

21. Editorial Matters. Editor Jones stated that he had nothing new to report at this time.

22. IRE International Activities. Director McFarlan reported that a meeting of the IRE Sections in Europe was held in Geneva on February 14, 1962, and that it is expected a petition for the formation of a European Region will be forthcoming as a result of this meeting.

23. Reports of the Regional Directors. The Regional Directors presented their reports, which are made a part of these minutes, pages 31 - 35.

24. IRE/AIEE Affairs. President Haggerty noted that the AIEE Board of Directors was meeting concurrently at AIEE Headquarters in New York to discuss the proposed merger of IRE and AIEE into a new society to be known as the Institute of Electrical and Electronic Engineers (IEEE). He also informed the Board that a private telephone line had been set up between the two Board meeting rooms to enable direct communication at intervals during the two days of this meeting. The President presented a proposed agenda which he and President Chase of AIEE had agreed to offer to their respective Boards as a guideline for the discussions at these meetings. This agenda was as follows:

- a. Principles of Consolidation.
- b. Merger Agreement.
- c. Constitution.
- d. Timing of Proxies.
- e. Supplement to Publications (April 1962 Issue).
- f. Budget.
- g. Resolutions.

After outlining recent developments in the proposed merger of IRE and AIEE, President Haggerty declared the meeting open to discussion, whereupon Dr. Alfred N. Goldsmith made the following remarks concerning the Principles of Consolidation and a series of speculations on future events.

"Broadly, it seems to me, that this is an excellent piece of work, skillfully carried out, and that we owe a great deal to the men who have devoted their time and effort to this task. I would like to thank them, if I may, on behalf of the Board of Directors. In analyzing a situation like this one must start out with a statesmanlike approach and a correct philosophy. If you have a correct philosophy and you make errors, you may redeem them later. This document seems to have a sound philosophy and will serve as a guide."

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"Another need is correct timing. From the reports of the Regional Directors I gather that there is general approval to the merger, but that all the relevant information has not been assimilated by the members. These facts, with which we here are all familiar, may not have penetrated to the grass roots. We must allow for the fact that time is needed for the diffusion of this knowledge. The members must be given sufficient time to grasp all this information, so they do not feel they have been rushed.

"Another problem that should be met, but which has not yet been met in large measure, is that we must avoid slighting seemingly minor problems which may later prove to be major ones. We must tackle beforehand those problems which are truly major.

"There is another principle called for here. It is what I would term 'checks and balances.' There are several sorts of 'checks and balances.' We have them in the IRE in the form of the Board of Directors, the Executive Committee, and Management, under the direction of the Executive Secretary.

"Another item which may not be necessary, but which should be considered, is that when and if the Institutes are merged, there will be certain die-hards who have persistent sentimental attachments to their old traditions and affiliations. If one of these emotionally-oriented groups becomes dominant, there might be an imposition on the membership which would be prejudicial to members from one of the component societies. It would be well to consider setting up an impartial arbitrator (either a Board or an individual) whose word would not necessarily be final, but whose rulings would be significant. This might not be necessary, but I wonder if sufficient thought has been given to such a system of 'checks and balances' so that the members from neither society will be subordinated. I throw this out because at times we must anticipate the worst as well as the best. Naturally, not all our problems can or should be expected to be solved this year, but we should try to foresee any problems which might arise. Therefore, it might well be wise to set up an arbitration system.

"The following fields should be included for consideration as part of the Principles of Consolidation.

"1. Publications. There should be a statement of principle that the ultimate aim of the new publication policy for the merged society will be publishing journals covering the fields of both electronic and electrical engineering, and segments thereof. It is important that the interests of neither group be made to appear subordinate. It is also important to remember that while the plan to distribute both the PROCEEDINGS OF THE IRE and ELECTRICAL ENGINEERING to all members for the interim period immediately following merger would be all right for 1962 and 1963, there is a danger that beyond that time there would be the possibility that a situation would result whereby the PROCEEDINGS OF THE IEEE would contain original and research papers across the board, and the other publication (say, ELECTRICAL ENGINEERING) would deal mostly with tutorial papers, developmental material, IEEE news, notes, and so forth. You would then have some members complaining that material



in PROCEEDINGS did not cover their needs, which would bring us back to a carefully planned IEEE TRANSACTIONS program for the new Technical Professional Groups.

"2. Meetings. We must consider subject matter to which meetings will be devoted and avoid a preponderance of meetings of any classification or subject matter or type which would depress or compress activities of either former component society. This full impartiality and eclecticism must be made obvious in the Principles as to the subject matter and conduct of all meetings and the Convention.

"3. Sections and Regions. We must be careful to preserve present opportunities, activities, and authority. We should have a balance of officials from the two original component societies so that each member will feel he is part of a fused society, one entity, and not two separate groups.

