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"PRINCIPLES OF CONSOLIDATION FOR THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS"

(A Consolidation of AIEE and IRE)
Draft No. 2, Revised through January 31, 1962
Approved February 2, 1962
by the
Board of Directors of AIEE
with
SUGGESTED MODIFICATIONS
Appendices "A" to "D"

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PREAMBLE

To promote the aims and purposes of the AIEE and the IRE, to improve the services enjoyed by their members and to increase the benefits accruing to the general public from their operations, these membership organizations have undertaken studies directed towards consolidation into a single society. The general form and organization of this proposed consolidation are stated in the following "Principles of Consolidation".

- I The 78-year old corporate entity of the AIEE will be retained and the corporate entity of IRE will be merged into AIEE, with a new name for the consolidated society, the Institute of Electrical and Electronics Engineers.

(over)

- II. a. The grades of IEEE membership shall be:
- (1) Honorary Member
 - (2) Fellows
 - (3) Senior Member
 - (4) Member
 - (5) Associate
 - (6) Student
 - (7) Life Member
- b. Qualifications, rights and privileges of membership to be as they are now for equivalent grades in our two societies. Present members of either Society to have the grade of membership in the IEEE equivalent to the highest grade of membership they hold in either of the present societies, i.e., IRE Senior Members become Senior Members of the IEEE, IRE Members become members of the IEEE, etc. AIEE Members become Senior Members of the IEEE, AIEE Associate Members become Members of the IEEE, etc.
- c. Years of service in either AIEE or IRE in any membership grade shall transfer as equivalent years of service in the IEEE.
- d. Since the IEEE will be a considerably larger society than either the AIEE or the IRE, it ought, after a relatively limited period of time, to be able to provide the requisite services to its membership with at least as high a level of effectiveness as either society and since both IRE and AIEE have managed to remain financially sound with their present dues structures, the IEEE will establish a dues structure for each grade of membership based upon the lower of the two rates charged by either of the present societies for that grade of membership. In general, this means that the entrance fees for all membership grades shall be \$3.00 except that there shall be no entrance fee for the Student grade, and the annual dues shall be \$10.00 for the first three years of IEEE membership in any grade other than Student, and \$15.00 for each succeeding year. The annual dues for Student grade shall be \$5.00.
- III. It is intended that the IEEE will include the following member groups:
- a. Geographical
- (1) Regions
 - (2) Districts
 - (3) Sections
 - (4) Professional Technical Group Chapters
 - (5) Student Branches
- b. Fields of Interest
- (1) Professional Technical Groups
 - (2) Technical Committees
- IV. a. Since the scientific, literary and educational purposes of the IEEE are not limited by national boundaries, the IEEE shall be of international scope, or more specifically, a non-national organization. Because the preponderance of the membership of the IEEE is in North America, North America shall be divided into seven regions. (See APPENDIX "A"). Areas not otherwise specified shall be designated Region 8. Each Region shall be represented on the Board of Directors of the IEEE by a Director. Provision shall be made for additional Regions as the growth of the Society may require. Each Region shall have a Regional Committee headed by the Regional Director as Chairman.
- b. Regions may upon their instigation and with the approval of the Executive Committee subdivide into two or more Districts. Where Districts exist, each shall have a District Committee headed by a District Chairman who shall be a voting member of the Regional Committee.
- V. Every existing Section (including their Subsections) of IRE or AIEE shall become in its entirety an equivalent Section of the IEEE upon its formation. When, as a result, two Sections exist in the same city or geographic area, the members of such Sections shall have the following courses of action open to them:

- a. They may begin consolidation into a single Section immediately upon the establishment of the IEEE.
- b. They may continue as separate Sections until the date set for installation of new Section officers and committees and consolidate into a single Section at that time.
- c. Although under most circumstances it will be to the advantage of the membership of these dual Sections to proceed toward consolidation into a single unit promptly, there will be circumstances which may make it desirable for such dual Sections to retain separate identities or to proceed toward consolidation more slowly. Such Sections, where they so desire, may continue as dual Sections with the provision, however, that each must then maintain a Voting Member on the other Section's Executive Committee.
- d. Each Section shall be responsible for conducting its activities (including responsibility for all funds in the Section's custody) within the Constitution and Bylaws of the IEEE and any other rules which may be externally imposed and by law affect the membership and activities of the IEEE, all as detailed in the Section Manual. On dissolution of any Section any remaining funds revert to the IEEE.
- e. One of the Standing Committees of the IEEE shall be the Sections Committee. Its Chairman shall be the Vice-President of the IEEE, elected by the membership.

