

CONSTITUTION

of the

American Institute of Electrical Engineers

[Incorporated March 16, 1896]

(Constitution Adopted May 13, 1884; Amended December 8, 1885, September 27, 1892, May 15, 1894, March 16, 1896, May 21, 1901, May 21, 1907, May 21, 1912, May 16, 1916, May 21, 1920, May 15, 1925, June 26, 1928, June 23, 1930, June 24, 1935, June 21, 1938, June 27, 1945, and June 23, 1948.)

the qualifications indicate a standing equivalent to that required for the grade of Fellow under paragraph "a" or "b."

5. A Member shall be not less than twenty-seven years of age, and shall be either:

a. An electrical engineer by profession. As such, under general direction, he shall have designed and taken responsibility for important electrical engineering work; he shall have been in the active practice of his profession for at least five years.

When the applicant holds, in a principal national society of an allied branch of engineering, membership of a grade for which the qualifications indicate a standing equal to that required for the grade of Member herein, such membership shall be considered equivalent to two and one-half years of the requisite five years in active practice of the electrical profession.

b. A teacher of electrical engineering or of electrical science. As such, under general direction, he shall have taken responsibility for instruction in electrical subjects in a school of recognized standing; he shall have been in the active practice of his profession for at least five years. Any years of experience as defined in paragraph "a" that the applicant may have had as an electrical engineer, shall be considered the equivalent of the same number of years of experience as "a teacher of electrical subjects."

c. A person regularly employed in electrical or closely allied work for at least five years, who, by inventions or by proficiency in electrical science, the electrical arts, or electrical literature, or as an executive of an electrical enterprise of large scope, has attained a standing equivalent to that required for Members under paragraphs "a" and "b." In the case of such an executive the applicant must be qualified to take responsible charge of the broader features of electrical engineering involved in the work under his direction.

6. An Associate shall be not less than twenty-one years of age and shall be either:

a. An electrical engineer by profession.
b. A teacher of electrical subjects.
c. A person who is qualified to fill a subordinate position in engineering work, or who is identified, in a responsible capacity, with an electrical enterprise.

7. In all cases, graduation from the electrical course of a school of engineering of recognized standing shall be considered the equivalent of one year's electrical experience.

7a. The Board of Directors may in the By-laws provide for persons having qualifications of an enrolled Student with such privileges, dues, and requirements as the By-laws may from time to time provide. But, such enrolled Students, though called Student members, shall not be deemed to be members of the Institute in the sense of being corporate members, and may acquire membership only subject to the conditions and requirements of the Constitution.

8. Honorary Members may be chosen from among those who have rendered acknowledged eminent service to electrical engineering or its allied sciences.

ARTICLE III

ADMISSION, TRANSFER, AND EXPULSION OF MEMBERS

9. Honorary Members shall be proposed in writing by at least ten members, and may be elected only by the unanimous vote of the Board of Directors, a ballot in writing to be forwarded by members absent from the Directors' meeting. The election of an Honorary Member shall be deemed invalid if an acceptance is not received within six months after the date of his election.

10. Except as otherwise provided in this Article, application may be made for admission to any grade of membership, and applicants shall give references to members of the Institute as follows:

For the grade of Fellow, to five Fellows.

INDEX TO CONSTITUTION

(For text of Constitution see pages 433-437)