"4. General Management. We can be justly proud of the very effective management which IRE has had. We have had a type of management in the Board of Directors, the Executive Committee, and the Executive Secretary which has been alert, farsighted, capable and businesslike. We should be grateful for the sound precautionary measures taken by the Board, Treasurer Stuart L. Bailey, and Executive Secretary George Bailey. I am not aware whether AIEE has been as blessed as we, but I am certain that we must assure that the vitality of our Board and of our policies of sound financial judgement are preserved. I would rest much easier at night if I felt that George Bailey were going to be in a position to guide the operations of the new society during the next few years, as he has guided IRE in the past. Knowing the skill, determination, and wisdom which he possesses and which he has utilized for IRE, I would feel far less secure if a less capable man were to take up the reins of management.

"5. Property. We have valuable property which could be sold (or even turned into a large apartment building with the lower floors used for the society's purposes and the upper floors rented as a source of investment returns). Our hands are untied. I do not suggest that we do any of these things, but I do emphasize that we are free to proceed according to our best judgement. We have a selection of actions. We own what we have and can do as we please, within reasonable limits. AIEE is not in quite the same fortunate situation and has certain obligations. While a divided Headquarters may be operated during the interim period, I feel that the disposal of this particular topic has been less clearly foreseen as to future operations than may be necessary.

"6. Finances. I feel that we need a list of AIEE commitments and IRE commitments so that we know what commitments the new society will face, and how this will relate to the budget and balance sheets over the next three years, or maybe five. All commitments should be set forth to avoid later charges of malfeasance or even litigation. There is also the question of



which shall be the surviving corporation. I personally am not greatly concerned with which corporation 'survives' because this is inherently a legal formality. However, a time limit should be set to prevent situations arising whereby one corporation would have an opportunity to take any unfair advantages once the other corporation was dissolved. The selection of the 'survivor' should be solely on the basis of which society would most benefit IEEE by 'surviving' (though for a stated limited period)."

With reference to Dr. Goldsmith's remarks concerning publications, Dr. Berkner suggested that a policy be adopted whereby the members of the new society, if approved, continue to receive (for an interim period of two years) only those publications which they had been receiving as members of the original component societies. New members of the merged society would be given an opportunity to choose the publication they would receive. It would be expected that the Editorial Committee, under the leadership of the Editor of the new Board, would examine the publication needs of the new society and establish an editorial policy in accord with those needs.

As far as meetings were concerned, Dr. Berkner agreed with Dr. Goldsmith that meetings should be so arranged as to reflect a single entity rather than two separate groups, and he stated that he believed this could be done, preserving the best of each society.

Discussion was terminated at this point and the meeting was recessed for luncheon at 12:10 P. M. The meeting was reconvened at 1:35 P. M. with all those present who had attended the morning session, except Director Weber, and discussion was resumed.

24. a. Principles of Consolidation. The Principles of Consolidation were distributed to all present. This document was carefully examined and discussed. Certain modifications and additions to the document were proposed and, after discussion, Director McFarlan moved that the Board of Directors approve these modifications and additions which are embodied in the Principles of Consolidation appended to these minutes. (Unanimously approved.)

(See Exhibit B to Agreement of Merger.)

Director Jones left the meeting following discussion of minute 24. a.

The meeting was recessed at 6:40 P. M. It was reconvened at 8:00 A. M. on Friday, March 9, 1962, with all those present who had attended the morning session on Thursday, March 8, except Director Jones.

24. b. Agreement of Merger. Copies of the Merger Agreement had been distributed to all present. After careful examination, certain modifications and amendments to the proposed Merger Agreement were discussed, to which all agreed. Director McFarlan moved that the Board of Directors approve these modifications and additions which are embodied in the Agreement of Merger appended to these minutes. (Unanimously approved.)

(See Enclosure B, appended.)



24. c. Proposed Constitution of the Institute of Electrical and Electronic Engineers. Copies of the proposed Constitution of the IEEE were distributed to all Directors present. This document was carefully examined and certain modifications and additions were proposed. After discussion, Director McFarlan moved that the Board of Directors approve these modifications and additions which are embodied in the proposed Constitution of the Institute of Electrical and Electronic Engineers appended to these minutes. (Unanimously approved.)

(See Exhibit A.)

24. d. Timing of Proxies. Notice was received that the AIEE would mail proxies to their voting membership on May 5, 1962, with the final results to be announced on June 18, 1962.

Director Berkner moved that the Board of Directors set May 5, 1962 as the date on which all proxies shall be mailed to IRE voting members, and further, that the deadline date for return of these proxies shall be at 5:00 P. M. on July 5, 1962, and that an IRE Assembly be called as soon as possible thereafter, following which the results of the IRE membership vote on the proposed merger of IRE and AIEE into a new society to be called the Institute of Electrical and Electronic Engineers will be announced. This motion was approved by all Directors present, with the exception of Director F. K. Willenbrock who abstained from voting on the question of the timing of the proxies.

