

14-MAN COMMITTEE - AIEE-IRE MERGER

MINUTES OF THE SIXTH MEETING

2.11.120

Meeting Place: Ramada Inn, Dallas, Texas

Date and Time: October 30, 1962 - 8:45 P. M. - 11:15 P. M. ;  
October 31, 1962 - 8:00 A. M. - 4:30 P. M.

Attendance: All members present except L. V. Berkner, R. L. McFarlan, C. H. Linder, and L. M. Robertson.  
Ernst Weber and B. M. Oliver attended as Observers;  
D. G. Fink attended as Secretary.

Actions Taken:

1. Minutes of the Fourth Meeting. Item 15 of the Minutes of the Fourth Meeting of the Merger Committee was amended to show that the Advisors to the Editorial Policy Committee would be Mr. T. A. Hunter and Mr. C. J. Grimm, both of whom would serve as Advisors on Student Publication Policy. With this amendment, the Minutes of the Fourth Meeting were unanimously approved by those present.

2. Minutes of the Fifth Meeting. The following omissions in the Minutes of the Fifth Meeting of the Merger Committee were brought to the attention of the Secretary:

a. The dates for the first meeting of the IEEE Board of Directors were set at January 8 and 9, 1963, and the Secretary was requested to advise all Directors and Officers-Elect to reserve these dates.

b. Co-Chairman Haggerty reported receiving a letter from Director Bereskin of IRE Region 4, raising questions concerning the allocation of members to specific Sections and the setting of Regional Boundaries. This letter was referred to the Ad Hoc Subcommittee on Regional Boundaries, and to the Regional Directors-Elect, for their study and recommendation.

c. Co-Chairman Haggerty reported receiving recommendations concerning the possibility of extending the duration of Student dues, beyond the termination of Student status, to certain countries where economic conditions might preclude the payment of regular member dues. Dr. Teare reported that optional rates of this type might be made on condition that the Institute publication would not be sent to members enjoying extension of Student dues. This matter was referred to Chairman Peterson of the Ad Hoc Subcommittee on Regional Boundaries for their study and recommendation.

d. The Merger Committee decided that there would be no change in the method of publication of the Student publication for the January, 1963 issue, relative to the procedures used in publishing the September, 1962 issue of this publication, other than the designation "IEEE" in place of "IRE" and "AIEE".

e. The Secretary was requested to plan a full report for the Merger Committee on the relation of rebate structures to budget costs. An initial report of this type will be considered by the Merger Committee, but a final report would not be acted upon until approximately March, 1963, at which time the Executive Committee would consider the matter and act upon it.

The following amendments to the Minutes of the Fifth Meeting were adopted:

f. On Page 4, Line 5 of the Minutes of the Fifth Meeting, the line should read "Committees of members" and the words "of members" following the word "groups" should be omitted.

g. The correct titles under the Editorial Policy Committee, Item 14, are Dr. L. F. Hickernell and Dr. William Lewis.

h. Page 1, Item 3, last sentence should be revised to read " . . . and asked the Secretary to coordinate this reservation with the cancellation of the reservation for the 1964 Winter General Meeting."

i. Page 2, Item 4. This item was modified to agree with a specific request contained in the letter from I. S. Coggeshall, as follows:

"At the 34th meeting of the Technical Operations Department held in Chicago on October 11, 1962, it was: VOTED to recommend to the 14-Man Committee, that the meeting scheduled for Toronto, June 1963, be called the "IEEE Summer General Meeting and Conference on Radiation Effects."

With these additions and amendments, the Minutes of the Fifth Meeting were unanimously approved by those present.

3. Information on Methods of Self-Support by Sections. Co-Chairman Haggerty suggested that the staff undertake, during 1963, to prepare a brochure on the methods used by Sections to pay their own way by local activities. This brochure would contain examples of methods, without specific names of Sections using them, such as lecture series, publications, conferences, etc. The General Manager will undertake this task as soon as the reorganization and combination of Sections has gone far enough to permit a consolidated study.