| | Sections | | Sections |
|---|----------|--|----------|
| Admission, Transfer, and Expulsion of Members | 9-15, 47 | Fiscal Year | 66 |
| Amendments | 67-69 | Funds, Investment of | 41 |
| Annual Meeting | 49 | General Meetings | 50 |
| Annual Report | 49 | Honorary Members: | |
| Applications, Form of | 11 | Rights of | 3 |
| Associates: Requirements | 6 | Qualifications | 8 |
| Applications | 10 | How elected | 9 |
| Entrance Fee, Dues, Transfer Fee | 16-19 | Exemption from Payment of Dues | 18 |
| Privileges | 3 | Local Honorary Secretaries, Appointment of | 46 |
| Delinquent | 21 | Management | 35-48 |
| Expulsion | 15, 47 | Meetings | 49-53 |
| Resignation | 14 | Members: Requirements | 5 |
| Reinstatement | 21 | Entrance Fee, Dues, Transfer Fee | 16-19 |
| Transfer | 10-13 | Privileges | 3 |
| Board of Directors: | | Delinquent | 21 |
| How Constituted | 35 | Expulsion | 15, 47 |
| Powers | 36 | Resignation | 14 |
| Duties of | 37-38 | Reinstatement | 21 |
| Delegation of powers to Executive Committee | 42 | Transfer | 10-13 |
| Power to remove and appoint committee members | 44 | Membership, Admission to | 10 |
| Quorum of | 47-48 | Nominating Committee | 28-33 |
| Board of Examiners | 44 | Nomination of Officers | 30-31 |
| Branches | 62-63 | Objects of Organization | 2 |
| By-laws: How adopted: How amended | 38 | Officers of Institute | 23-24 |
| Section | 61 | Duties | 35-44 |
| Committees | 44 | How Elected | 28-34 |
| Examiners, Board of | 44 | Terms of Office | 24 |
| Executive | 42 | Vacancies: How Filled | 25 |
| Finance | 40, 44 | Parliamentary Authority | 53 |
| Tellers | 33-34 | President, Duties of | 38 |
| Terms | 44 | Proxies | 64-65 |
| Constitution: How amended | 67-71 | Quorum: Annual Meeting | 64 |
| Renumbering Sections of | 70 | Board of Directors | 47-48 |
| Delinquents | 21 | References, Admission and Transfer | 10 |
| Diploma | 3 | Reinstatement of Members | 21 |
| Directors, Board of. See Board of Directors | | Remission of Dues | 22 |
| Dues | 16-19 | Report, Annual | 49 |
| Election of Officers | 28-34 | Resignations | 14 |
| Entrance Fee | 16 | Secretary, Appointment of | 24, 37 |
| Executive Committee: Constitution and Powers | 42 | Duties of | 40-41 |
| Executive Officer | 40 | Salary of | 37 |
| Expulsion | 15, 47 | Sections | 54-61 |
| Fellows: Requirements | 4 | Students, Enrolled | 7a |
| Entrance Fee, Dues, Transfer Fee | 16-19 | Tellers, Committee of | 33-34 |
| Privileges | 3 | Terms of Institute Officers | 24 |
| Delinquent | 21 | Transfers: Provision and Regulation for | 10-11 |
| Expulsion | 15, 47 | References to Non-members | 10 |
| Resignation | 14 | Transfer Fees | 16 |
| Reinstatement | 21 | Treasurer, Duties of | 40-41 |
| Transfer | 10-13 | Vacancies in Office | 25 |

c. A person regularly engaged in electrical work for at least ten years, who by training, experience, and proficiency in electrical practice or theory has attained a standing in the profession equivalent to that required for Fellows under paragraph "a" or "b."

d. A person who has done notable original work in electrical science of a character to give him a recognized standing equivalent to that required for Fellows under paragraph "a" or "b."

e. A person who holds in a principal national electrical engineering society of some other country membership of a grade for which

For the grade of Member, to four Fellows or Members.

For the grade of Associate, to three Fellows, Members, or Associates.

Applications for transfer to the grade of Fellow shall result only from a proposal of five Fellows. Applications originating from proposals shall comply with the regulations covering admission and transfer as specified in the By-laws.

Application may be made for transfer from the grade of Associate to the grade of Member.

Should an applicant for admission or transfer certify that he is not personally known to the above specified number of Fellows, Members, or Associates who are sufficiently familiar with the applicant's experience to justify him in using their names as references, the Board of Examiners may accept, for the deficiency, other references, preferably engineers of standing in the profession.

11. Regulations as to the form of applications for admission, and for transfer from one grade to another, and as to the method of their consideration, shall be prescribed in the By-laws.

12. All elections and transfers shall be by vote of the Board of Directors; two negative votes shall exclude a candidate.

13. The Board of Directors may refuse to elect or transfer any applicant whose character, reputation, or professional conduct would make him, in the opinion of the Board of Directors, an undesirable member.

14. A member of any grade in the Institute may resign his membership by a written communication to the Secretary. If all his dues and other indebtedness have been paid his resignation shall be accepted, unless charges have been preferred against him in accordance with Section 15.