- VI. a. A Professional Technical Group consists of a voluntary association of IEEE members (and non-members called "Affiliates") who are interested in seeing that their field or branch of scientific or technical endeavor is adequately covered by the IEEE's activities. While latitude is allowed as to a new Group's scope, the Group must be formed around some subject of mutual interest to its members. The subject may be broadly functional, such as science, engineering, management, education, industry, or manufacturing; or some narrowly restricted to some branch of research, design, materials, processes, measurement or production of components, assemblies, or systems; or the subject may fall in a "field of use" category, such as communication, electron optics, marine and aerial guidance, recording and reproduction, and so on.

The Group system permits of the formation of the equivalent of a "society within a society" for those who feel that their specialized interests will thereby be more adequately cared for, and places in their hands the machinery, experience, and publication channels of IEEE, making unnecessary the formation of a separate society. The Group system also permits the development of IEEE as an integrated technical society with a wide variety of interests. The desirability of forming a Professional Technical Group might first arise from a new development in the art and the initial steps of organization are then taken up by some enthusiastic individual,

In ordinary course, he would talk the matter over or communicate with one or more colleagues and would consider the field of interest of the prospective Group which he has in mind in relation to those which have already been organized. Experience has shown that the problems of scope can be resolved at a meeting of the promoter and his colleagues called to delineate the field of interest.

- b. Every present Professional Group of the IRE or Technical Group of the AIEE shall upon the establishment of the IEEE become a Professional Technical Group of the IEEE. (See APPENDIX "B"). Under the guidance of the Professional Technical Group Committee where such IEEE Professional Technical Groups call for overlapping areas of interest they may consolidate or otherwise re-define areas of interest to maximize service to their membership.

The relatively large number of Professional Technical Groups likely to result in the immediate future (35 to 40) may, to provide better coordination among groups and more responsive services to their members, make it desirable for the Professional Technical Group Committee to organize a Professional Technical Group Operating Committee. The Chairman of the Professional Technical Group Committee would automatically become Chairman of the Professional Technical Group Operating Committee. Professional Technical Groups with similar interests would then be grouped into Divisions (See APPENDIX "B"), each headed by a Sub-Chairman and each a member of the Professional Technical Group Operating Committee. A few possible Divisions are: Communications; Power and Industry; Controls, Computers and Instrumentation; Energy and Materials; Education and Management.

- c. The Chairman of the Professional Technical Group Committee shall be a Vice-President of the Society and a member of both the Board of Directors and the Executive Committee of IEEE.
- d. A Professional Technical Group Chapter may be established in a Section to function in the manner of a Committee of a Section.
- e. Such Professional Group Chapters of the IRE or Technical Group Chapters of the AIEE as exist at the time of establishment of the IEEE shall become Professional Technical Group Chapters of the IEEE.
- f. The complete Technical Operating Department committee structure of the AIEE and the complete Technical Committee structure of the IRE shall be transferred in toto to the IEEE. (See APPENDIX "B"). This entire structure taken over from both present societies shall fall under the cognizance of the Technical Operating Committee of the IEEE.
 - (1) Where appropriate Professional Technical Groups of the IEEE exist it shall be the responsibility of the Technical Operating Committee in cooperation with the pertinent Technical Committees of the previous AIEE TOD Committee structure to transfer to such Professional Technical Groups all functions of these committees having to do with the securing, publication and dissemination of technical papers, the sponsorship of technical meetings and any other appropriate functions.
 - (2) Where a Professional Technical Group covering the appropriate technical area does not exist it shall be the responsibility of the Technical Operating Committee of the IEEE in collaboration with the appropriate committee or committees from the previous AIEE TOD structure and with the approval of the Executive Committee to encourage and aid in the establishment of new Professional Technical Groups, or to work with existing Professional Technical Groups to broaden their technical area of interest to encompass the appropriate functions of these committees.
 - (3) Until such Professional Technical Groups are in active existence, the appropriate previous AIEE TOD Technical Committees shall continue their present functions in the selection and publication of papers, sponsorship of technical meetings, and standardization activities in cooperation with the appropriate departments and committees. (See APPENDIX "B").
 - (4) Since all of these functions are already carried on by the Professional Groups in the IRE, no problems of transfer from previous IRE Technical Committees to Professional Technical Groups will exist. However, it also shall be the responsibility of the Technical Operating Committee of the IEEE to coordinate the complete structure of Technical Committees inherited from the AIEE and the IRE recommending to the Executive Committee of the IEEE redefinition of scope and/or consolidation where appropriate. The primary activity remaining within the scope of these committees will be in the standards area.
- g. The Standing Committees of IEEE shall be as follows:

