

6.7) Proposed Merger with IRE

(10:12)

APPENDIX "F"

6.7.1) Background Review

The Board, prior to this meeting, had received Revision #1 of the proposed Constitution and Bylaws for the consolidated society (then tentatively called SREE), and Draft No. 1 of "Principles of Consolidation for the SERE". On Wednesday evening, January 31, 1962, the Board members present at an open Forum on the proposed merger heard read Draft No. 2 of the "Principles of Consolidation for IEEE", a copy of which was handed to each member at this meeting and is attached to these minutes as APPENDIX "F".

Present at this meeting were the four AIEE members of the Eight-Man Committee under the auspices of which the "Principles ..." had been prepared - Messrs. Chase, Linder, Robertson, and Teare.

Mr. Teare presented Draft No. 2 of the "Principles of Consolidation ..." explaining that it had been prepared to give a concise picture of the proposed organization and management of the projected consolidated society better suited, as a basis for study and discussion of the essentials of the plan, than was the full text of the proposed Constitution and Bylaws. Mr. Teare reviewed the discussions that led to the Resolution of October 20, 1961 and the subsequent steps taken by the Eight-Man Committee in arriving at Draft No. 2 of the "Principles ...". It was explained that if the "Principles ..." could be approved by the Board at this meeting without substantial change, the stage would be set for concurrent meetings of the AIEE and IRE Boards on March 8, 1962 at which time agreement might be reached on a recommendation to the memberships of the two Institutes for consideration and vote in June. To meet such a timetable, the "Principles ..." will be needed as a basis for the merger agreement, the amended State Corporation Charter, and the Constitution of the consolidated society.

6.7.2) Approval Moved

It was MOVED and SECONDED that the Board of Directors of AIEE APPROVE Draft No. 2 of the "Principles of Consolidation for the Institute of Electrical and Electronics Engineers" (IEEE).

6.7.3) Discussion of the motion brought out the following viewpoints concerning Draft No. 2 of the "Principles of Consolidation for IEEE", and inferences relative to its intent derived from other sources:

- a) It is necessary to adopt a concise set of principles on the basis of which merger, if desired, can proceed. The improvement of the structure of the organization can better be achieved by a unified membership and management than by two separate groups trying to achieve a perfect agreement in advance.
- b) An indication of membership desire for merger was reported in the straw vote at the Wednesday evening Forum where 294 ballots were cast. Ten were against merger; 14 undecided; and 270 in favor.
- c) Draft No. 2 of the "Principles ..." does not adequately define the structure of the Board of IEEE and the mechanism of nomination and election of its members. The opportunities for self-perpetuation are present in control of the nomination of 17 of the 25 Board members and the election of seven. Provision should be made for nominations and constitution amendments by petition of a reasonably small number of members.
- d) Greater direct representation of members through geographical units should be provided.
- e) There should be more Regions, more Regional representation on the Board, and direct Regional representation on the Nominating Committee.
- f) There should be provision for more direct representation of areas of technical interest on the Board of IEEE than provided by the "Principles ...".
- g) The Constitution of IEEE should provide for special as well as annual meetings of the Assembly or the membership.

(over)

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- h) Provision is needed for continuity in the publication of Technical Committee papers pending ultimate integration into Professional Technical Groups.
- 1) One general monthly magazine with periodical Divisional Transactions is preferable to a general and a technical monthly magazine.
- j) The objectives of IEEE require emphasis on technology instead of geography. It is urgently necessary that the Board of IEEE include the most outstanding technical men available as Directors-at-Large. These cannot be secured by geographical or direct technical division nomination. Regional and operational representation is provided in the "Principles ..." to the extent of 15 Board members.
- k) The IEEE will be a heterogenous group of members aligned by technical interests into many sub-societies as well as geographical units.
- 1) Technical interests tend to be submerged in an organization with a geographically oriented structure and management.

6.7.4) Motion with "Amendments" Voted

After a full discussion briefly summarized here, the Board,

VOTED to APPROVE Draft No. 2 of the "Principles of Consolidation of IEEE" with the suggestion to the AIEE representatives on the Eight-Man Committee that consideration be given to the following five modifications:

- A) "Providing in the proposed IEEE for the establishment of North American geographical Regions in the number of more than 7 and less than 15." (Prin. IV)
- B) "Providing in the initial organization of IEEE five or six Divisions under each of which would be grouped related Professional Groups, Institute Technical Groups, and Technical Committees of the present two Institutes; the Divisions in turn to be coordinated by the Technical Operating Committee. Divisions are suggested in the following areas: Communications; Power; Industry Power and Control; Science, Energy, and Materials; Education and Management." (Princ. VIb) (See also APPENDIX "F1" of these minutes).
- C) "Ensuring democratic control of the new society in the nomination and election of directors; and that the Joint Committee also endeavor to ensure representation of the various technical areas." (Prin. IX, X)
- C1) "Providing for a petition signed by 100 members to be effective in nominating a candidate for office or initiating a constitution amendment." (Bylaws, Revision #1, January 2, 1962)
- D) "A Program of publication for IEEE including the following:
  - 1) A monthly general magazine for all members
  - 2) Periodical Division Transactions containing all screened and selected papers of permanent interest in the area of interest of the Groups and Committees composing the Division
  - 3) Bound Annual Division Transactions consisting of above
  - 4) Professional Group Publications
  - 5) Student Journal
  - 6) Special Publications, conference and convention records, etc. (Prin. XIV)