15. Upon the written request of ten or more Fellows, Members, or Associates that, for cause stated therein, a Fellow, Member, or Associate of the Institute be expelled, the Board of Directors shall consider the matter and, if there appears to be sufficient reason, shall notify the accused of the charges against him, by mailing a communication to the address of the accused as it appears in the Institute records. He shall then have the right to present a written defense, and to appear for trial, in person or by duly authorized representative, before a meeting of the Board of Directors, of which meeting he shall be notified at least twenty days in advance. Not less than two months after such meeting, the Board of Directors shall finally consider the case, and if in the opinion of the Board of Directors the charges have been sustained, the accused may be expelled or suspended for such period as the Board may determine, or he may be permitted to resign.

ARTICLE IV

DUES

16. The entrance and transfer fees, payable on admission to the Institute, or upon transfer, shall be as follows:

Admission to the grade of Fellow, twenty (20) dollars.
Admission to the grade of Member, fifteen (15) dollars.
Admission to the grade of Associate, ten (10) dollars.

The transfer fee from one grade of membership to another shall be the difference between the corresponding admission fees. Persons admitted to the Associate grade, upon the expiration of their term of Student enrollment, shall not be required to pay the entrance fee. Student members of other engineering societies may be similarly admitted to Associate membership under conditions set forth in the By-laws.

17. The annual dues shall be as follows:

For Fellows, twenty (20) dollars.
For Members, fifteen (15) dollars.
For Associates, ten (10) dollars for the first six years of membership as an Associate; thereafter fifteen (15) dollars.

18. Honorary Members shall be exempt from all payments.

19. Persons elected after any portion of the fiscal year shall have expired, shall pay dues pro rata for the unexpired quarters of that fiscal year.

21. A Fellow, Member, or Associate who is in arrears for one year for all or any part of his dues, may be dropped from membership, as delinquent, by the Board of Directors. A Fellow, Member, or Associate who has been dropped as delinquent, may be reinstated upon payment of all back dues under the conditions specified in the By-laws.

22. The Board of Directors, under the conditions specified in the By-laws, may exempt from future annual dues any Fellow, Member, or Associate who has paid dues for thirty-five (35) years, or who shall

have reached the age of seventy (70) after having paid dues for thirty (30) years.

The Board of Directors may, in its discretion, remit the dues of any Fellow, Member, or Associate whose name has been upon the membership list for a long term of years.

ARTICLE V

OFFICERS

23. The officers of the Institute shall be a President, one Vice-President from each geographical District as defined in the By-Laws, twelve Directors, a Secretary, and a Treasurer.

24. The President, the Secretary, and the Treasurer shall hold office for one year, the Vice-Presidents for two years, and the Directors for four years. The President, Vice-Presidents, and Directors shall not be eligible for immediate reelection to the same office excepting as provided in Section 25 for filling unexpired terms. No Vice-President or Director who has served continuously in one or more offices, and whose combined terms shall have aggregated six years or more, shall be eligible for immediate election to the office of Director or Vice-President. At each Annual Meeting the President, the requisite number of Vice-Presidents to fill the vacancies caused by expiration of terms, three Directors, and the Treasurer shall be elected by the membership, and their terms of office shall commence on the first of August next succeeding their election. The Secretary shall be appointed by the Board of Directors.

24a. At the election of Vice-Presidents held in 1921 there shall be elected one Vice-President from each geographical District, those from the odd-numbered Districts to serve for one year each, and those from the even-numbered Districts two years each. All Vice-Presidents elected thereafter shall serve for two years each. In the event of a change in the geographical Districts, the Vice-Presidents then in office shall complete their terms. In case of revisions of the geographical Districts, the Board of Directors shall have the power to elect a Vice-President from each District not represented, to serve until the next election covering these Districts.

25. All vacancies shall be filled by election by the Board of Directors for the unexpired term. A vacancy in the office of President shall be filled by the election of one of the Vice-Presidents who is a Fellow. A vacancy in the office of Vice-President shall be filled by the election of a Fellow or Member from the geographical District concerned. Such election by the Board of Directors shall not render an officer ineligible for immediate election to the same office unless his combined terms of continuous service as an officer shall have aggregated six years or more.