Director Berkner left the meeting following this action.

24. e. Supplement to the April 1962 Issue of the PROCEEDINGS OF THE IRE. After discussion, it was the consensus of the Board of Directors that it would be desirable to publish a supplement to the April 1962 issue of PROCEEDINGS, for distribution to the entire IRE membership. It was felt that such a supplement, coupled with the March 1962 Supplement already issued, would serve to aid the members in reaching an informed voting decision.

Director Bullock moved that the Board of Directors authorize the Executive Secretary to instruct the Managing Editor to prepare a supplement to the April 1962 issue of PROCEEDINGS OF THE IRE, said supplement to include a letter to be written by the President to all Section Chairmen, enclosing copies of documents approved at this meeting, and also copies of the March 1, 1962 mailing from the President to the Section Chairmen. (Unanimously approved.)

Director McFarlan moved that the Executive Secretary be instructed to prepare an advance mailing similar to the contents of the supplement outlined above to be sent to all Section Chairmen, Subsection Chairmen, Professional Group Chairmen, Professional Group Chapter Chairmen and Faculty Representatives on March 12, 1962. (Unanimously approved.)

At this point Mr. John Tobin, Legal Counsel for IRE, and his Assistant, Mr. Richard Challed, entered the meeting at the request of the Directors.



24. f. Plan of Fiscal Operations. It was the consensus of the Board of Directors that there be prepared for the IEEE for the years 1963, 1964, and 1965, a projected plan of fiscal operations which would result in a deficit of not more than \$500,000 for the first two years and an even break for the third year. This plan of operations would be submitted to the Executive Committees of IRE and AIEE for approval before the proxies are mailed to the voting members.

24. g. Merger Resolution. Director Goldsmith moved that the Board of Directors adopt the following resolution:

"WHEREAS, the board of directors of this corporation, by resolution adopted on October 18, 1961, concluded that it would be in the best interests of this corporation and its members if a merger of this corporation and The American Institute of Electrical Engineers could be consummated on terms satisfactory to the board of directors of the corporation and the membership thereof, and

"WHEREAS, pursuant to such resolution adopted by the board on October 18, 1961, a committee of the board of directors of this corporation was appointed, and was authorized to meet with a similar committee to be appointed by the board of directors of The American Institute of Electrical Engineers to study the feasibility, practicability and form of such merger and to make a report thereon to the boards of the two corporations not later than February 15, 1962, and

"WHEREAS, such committee was further authorized and directed to prepare a proposed form of constitution and bylaws for the continuing corporation, and such other documents as might be appropriate in connection with such merger, for submission to the boards of directors of the two corporations, and

"WHEREAS, such committee has met and in consultation with the similar committee of The American Institute of Electrical Engineers has prepared a form of Merger Agreement, a form of "Principles of Consolidation" and a form of Constitution for the continuing corporation, copies of which have been submitted to this meeting,

"NOW, THEREFORE BE IT RESOLVED:

"That the board of directors of this corporation hereby approves the Merger Agreement, the Principles of Consolidation and the Constitution in the form thereof as submitted to this meeting, and the Secretary is hereby directed to append copies thereof to these minutes, and

"FURTHER RESOLVED, that a special meeting of the membership of the corporation be held on or about July 5, 1962, for the purpose of deciding whether to approve the Merger Agreement, Principles of Consolidation and Constitution in the form thereof hereby approved by this board, and



"FURTHER RESOLVED, that in the event of the approval by the members of the corporation of the said Merger Agreement, Principles of Consolidation and Constitution, the proper officers of this corporation be and they hereby are authorized and directed to take all such action which they may deem necessary or appropriate to effectuate the Merger Agreement in accordance with its terms."

(Unanimously approved.)

24. h. Resolution of Merger: Fourteen Man Committee. Director Carter moved that the Board of Directors adopt the following resolution:

"RESOLVED THAT; if the respective Boards and memberships of the two constituent corporations vote favorably on merger, a 14-man committee, 7 men appointed by the President of AIEE and 7 by the President of 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 with the approval of the respective Boards 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 the nominations required at all other levels, to prepare and recommend to the respective Boards for approval the bylaws including the determination of geographical boundaries of Regions, Sections, and other units 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 merger of the constituent corporations on January 1, 1963. This committee will go out of existence on January 1, 1963. It shall be the responsibility of the General Manager to reconcile the differences between the practices and policies of the IRE and AIEE with respect to the full time paid staff.

"The Boards of IRE and AIEE shall retain full authority to operate their respective corporations until January 1, 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."

(Unanimously approved.)

25. Resolution of Appreciation to IRE Staff. Director McFarlan moved that the Board of Directors request the Executive Secretary of IRE to express the appreciation of the Board to those full-time IRE Staff members whose long hours of effective work, far in excess of their normal duties, materially assisted the Board in its IRE/AIEE Merger deliberations.

(Unanimously approved.)