4. Fellows Ceremony, March 1963 IEEE Banquet. The Secretary was directed to prepare and put into effect a logical plan for the recognition of AIEE-derived as well as IRE-derived Fellows at the March 1963 Banquet. The Secretary reported an action by the AIEE Board of Directors at its October 12 meeting suggesting that the AIEE Fellows elected from approximately July 1 to approximately December 31, 1962, be included in this ceremony. It is understood that the regular recognition of AIEE Fellows in ELECTRICAL ENGINEERING will continue without change.

5. Hotel Arrangements for March 1964 IEEE Convention and Show, New York. The Secretary reported that he was holding a meeting on November 1, with Messrs. Hatcher, Vieth, Bailey, Hibshman, and Copp to discuss basic plans for the March 1964 IEEE Convention and Show, including Technical Program plans, Exhibition Plans, and Hotel Accommodations. Dr. Teare requested that a report of the results of this meeting be given to the Merger Committee.

6. Bylaws - Revision 6. The major time of the present meeting was devoted to receiving recommendations for revisions in the Bylaws, based on Revision 6 prepared by the Merger Committee at its Fifth Meeting. Each member of the Committee presented individual recommendations for changes. Co-Chairman Chase reported conversations with the Heads of the AIEE General Administrative Department, Professional Development and Recognition Department, Publications Department and Technical Operating Department. When this review was completed, 35 pages out of the 57 pages of Revision 6 remained unchanged, and except for the Items noted below, the remaining pages contained only minor revisions. Accordingly, it was agreed that the designation "Revision 6 - A" would be used in this edition. Co-Chairman Haggerty will issue Revision 6 - A to the Merger Committee, the AIEE Department Heads, the IRE Directors and, upon advice of Co-Chairman Chase, to the AIEE Directors.

The major revisions to Revision 6 were as follows:

- a. Page 11, removal of the provision for a rebate of twenty-five cents for copies of Institute publications not available to members paying dues in arrears.
- b. Page 21, the number of members of the Executive Committee which shall constitute a quorum was increased from five to six.
- c. Page 27, the Committee considered the request of Chairman Cozzens of the General Administrative Department that the Bylaws provide for only 8 Regions. After considerable discussion, the Merger Committee decided unanimously to retain 9 Regions in the Bylaws with the understanding that this is in effect a recommendation to the IEEE Board of Directors in agreement with the statement to that effect accompanying the ballot for IEEE Officers and Directors.

d. Page 33, several allowances were prefaced by "not less than" in each case.

e. Page 49, Paragraph 408.16, was rewritten "upon request by a Regional Committee, and justification of need satisfactory to the Executive Committee, the Executive Committee shall authorize partial reimbursement . . ."

f. A new paragraph to be listed under Item 106.1 was prepared as follows, "An application, for any grade of membership except Student or Fellow, received from a person who is a member of another society with which there is an approved reciprocal agreement, and who holds equivalent or higher grade membership in that society, shall be processed directly by the General Manager without referral to the Committee on Admission and Advancement".

g. The designation "Board of Examiners" was changed to "Committee on Admission and Advancement".

7. Members-for-Life Resolution. The Committee directed the Secretary to prepare for the first meeting of the IEEE Board of Directors a resolution that Life Members and Members-for-Life, who possess that designation in both Societies on or before December 31, 1962, shall receive both ELECTRICAL ENGINEERING and PROCEEDINGS without payment of dues for as long as both publications are continued.

8. Emblem for IEEE. The Secretary presented renditions of three alternative emblem outlines, as requested at the previous meeting. He reported that Mr. Hibshman had proposed that the new badge should not contain the letters "IEEE". This proposal was enthusiastically endorsed. The Committee then unanimously agreed that the new emblem should have an outline in the form of a modified hypocycloid, not necessarily in precisely the same shape as the AIEE badge but related thereto, and that the field of the badge should contain a straight arrow pointed vertically upward representing the conventional direction of current flow (from a positive terminal to a negative terminal) and that this arrow be surrounded by a curved arrow representing the conventional direction of the magnetic field associated with that current, i. e., counter-clockwise. The Secretary was directed to prepare several finished renditions meeting these specifications for the final selection of the Merger Committee. It was agreed that the IEEE Badge thus approved would not be officially used by any IEEE member or organization until its official adoption by the IEEE Board of Directors.