26. No officer shall receive, directly or indirectly, any salary, compensation, or emolument from the Institute, either as such officer, or in any other capacity, unless authorized by a vote of a majority of the entire Board of Directors.

27. No officer shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Institute, nor in any contract for furnishing supplies thereto, unless expressly authorized by the By-laws or by the unanimous vote of the members of the Board of Directors present at any meeting.

ARTICLE VI

ELECTION OF OFFICERS

28. There shall be constituted each year a Nominating Committee consisting of one representative of each geographical District, elected by its executive committee, and other members chosen by and from the Board of Directors not exceeding in number the number of geographical Districts; all to be selected when and as provided in the By-laws. The Secretary of the Institute shall be the secretary of the Nominating Committee, without voting power.

29. The executive committee of each geographical District shall act as a nominating committee of the candidate for election as Vice-President of that District, or for filling a vacancy in such office for an unexpired term, whenever a vacancy occurs.

30. The Nominating Committee shall receive such suggestions and proposals as any member or group of members may desire to offer, such suggestions being sent to the secretary of the committee.

The Nominating Committee shall name, on or before January 31 of each year, one or more candidates for President, Treasurer, and the proper number of Directors, and shall include in its ticket such candidates for Vice-Presidents as have been named by the nominating committees of the respective geographical Districts, if received by the Nominating Committee when and as provided in the By-laws;

otherwise the Nominating Committee shall nominate one or more candidates for Vice-President(s) from the District(s) concerned.

31. Independent nominations may be made by a petition of twenty-five (25) or more members sent to the Secretary when and as provided in the By-laws; such petitions for the nomination of Vice-Presidents shall be signed only by members within the District concerned.

32. On or before April 15 of each year the Secretary shall mail to all qualified voters an official ballot on which are to be listed all eligible candidates, nominated as provided in Sections 30 and 31. The candidates of the Nominating Committee shall be appropriately designated as such. Any nominee may, prior to the printing of the ballots, withdraw his name by written request to the Secretary, whereupon that fact shall be suitably indicated upon the ballot.

The voting for each office shall be restricted to the nominees for that office as printed on the ballot. The ballot shall be accompanied with an envelope on which shall be printed the title of the Institute, the name and address of the Secretary, and the words, "Official Voting Envelope—Enclosing a Ballot Only." All names voted for shall be written, printed, or otherwise marked on a single ticket or ballot, which shall be enclosed in a sealed, unmarked, and unidentified inner envelope of any suitable character, which shall in turn be enclosed either in the "Official Voting Envelope" (received from the Secretary), or any other envelope, marked on its face, "Non-Official Voting Envelope—Enclosing a Ballot Only." The outer envelope of either class shall be identified by the name of the sender on its face, shall be sealed, and, in order to be counted, shall reach the Secretary not later than the first day of June.

33. The President, during the month of May, shall appoint, subject to the approval of the Board of Directors, seven Fellows, Members, or Associates, not members of the Board of Directors or of the Nominating Committee, to constitute the Committee of Tellers. Any Fellow, Member, or Associate not a member of the Board of Directors or of the Nominating Committee who shall deliver to the Secretary, on or before the first day of May, a written petition signed by at least twenty Fellows, Members, or Associates, stating their desire that he be a member of the Committee of Tellers, shall also be a member of that committee, provided that the aforesaid signatures shall not have appeared on another similar petition.

34. The Committee of Tellers shall meet at the office of the Institute as soon after the first day of June as possible, and shall receive, unopened, all ballots from the Secretary, who shall also make to it a written report of the number of ballots received on and before, and after, the first day of June. It shall forthwith proceed, in secret, to count the vote, after first eliminating the ballots of members who are delinquent or otherwise disqualified from voting, and shall prepare and sign in duplicate a report of the results of the vote, which shall be sealed, and of which one copy shall forthwith be filed with the Secretary, and of which the other copy shall remain in possession of the chairman of the committee who shall hand this report to the presiding officer at the ensuing Annual Meeting. In the absence of this report by the chairman of the committee, the Secretary shall produce the duplicate copy, and hand the same to the presiding officer of the meeting. The presiding officer shall cause the report to be read at the first session of the Annual Meeting and shall declare duly elected the eligible persons receiving the greatest number of votes for the respective offices.

