

44. Special Meeting. For the information of the Directors, pursuant to due notice given by Secretary Pratt on June 6, 1962, a special meeting of the members of IRE was held at 9:00 A. M. on Tuesday, July 10, 1962, for which members had mailed their proxies.

A resolution was moved by Mr. Pratt, and seconded and carried by a vote of 36, 221 for to 5, 489 against, proposing "that the members of this corporation hereby ratify and approve the Merger Agreement between this corporation and The American Institute of Electrical Engineers and consent to such proposed merger of this corporation into The American Institute of Electrical Engineers and authorizing the President or any Vice President and Secretary or any Assistant Secretary to apply to the Supreme Court of the State of New York for the judicial district in which the office of the continuing corporation is to be located, for an order approving the Agreement of Merger and authorizing the filing of the certificate pursuant to Section 50 of the Membership Corporation Law, and in connection therewith to seek such other consents and approvals as may be necessary and further authorizing and directing such officers to execute and file the foregoing certificate upon the approval by the said Court of the Agreement of Merger."

A further resolution was moved by Mr. Pratt, and seconded and carried by a vote of 36, 622 for to 5, 090 against, proposing "that Sections 1, 2 and 3 of Article VII of the Constitution of The Institute of Radio Engineers, Incorporated, be for the year 1962 and such portion of the year 1963 as may be required to carry out the objects and purposes hereinafter stated, amended to provide that in the event of a vote in favor of a merger of the corporation with The American Institute of Electrical Engineers, the procedure to be followed for the nomination and election of Officers, Directors and Delegates is to be set forth as in the Merger Agreement dated March 9, 1962, and in the event that said merger is not approved by the members, all references in said Sections to dates of action shall be revised to place such dates one month later, or in the event that said Merger Agreement is approved by the members and thereafter terminated pursuant to the provisions of said Merger Agreement, all dates on which action is to be taken under said Sections shall be set at the same intervals as presently stated with the initial action thereunder to be taken two(2) months after the date of termination of said Merger Agreement, and that all Officers, Directors and Delegates presently in office shall remain in office until their successors are elected as provided therein."

Following remarks by President Haggerty and President Chase of AIEE, the special meeting was adjourned.

45. Appointment of Three Additional Members for IRE on the Fourteen-Man Committee. President Haggerty appointed, and the Board of Directors approved, the following additional representatives to the Fourteen-Man Committee:

John T. Henderson
John D. Ryder
Walter E. Peterson

The Fourteen-Man Committee is now as follows:

IRE Representatives

L. V. Berkner
P. E. Haggerty
J. T. Henderson
R. L. McFarlan
W. E. Peterson
Haraden Pratt
J. D. Ryder

AIEE Representatives

Hendley Blackmon
Warren H. Chase
W. R. Clark
C. H. Linder
E. B. Robertson, Sr.
L. M. Robertson
B. R. Teare, Jr.

46. Recess. Director McFarlan moved that the Board of Directors be recessed until the adjournment of the Fourteen-Man Committee meeting. (Unanimously approved.)

The meeting was recessed at 10:05 A. M. and reconvened at 11:55 A. M. , with all those present who had attended the first session.

47. Selection of IEEE General Manager. President Haggerty reported that the meeting of the Fourteen-Man Committee had been concerned with the selection of a General Manager for the IEEE.

Director Noble moved that the Board of Directors approve the action of the Fourteen-Man Committee in selecting a General Manager for IEEE. (Unanimously approved.)

48. Approval of Minutes. Director Bereskin moved that minute 34. b. of the minutes of the May 24, 1962 meeting of the Board of Directors be amended to read as follows:

"34. b. Proposed Amendment to Bylaws Section 202. 9. The Executive Committee, at its meeting of April 24, 1962, unanimously recommended that the Board of Directors amend Bylaws Section 202. 9. Official notice of this proposed revision was mailed to the Directors on May 2, 1962, and a copy of this notice is made a part of these minutes, page 49.

"It was noted that the Executive Committee, at its meeting of May 23, had requested the Executive Secretary to review the Student dues situation and report to the Committee at its meeting of July 10, 1962. After further discussion by the Board of the question of publications and increased dues with respect to Students receiving PROCEEDINGS, it was the consensus of the Board that action on this proposed revision be postponed until the July meeting." (Unanimously approved.)

Director Weber moved that the minutes of the May 24, 1962 Board of Directors meeting be approved as amended. (Unanimously approved.)