Awards
Board of Examiners
Editorial Board
Education
Fellow
Finance
History

International
Nominations and Appointments
Professional Technical Groups
Student Branches
Sections
Technical Operating

- VII. All present AIEE or IRE Student Branches or Student Associate Branches whether existing singly or as joint AIEE/IRE Branches shall upon the establishment of IEEE become Student Branches or Student Associate Branches of the IEEE. Wherever this results in the establishment of two Branches, whether separate or joint in one geographical locality, the members may either (a) proceed toward immediate consolidation or (b) continue their separate or joint existence until their regular time for election of new officers and establishment of new committees at which time they shall consolidate into a single IEEE Branch.

- VIII. All committees and subcommittees, intersociety representatives, etc. of each the IRE and AIEE active at the time of the establishment of the IEEE and not otherwise discussed in these Principles of Consolidation shall continue in existence performing the duties previously assigned under the cognizance of the Executive Committee until specifically instructed by the Executive Committee on a change in their status or function.
- IX. a. Since Legal Counsel to both the AIEE and the IRE have established that under New York State Membership Corporation Law an Annual Assembly composed of Delegates selected by the voting members is required, the IEEE shall have an Annual Assembly consisting of 10 Delegates-at-Large elected by the voting members and 8 Regional Delegates elected respectively by the members residing in the 8 Regions of the IEEE, making a total of 18. The ten Delegates-at-Large shall comprise the President, the Senior Past-President, the Junior Past-President, the Vice-President elected by the voting members, and 6 additional Delegates-at-Large. All Delegates, whether Delegates-at-Large or Regional, shall be elected Directors by virtue of their election as Delegates and shall serve terms as Directors concurrent with their terms as Delegates. (See APPENDIX "C").
- b. The Annual Assembly of the IEEE shall meet in January each year and elect 7 additional Directors for the required term of office of one year. Four of these Directors shall also be elected Corporate Officers, respectively designated as a Vice-President (who shall become Chairman of the Professional Technical Groups Committee), the Secretary, the Treasurer, and the Editor. (See APPENDIX "C").
- X. The IEEE shall have as small a Board of Directors as practicable, meeting approximately 4 times each year and dealing in matters of policy and fundamental procedure only. Specifically, it shall consist of 10 Directors-at-Large, elected by the voting members, 8 Regional Directors elected respectively by the members residing in the 8 Regions of the IEEE, and the 7 Directors elected by the Annual Assembly, making a total of 25. (See APPENDIX "C").
- XI. a. The Board of Directors shall appoint a small Executive Committee composed of Directors and Officers meeting approximately 10 times per year which shall be responsible for the selection and supervision of the General Manager and his secretariat as well as the overall management of the IEEE acting through the General Manager on a month-to-month basis.
- b. The Executive Committee shall be responsible for the study of and recommendation to the Board of Directors of policy and fundamental procedure, but shall not be a policy-making body which function shall be reserved to the Board of Directors. All actions of the Executive Committee shall be subject to the approval of the Board of Directors.
- c. It shall consist of 9 members comprising the President, the Vice-President elected by the voting members, the Vice-President elected by the Annual Assembly, the Junior Past-President, the Treasurer, the Secretary, the Editor and 2 other Directors.
- XII. The detailed affairs of the IEEE shall be managed by a full-time paid secretariat headed by a General Manager selected and supervised by the Executive Committee. The secretariat shall be divided into departments corresponding to the departments of the IEEE each headed by an appropriately titled department head. The Executive Committee of the IEEE will require and allow the secretariat headed by the General Manager to manage the affairs of the Society within the framework of the policy and fundamental procedures established by the Board of Directors.
- XIII. Each Director and Officer of IRE and each Director and Officer of AIEE will, if both Boards and memberships vote favorably on the establishment of the IEEE, submit to the duly elected President of the IEEE his resignation effective at the will of the newly elected Board of Directors of the IEEE and upon the establishment of IEEE.
- XIV. a. The IEEE shall publish two monthly publications going to all members - one on the first; one on the fifteenth of each month. The first of these, named ELECTRICAL ENGINEERING, shall contain tutorial papers of general technical interest, review papers, general abstracts, IEEE news and administrative information. It may contain advertising. The second publication shall be entitled PROCEEDINGS OF THE IEEE and shall contain original technical papers of the highest quality, letters to the Editor on technical subject matter, technical abstracts, etc. It may contain advertising. (See APPENDIX "D").