ARTICLE VII

MANAGEMENT, DUTIES OF OFFICERS AND COMMITTEES

35. The affairs of the Institute shall be managed by a Board of Directors under this Constitution and the general provisions of the laws under which it is incorporated. The Board of Directors shall consist of the President, the two surviving Past Presidents most recently retired, the Vice-Presidents, the Directors, and the Treasurer.

36. The Board of Directors shall have such powers and duties as are prescribed by statute for a Board of Directors.

37. The Board of Directors shall direct the investment and care of the funds of the Institute, shall make appropriations for specific purposes, shall pass upon all applications for admission or for transfer, shall act upon all questions of expulsion of members, shall appoint all employees and fix their salaries, and in general shall direct the business of the Institute, either itself or through its officers and committees. The Board of Directors at its first meeting in each fiscal year shall appoint a member of any grade to serve as Secretary of the Institute for one year, commencing on the first of August next succeeding, subject to removal only by an affirmative vote of a

majority of the members of the Board. The Secretary shall receive a salary fixed by the Board. He shall take part in the deliberations of the Board but shall not have a vote therein.

38. The Board of Directors shall prepare and adopt a series of By-laws which shall govern its procedure and that of the committees, under this Constitution. Such By-laws shall be adopted or may be amended by a concurring vote of not less than a majority of the Board of Directors; provided, that the text of a proposed By-law or amendment shall be furnished to each member of the Board of Directors at least ten days before the meeting at which a vote on the same will be taken.

39. The President shall have general supervision of the affairs of the Institute, under the direction of the Board of Directors. He shall preside at the meetings of the Institute, and of the Board of Directors at which he may be present, and shall be *ex-officio* member of all committees. He shall deliver an address at one of the general meetings. In the absence of the President, a Vice-President, or, in the absence of all of the Vice-Presidents, a Director, shall preside at meetings of the Institute and the Board of Directors. The President shall appoint the standing committees of the Institute. He may also appoint special committees from time to time.

40. The Secretary shall be the executive officer of the Institute under the direction of the President and the Board of Directors. He shall attend the general meetings of the Institute and all meetings of the Board of Directors, and shall arrange for recording the proceedings thereof. He shall collect and deposit, subject to the order of the Treasurer, all moneys due the Institute, reporting such deposit to the Treasurer, who shall receipt for the same. He shall personally certify the accuracy of bills or vouchers on which money is to be paid, and shall draw and countersign all checks, and these shall be signed by the Treasurer when such drafts are known to him to be proper and duly authorized by the Finance Committee and in accordance with warrants executed by the Secretary. He shall have charge of the books and accounts of the Institute. He shall furnish to the Board of Directors from time to time such statements as may be required. He shall conduct the correspondence of the Institute, and shall keep full records. He shall be in responsible charge, under the President and the Board of Directors, of all the property of the Institute. He shall, with the approval of the Board of Directors, employ such clerical force as may be necessary and shall be responsible for the work of all employees of the Institute. He shall perform such other duties as may be assigned to him. His entire time must be devoted to the affairs of the Institute, unless otherwise authorized by the Board of Directors.

41. The Treasurer and the Secretary shall invest such funds as may be ordered by the Board of Directors. They shall pay bills when approved by the Finance Committee, for expenditures authorized by the Board of Directors. The Board of Directors may authorize the Treasurer and the Secretary to pay certain specified routine expenses in advance of approval by the Finance Committee. The Treasurer shall make an annual report and such other reports as may be prescribed.

42. The Board of Directors may delegate any or all of its powers to an Executive Committee of seven members, consisting of the President and the Treasurer, *ex-officio*, and five other members of the Board of Directors, which committee shall conduct the affairs of the Board of Directors between its meetings.

43. The Board of Directors or the Executive Committee (subject to the direction of the Board) may at any time authorize any officer, director, other person, or committee, to perform any acts or functions, which in the Constitution or By-laws may be prescribed to be performed by any specified officer, other person, or committee whenever by reason of death, absence, disability, or other cause, sufficient ground therefor shall appear to the Board or Executive Committee.