9. Memorandum and Maps for Section Chairmen. The Secretary distributed a memorandum and checklist prepared at the request of Chairman Peterson of the Ad Hoc Subcommittee on Regional Boundaries. These were reviewed by the Committee and corrections made. The corrected versions will be sent to all Section Chairmen with information copies to other officials of both Societies. The memorandum and checklist will be accompanied by three full scale maps showing the boundaries of AIEE Sections, IRE Sections, and IEEE Regions.

10. Ad Hoc Subcommittee on PTG/TOC Affairs. Chairman Weber of the Ad Hoc Subcommittee on PTG/TOC Affairs recommended that, as the first guide lines to go to PTG and Technical Committee Chairmen, Recommendation No. 1 of his Subcommittee, presented to the Merger Committee at the Fifth Meeting, be distributed to Officers of the PG and TOD organizations. After making the correction noted above (Item 2. f. ), the Secretary was directed to distribute this recommendation in the form of a guideline statement.

11. Standards Committee. Dr. Weber recommended that the Standards Committee be reorganized promptly upon the Merger of IEEE. He recommended that Mr. Veinott be made its Chairman, that Dr. Mimno be Vice Chairman, and that these two men be asked to suggest to the Merger Committee by the December 12 meeting the names of approximately twenty persons, 10 from IRE and 10 from AIEE, who would constitute, in addition to themselves, the IEEE Standards Committee for 1963. It would be understood that Vice Chairman Mimno would become the Chairman of the Committee for 1964. The Merger Committee approved these recommendations.

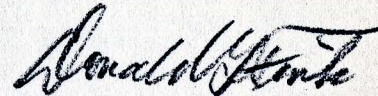
12. The Legal Requirements for Completion of Merger. Co-Chairman Haggerty reported that he had requested the Secretary and Legal Counsel to review all of the Merger Documents to ascertain whether or not all legal requirements were being met in time for the merger to be completed as scheduled. A copy of the review prepared by the Secretary is attached to these minutes. Mr. Haggerty reported that the only serious question now appears to be the absence of an agreement between AIEE and United Engineering Trustees concerning a limitation on the amount of space which IEEE might be required to occupy in the United Engineering Center in future years. He stated that he was going to meet with UET officials, in company of Co-Chairman Chase, on November 2, and would seek action satisfactory to the IRE Board of Directors, as required by Paragraph 4 of the Agreement of Merger.

13. Dates of Future Meetings. Co-Chairmen Haggerty and Chase suggested that there be two more meetings of the Merger Committee, unless special meetings are called for. The first would occur on the evening of November 14 and will continue throughout the day of November 15, the second on the evening of December 11 and throughout the day of December 12. Both meetings would be held at the Engineers Club in New York, and sleeping accommodations at the Club would be arranged for those members requesting them.

The Committee approved these dates and the Secretary was directed to make arrangements accordingly.

14. Principal Subject of Next Meeting. The principal subject of the meeting of November 14-15, will be the consideration of a first draft of an operating budget for IEEE for the calendar year 1963. Treasurer-Elect Clark and General Manager Fink were requested to present this draft.

Respectfully submitted,



Donald G. Fink  
Secretary

Attachment: Review of Legal Requirements

November 3, 1962.

# THE JOINT MERGER COMMITTEE

THE INSTITUTE OF RADIO ENGINEERS, INC.

THE AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

## Co-Chairmen

Warren H. Chase for AIEE  
Patrick E. Haggerty for IRE

Lloyd V. Berkner  
Hendley Blackmon  
W. Russell Clark  
John T. Henderson  
Clarence H. Linder  
Ronald L. McFarlan  
Walter E. Peterson  
Haraden Pratt  
Elgin B. Robertson  
Lawrence M. Robertson  
John D. Ryder  
B. Richard Teare, Jr.

## Secretary

Donald G. Fink  
1 East 79 Street  
New York 21, N. Y.  
LE 3-5100

October 29, 1962

MEMORANDUM TO: Members and Ex-Officio Observers  
of the Joint Merger Committee

FROM: Donald G. Fink, Secretary

SUBJECT: Review of Legal Requirements,  
Merger Documents.

At the suggestion of Co-Chairman Haggerty, the undersigned has reviewed the Merger Documents, printed as supplements to the April 1962 issues of our publications. The only major item requiring attention is the agreement with United Engineering Trustees, specified in Section 4 of the Agreement of Merger. I understand that Co-Chairmen Chase and Haggerty will meet with UET Officials Fairman and Fletcher on November 2 to take up this and related matters.

