recommended Regional arrangement is based on travel convenience and community of technical and industrial interests.

### 3.5.1) Representation and Administration

Several members of the Executive Committee expressed the opinion that the proposed Regions were too large and too few for efficient administration and adequate representation. From the viewpoint of AIEE practice, it would appear that membership is to be more than doubled and geographical representation is to be halved resulting in a quarter of the present representation on the Board, and four times the job of administration for the responsible officer.

The proposed Regions will vary in membership from 20,000 to 6,000 approximately. Within the proposed seven Regions 60 AIEE and IRE Sections have common locations at the present time.

In the absence of the proposed Constitution and Bylaws, the proposed responsibilities of the Regional Director could not be defined. However, it was explained that the intent will be to have him exercise much less supervision than the present AIEE Vice-President, and make fewer visitations. Society supervision of the largely-autonomous Sections will be in the hands of the Executive Committee and the Staff.

The intended overall organization of the proposed Society was explained as essentially that of IRE. That is, a Board of Directors consisting of 8 Regional Directors nominated and elected by their respective Regions; 10 Directors-at-Large nominated by the Board of Directors and elected by the membership; and 7 Directors nominated and elected by the Board. Opportunity for nomination by suggestion to the Board and by petition are, of course, provided. The Board of Directors devotes itself to policy and delegates active operating management to the Executive Committee including corporate officers with specific responsibilities for activities and the auditing of staff services.

AIEE members of the Eight-Man Committee, who had participated in drafting the Constitution and Bylaws to be proposed to the Boards of the two Institutes in January and February, pointed out the advantages of a Board so constituted:

- a) Its size, 25 total, is advantageous.
- b) It has the opportunity of selecting enough of its own members to insure needed experience and talent for its purposes.
- c) Terms of Board membership in various capacities are practically of total indefinite length. Past-Presidents of IRE often serve as Secretary, Treasurer, or Editor.

Suggestions for revisions in the proposed organization were made, such as:

- a) Create subdivisions of the proposed Regions with appropriate officers in charge.
- b) Provide Departmental (at least TOD and GAD equivalents) representation on the Board.
- c) Provide representation of technical interest groups on the Board.

### 3.6) Student Branches

R. T. Weil

Dean Weil, AIEE Representative on the Two-Man Student Branch Merger Study Committee, reported substantial agreement with his collaborator, Dr. J. D. Ryder, in the following conclusions:

(over)



- a) In the consolidated Society, Student Branch activities should be managed and operated at the Regional, Subregional, and Section levels.
- b) Society-wide student activities such as prize paper competitions should be discontinued.
- c) Only broad guidance in educational objectives should be supplied on a "National" basis by an Education Committee.
- d) Provision should be made for the recognition of a form of student membership and Branch activity in the Technical Institutes, Community Colleges, and Junior Colleges.

3.7) Extra-Society Relationships

T. M. Linville

Mr. T. M. Linville, AIEE Representative on the Merger Study Committee on Extra-Society Relationships, reported substantial agreement with his IRE collaborator, Dr. Ronald McFarlan, as follows:

- a) Extra-Society Relations are suitable for establishment by the proposed consolidated Society only when confined to technical purposes and subjects.
- b) Discussions and meetings for liaison purposes only should take place with organizations having other than scientific, educational and technical objectives. Specifically, there must be no organizational tie nor participation in councils with authority involving NSPE or similar organizations.
- c) The Functional Plan of cooperation among societies and federations is acceptable but without a coordinating council having power to act on behalf of the constituents.
- d) EJC membership for the consolidated Society is open to study and consideration.
- e) The recently approved "Unified Statement ..." by ASME, AIEE and NSPE and the continued conversations among these bodies are suitable for participation by the consolidated Society provided the "Statement" is clarified to eliminate implications of authority vested in the conference of officers of ECPD, EJC, and NSPE and the conversations among ASME, AIEE, and NSPE are kept informal and not intended to lead to organizational ties with NSPE or any other organization with similar objectives.
- f) There is no objection to individual members of the consolidated Society holding individual membership in NSPE or any individual-membership "unity" organization.
- g) State License or Registration, as a requirement for any grade of membership, was not discussed in this merger study committee. (It was generally understood, however, on the basis of information supplied by others present at this meeting, to be unacceptable to IRE).

3.8) Staff Personnel Policies

C. F. Savage

Mr. Savage and Mr. D. G. Fink of IRE are the members of this Two-Man Committee. Mr. Savage reported as follows:

- a) Differences between the present practices in the two Institutes are in general small in such matters as salary, pensions, vacations, holidays, insurance, job training, hiring, etc. and should be resolved by adopting the more liberal practice in each case for the consolidated Society.
- b) Before the adoption of policies in this area, however, the General Manager's responsibilities should be defined and the position filled so that he can take part in the setting of such policies.

3.9) Honors and Awards

W. R. Harres

In the absence of the Merger Study Committeeman, a copy of a written report was presented by the President. A brief abstract follows:



- a) "Both societies have similar hierarchical structures for their honors and awards".
- b) "Both have approximately five awards that fall within the general category of Memorial Awards. There seems to be no equivalent of the AIEE Medal in Electrical Engineering Education in the IRE structure". (Among the six recipients: F. E. Terman, W. L. Everett, G. S. Brown, Ernst Weber).
- c) ".....most of the IRE awards are endowed or funded in perpetuity by the Board of Directors, the AIEE has several awards funded annually by corporations".
- d) "..... we do not see any insurmountable problems in bringing about a federation".