44. The standing committees to be appointed by the President shall be the Finance Committee, the Board of Examiners, and such other committees as may be so specified by the By-laws or by resolution of the Board of Directors. The Finance Committee shall have direct supervision of the financial affairs of the Institute. All of its members shall be members of the Board of Directors. The Board of Examiners shall consider the qualifications of applicants for election and for transfer, whose applications have been received by the Secretary and which are in conformity with Article III, and shall report its findings to the Board of Directors for action. All of its members shall be Fellows of the Institute.

All committees shall be directly responsible to the Board of Directors, shall act under its direction, and shall perform such duties and have such powers as specified in this Constitution, in the By-laws, and as delegated to them by the Board of Directors. The Board of Directors may, at any time, at its own discretion, remove any or all

members of any committee and appoint others. The terms of the members of all standing and special committees shall terminate at the close of the administrative year, July 31, or as soon thereafter as their successors are appointed.

45. All official communications of committees to the Board of Directors shall be made through the Secretary unless otherwise specially ordered by the Board of Directors.

46. The Board of Directors may, at its discretion, appoint Local Honorary Secretaries to represent the Institute in foreign countries. Such appointments shall be made for a period of two (2) years and may be renewed.

47. The following numbers shall constitute a quorum of the Board of Directors:

For all business prescribed by statute for a Board of Directors—a majority or such larger number as the statute may require.

For expulsion of members—fifteen members.

For all other business—five members.

48. Unless otherwise specifically provided in this Constitution, the action of the Board of Directors shall, in all cases, be determined by the concurring vote of a majority of the members present, providing there exists the quorum required for the particular business.

ARTICLE VIII

MEETINGS

49. The Annual Meeting of the Institute shall be held in 1928 on Tuesday, June 26 (during the Annual Summer Convention), and thereafter shall be held upon such date and at such place as shall be fixed in the By-laws. At this meeting a report of the activities of the Institute for the past fiscal year shall be submitted by the Board of Directors. This report shall be verified by the Secretary and approved by the Board of Directors. It shall show the whole amount of real and personal property owned, where located, where and how invested; the amount and nature of the property acquired during the past fiscal year and the manner of its acquisition; the amount applied, appropriated, or expended during the year, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made; and all other essential facts bearing upon the status of the Institute. This report shall be filed with the records of the Institute and an abstract thereof entered in the minutes of the Annual Meeting. The vote for officers and Directors for the ensuing year shall be announced; and any other business may be brought before, and transacted at, this meeting. Notice of the Annual Meeting shall be sent by mail or otherwise to all Fellows, Members, and Associates at least ten days in advance.

50. There shall be held each year such general meetings and District meetings as are provided for in the By-laws, for the presentation and discussion of professional papers, reports, etc., and for the transaction of other business not affecting the organization or policy of the Institute. Questions affecting the organization or policy of the Institute may be brought up for discussion at such general meetings, and may be referred by a majority vote to the Board of Directors, with recommendations. The dates and locations of such general meetings shall be fixed by the Board of Directors.

51. Except otherwise provided by law or by the Constitution, special meetings of the Institute for the transactions of business may be called by the Board of Directors at any time, by written notice stating the specific object thereof, mailed to each Fellow, Member, and Associate at least ten (10) days prior to the date of said meeting.

52. Other meetings of the Institute may be held at such times and places as the Board of Directors shall select, at which no business affecting the organization or policy of the Institute shall be transacted.

53. Cushing's Manual shall govern the procedure at meetings of the Institute and of the Board of Directors, when not in conflict with the Constitution and By-laws.

ARTICLE IX

INSTITUTE SECTIONS AND BRANCHES

54. Whenever, in the judgment of the Board of Directors, a sufficient number of Fellows, Members, and Associates shall petition, in writing, these members may form, subject to the Constitution and all By-laws and regulations which may be hereafter prescribed by the Board of Directors, a Section organization for the purpose of more effectually carrying out the aims of the Institute.

55. Any Fellow, Member, or Associate may become a member of

such Section, but a Fellow, Member, or Associate shall be entitled to vote, or hold office, in one Section only.