The following is a detailed run-down of items contained in the Merger Documents:

1. Resolution of Merger. This Resolution was passed by the Boards of Directors of AIEE and IRE and was presented by publication to the membership. No further action is required.

2. Agreement of Merger - Section 1. Legal Counsel for AIEE and IRE are preparing the Certificate of Consolidation, will present it to a Supreme Court Justice, and will file it with the Office of the Secretary of the State of New York on December 31, 1962. The Merger will become effective as of January 1, 1963. The name of AIEE will be changed to IEEE in conjunction with the filing of this Certificate and the official name of the Institute will be IEEE as of January 1, 1963.

3. Agreement of Merger - Section 2 - I. The name of the Institute has been changed by action of the Merger Committee to "The Institute of Electrical and Electronics Engineers". Legal Counsel are cognizant of the addition of the letter "s" to the word "Electronic" and will file the Certificate of Consolidation in accordance with the change voted by the Merger Committee.

4. Agreement of Merger - Section 2. The remaining sub-parts, II through VI, require no further action, except the indemnification of Directors specified in Section 2 - VI (i) should be arranged by the General Manager, in behalf of the IEEE Board of Directors, before January 1, 1963. In connection with Section 2 - VI (n), the General Manager, as advised by the Merger Committee, will arrange for the consolidation of bank accounts and for a uniform set of regulations concerning the number and type of bank accounts, the procedure for signing checks, etc., before January 1, 1963.

5. Agreement of Merger - Section 3. The election of the Directors, the President, and a Vice President is complete. The designation of other Officers will take place at the first meeting of the IEEE Board of Directors.

6. Agreement of Merger - Section 4. The agreement with the United Engineering Trustees, as noted above, has not yet been fully executed by all the required signatories. This must be done prior to the actual Merger.

7. Agreement of Merger - Section 5. The IEEE Constitution, as submitted by publication to the members of AIEE, has been approved by the voting of their proxies at the Special Meeting of AIEE. No further action required.

8. Agreement of Merger - Section 6. As mentioned above, procedures and regulations for bank accounts will be established, with the approval of the Merger Committee, by the General Manager before the close of business on the effective date of the Merger.

9. Agreement of Merger - Section 7. No transactions other than in the ordinary course of business have been made by the constituent corporations, as of this date, and none is in prospect.

10. Agreement of Merger - Section 8. No legal matters regarding the property of the constituent corporations require attention. However, this Section of the Agreement should be kept in mind during discussions with United Engineering Trustees, referenced above.

11. Agreement of Merger - Section 9. No matter which would require the termination of the Agreement specified in this Section under items (a) through (e) at this time, provided that agreement by the AIEE and IRE Boards of Directors is obtained on the Bylaws, and that thereby they agree that the Bylaws are in agreement with the Principles of Consolidation.

12. Agreement of Merger - Section 10. The projected budgets have been prepared and submitted as required in this Section.

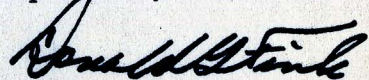
13. Agreement of Merger - Section 11. No action required on this Section.

14. IEEE Constitution. The provisions of the Constitution become effective only after the Certificate of Consolidation is filed and the Merger is complete. There is, therefore, no matter in this document which will require attention prior to the Merger in the legal sense.

15. Principles of Consolidation. Legal Counsel advises that the Principles of Consolidation are to be viewed as a guide for the writing of Bylaws and other actions preparatory to the Merger. In submitting the Bylaws in their final draft to the AIEE and IRE Boards, the Merger Committee should ensure itself that the Bylaws are fully in conformance with the Principles of Consolidation or, if there are exceptions, that these exceptions are approved by the Boards and presented again for approval by the IEEE Board. The only matter of substance here is the creation of an additional Region to be known as Region 8, and the renumbering of the old Region 8 to become Region 9.

16. Resolution of Merger - 14-Man Committee.  
The requirements of this Resolution have been met to date.

Respectfully submitted,

  
Donald G. Fink, Secretary

cc: Mr. Simon Present  
Mr. John E. Tobin

October 29, 1962.