### 3.10) Standards

C. G. Veinott

Mr. Veinott reported on the findings of the Two-Man Committee on Standardization of which Dr. Ernst Weber was the other member. Mr. Veinott said that his committee was in general agreement as follows:

- a) There should be greater standards activity in the consolidated Society than either Institute now produces.
- b) In IRE the Technical Committees devote their efforts exclusively to standards while the PG's take care of meeting programs and papers. An Editorial Board reviews papers for major publications.
- c) In AIEE, the Technical Committees handle standards generation, meeting programs, and paper reviewing.
- d) The Two-Man Committee proposes "That each PG and TC and each ITG select a Technical Standards Committee for each operational year to be concerned with all standardization activities in the scope of that body, allowing for appropriate consolidations and modifications as will evolve. Each Technical Standards Committee will submit final drafts of standards to the Standards Committee of the consolidated Society for approval and publication."
- e) "The Standards Committee (of the Society) shall be comprised of 20 or more appointed members with broad experience in the generation and use of standards, and with the power to vote on standards. In addition, each Technical Standards Committee may appoint a non-voting liaison member preferably the vice-chairman who is invited to meetings of the Standards Committee (of the Society) and who can participate in the discussion of standards. An appointed member may also serve as a liaison member if so designated by an appropriate Technical Standards Committee."

The following suggestions were heard during the discussion of the report:

- a) Publish a "Standards Journal" for subscription as a means of public notice and audit of the productivity of the standards program.
- b) To insure broader participation and interest by both manufacturers and users, make Technical Standards Committees subcommittees of the parent body.

### 3.11) International Activities

Dr. Ronald McFarlan (IRE) is the only member so far appointed to this committee. President Chase referred to several communications from England expressing interest in and encouragement for the consolidation.

### 4.0 NAME

No decision or firm recommendation for the name of the consolidated Society was offered by the Eight-Man Committee as a result of their work on a draft of the Constitution.

(over)



4.1) Suggestions heard included:

- IREE - Institute of Radio and Electrical Engineers
- SREE - Society of Radio and Electrical Engineers
- ISEE - International Society of Electrical Engineers
- SERE - Society of Electrical and Radio Engineers
- SSEE - Society of Scientists and Electrical Engineers
- IIEE - International Institute of Electrical Engineers

The inclusion of "Radio" in the name was said to be important as a traditional matter to IRE. The maintenance of the two E's, "EE", in juxtaposition was likewise attractive to the AIEE representatives. The substitution of "Society" for "Institute" was preferred. While "International" may be descriptive of the intention of the organization, it was thought undesirable to emphasize that aspect since both of the present Institutes are in fact on such a basis. Dropping "American" was thought to be sufficiently indicative.

An informal ballot of the meeting showed a strong preference for SERE - Society of Electrical and Radio Engineers among those suggestions considered to be possible of acceptance.

5.0 DUES

The hope of the Eight-Man Committee is that basic dues for the consolidation, if consummated, could be \$15 per year. This found general concurrence in this meeting. The detailed study of revenue sources has yet to be made.

- 5.1) Dr. W. R. Clark, Treasurer of AIEE, was designated to represent AIEE on a Two-Man Committee to be organized for the purpose of studying dues and related sources of income.

6.0 MEETINGS

What should be the overall meeting program and policy of the consolidated Society with special reference to General and District Meetings is another question not yet considered. It was assumed that specialized conferences would play an increasingly important part. It was suggested that the Summer General Meeting be used entirely for society management meetings, conferences, and workshops.

Mr. C. T. Hatcher was appointed to represent AIEE on a Two-Man Committee to be organized to study the meetings problem.

At this point the joint meeting adjourned and the Executive Committee went into session.

7.0 AIEE EXECUTIVE COMMITTEE

7.1) Financial Report May - October 1961

APPENDIX "D"

The statement of Income and Expenses for the first six months of the 1961-1962 fiscal year was presented to the Executive Committee. It is included in these minutes as APPENDIX "D". Actual income and expenses for the period are compared with the current budget and last year's experience.

The report shows that expenses are being held well within budget provisions. Income from dues and fees are running ahead of schedule. The same is true of all other sources of income except that from the sale of advertising which is below the same period for last year by \$60,000. Certain economies in effect and planned are estimated to offset this loss by about half in the total outcome.

The manager of Publications presented a report showing the trend in all advertising sales to be down.

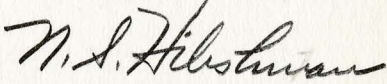


The President requested the Finance Committee to review the situation and report to the Board of Directors at the February meeting.

8.0 ADJOURNMENT

The Executive Committee adjourned at 3:45 P.M. with the understanding that another meeting may be called by the President prior to the Board meeting on February 2, 1962, if developments require.

NSH:amd  
12/18/61

  
N. S. Hibshman  
Secretary



AIEE - IRE  
COMMITTEE TO STUDY AND PREPARE  
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AIEE

## MEETINGS

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~~Motorola Corporation~~      University of Minnesota  
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AIEE

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MERGING OF SECTIONS: FINANCES, GEOGRAPHICAL BOUNDARIES, SECTIONAL PUBLICATIONS

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