56. The officers of each Section shall consist of a chairman, a secretary, and such other officers as each Section may find desirable. These officers shall be elected by the votes of the Fellows, Members, and Associates of the Section, in the manner provided in the Section By-laws. The election of any Fellow, Member, or Associate as a Section officer shall not debar him from election or appointment to any other office in the Institute.

57. The chairman of the Section shall perform the duties usually devolving upon the chairman of any organization, and in addition shall be *ex-officio* a member of the Sections Committee of the Institute. He shall have the privilege of appearing before the Board of Directors at any meeting, on giving due notice of his intention to do so, for the purpose of conference with the Board of Directors, in regard to any matters pertaining to the affairs of the Institute in his Section. The chairman shall perform such other duties and shall have such other powers as may be delegated to him by the Board of Directors.

58. The secretary shall report the proceedings of the Section to the Secretary of the Institute; he shall, in general, discharge the duties of a secretary both to the Section itself and in its relation to the Institute; he shall perform such other duties as may be prescribed in the Section By-laws, or in the By-laws of the Institute, or delegated to him by the Board of Directors.

59. Each Section may have the privilege of being represented at a general meeting, by an official delegate, who shall be the chairman of that Section, or, in his absence or inability to attend, by an alternate delegate selected by the Section. The official delegate attending a general meeting may have his expenditures for transportation refunded by the Institute, as provided in the By-laws.

60. The Sections may hold meetings at such times and places as may be determined by their officers, for the purpose of carrying on their work.

61. Any Section may adopt for its own government such By-laws to be known as "Section By-laws" as it may find expedient, provided that no provision thereof shall be incompatible with the Constitution or the By-laws of the Institute.

62. Branches may be formed at institutions of learning and Student meetings may be held as provided in the By-laws.

63. Sections and Branches may be dissolved in the manner specified in the By-laws for failure to comply with the Constitution and By-laws of the Institute.

ARTICLE X

GENERAL

64. A quorum at the Annual Meeting, or at any special business meeting, present in person or by proxy, shall consist of not less than one hundred (100) members.

65. Every Fellow, Member, or Associate entitled to vote at any meeting may so vote by proxy, signed by the Fellow, Member, or Associate and filed with the Secretary before the meeting at which it is to be voted. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the Fellow, Member, or Associate executing it shall have specified therein the length of time it is to continue in force, which shall be for some limited period. Every proxy shall be revocable at the pleasure of the person executing it.

66. The fiscal year of the Institute shall terminate with the thirtieth day of April.

ARTICLE XI

AMENDMENTS

67. Amendments to this Constitution may be proposed by means of a petition signed by not less than one hundred (100) Fellows, Members, or Associates and received by the Secretary not later than February first; or by means of a Resolution adopted by the Board of Directors not later than February first. Such proposed amendment or amendments shall be submitted to legal counsel by the Board of Directors, and if, in the opinion of such counsel, they are in accordance with the laws under which the Institute is organized, a copy shall be mailed, with a letter ballot, to each Fellow, to each Member, and to each Associate, not later than March 1.

68. Votes, to be considered, shall be written or printed and received, through the mail or otherwise, by the Secretary not later than the first day of May. The Secretary shall hand these votes

unopened to the Committee of Tellers, which shall count such votes and make a sealed report to the Board of Directors in duplicate, of which one copy shall forthwith be filed with the Secretary, and of which the other copy shall remain in possession of the chairman of the committee, who shall hand this report to the presiding officer of the Annual Meeting. In the absence of this report by the chairman of the committee the Secretary shall produce the duplicate copy and hand the same to the presiding officer of the meeting. The presiding officer shall then cause the report to be read. If the total vote be not less than twenty per cent (20%) of the total membership of the Institute and if seventy-five per cent (75%) or more of all the Fellows, Members, and Associates voting shall declare themselves in

favor of the proposed amendment or amendments, the same shall become a part of the Constitution.

69. Amendments shall take effect thirty (30) days after their adoption, but officers and officers-elect of the Institute at the time any amendment becomes effective shall continue in office until the end of the terms for which they were elected.

70. Without changing their import the Board of Directors may number, and from time to time re-number, the various sections of the Constitution so as to serve the purpose of ready reference thereto.

71. The Secretary shall print copies of the amendments as soon as practicable after adoption, and distribute the same to Fellows, Members, and Associates.