- b. The IEEE shall also publish periodicals produced by the various Professional Technical Groups named TRANSACTIONS ON _____ where specialized technical papers shall be published. The TRANSACTIONS are not intended to contain advertising. In accordance with Principle V f., IEEE shall also publish periodicals sponsored by the Technical Committees taken over from the AIEE TOD until such functions have been fully absorbed by appropriate Professional Technical Groups. (See APPENDIX "D").
 - c. The IEEE shall publish a periodical named THE IEEE STUDENT JOURNAL containing both technical material and news items of interest to students.
 - d. The IEEE shall publish an Annual Directory containing lists of its members, lists of manufacturers, supplies and products. It may contain advertising.
 - e. The IEEE shall issue such other special publications as convention and conference records, cumulative indices, standards, etc. when warranted.
- XV.
- a. There shall be held annually in New York City, probably in the early spring, a general meeting of the society in conjunction with a show to be designated as the IEEE International Convention and Electrical and Electronics Engineering Show.
 - b. With attendance at the present IRE Convention and show running above 70,000, the IEEE convention and show with the technical material and displays broadened to appeal to the complete cross-section of membership of the IEEE an attendance approaching 100,000 can be anticipated within a few years. It is anticipated this may well require taking over additional space and facilities and the running of the convention and show simultaneously for five full days of the week.
 - c. Another General Meeting of the IEEE shall be held annually, probably during the month of June, in conjunction with one of the Regional meetings or Special Technical Conferences sponsored by the Professional Technical Groups. This General Meeting shall primarily be devoted to organization matters of the Sections, Districts, Regions and Standing Committees.
 - d. Regional meetings shall be held on the approval of the Executive Committee for the presentation of technical papers approved by the Professional Technical Groups. Electrical and Electronics shows may be associated with these Regional meetings.
 - e. Special Technical Conferences shall be held with the approval of the Executive Committee upon the request of one or more Professional Technical Groups. These conferences shall be for the presentation of technical papers on a particular phase of the Society's technical activities.
- XVI.
- Under the direction of the IEEE Awards Committee, the honors and awards structure of both the AIEE and IRE shall be preserved in the IEEE. During the transition year where the cognizant committees of either the AIEE or IRE have determined on the prospective recipients of honors and awards for either of the two individual societies and these recommendations have met the approval of the Board of Directors of the respective society, then the IEEE will honor such a recommendation and issue the honor or award to the designated recipient as an IEEE honor or award.
- XVII.
- If the respective Boards and memberships of the two societies vote favorably on consolidation, a 14-Man Committee, 7 men appointed by AIEE and 7 by IRE, and including all members of the present 8-Man Committee, will be formed. It will be the duty of this 14-Man Committee to select and employ the General Manager, to act as a Nominating Committee for all new Directors and Officers of the IEEE, to appoint any additional Nominating Committees as it may desire to assist in nominations required at all other levels, to prepare and approve the Bylaws for the IEEE in accordance with the Constitution and Principles of Consolidation approved by the two Boards of Directors and the two memberships, and, generally, to prepare for and take all necessary steps to implement the establishment of the IEEE on 1 January 1963.

This committee will go out of existence immediately upon the first annual meeting of the Assembly of the IEEE.

- XVIII. The management of IRE and AIEE shall retain full authority to operate their respective societies until 1 January 1963, but shall arrange whatever measures are necessary to provide full cooperation with the 14-Man Committee and to allow the 14-Man Committee to carry out its assigned functions.
- XIX. It shall be the responsibility of the General Manager to reconcile the difference between the practices and policies of IRE and AIEE with respect to the full-time paid staff.

APPENDIX
SUGGESTED MODIFICATIONS
by the
Board of Directors of AIEE Meeting February 2, 1962

The following are excerpts from the minutes of the AIEE Board meeting of February 2, 1962. Each is to be understood to be prefaced with, "The Board suggests to the AIEE members of the Eight-Man Committee on Consolidation of AIEE and IRE that further consideration be given to"

- "A" (Prin. IV) ".....providing in the proposed IEEE for the establishment of North American geographical Regions in the number of more than 7 and less than 15."
- "E" (Prin.VIb) ".....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."
- "C" (Prin. IX,X) ".....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."
- "C1" (Bylaws, Revision #1) ".....providing for a petition signed by 100 members to be effective in nominating a candidate for office or initiating a constitution amendment."
- "D" (Prin.XIV) "..... a program of publications 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.