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600 North 18th Street  
Birmingham 2, Alabama  
April 19, 1962

4.18.220

Chairmen and Secretaries  
AIEE Sections and Subsections  
of District No. 13

PROPOSED AIEE and IRE MERGER

Gentlemen:

At the South Central District AIEE Meeting held in Memphis, Tennessee, during April 4-6, an open meeting was held on Wednesday, April 4, for the purpose of discussing the proposed AIEE-IRE merger. Attending this meeting were President Chase, Vice President Criley, Director-at-Large John Davis, some Section officers, and other interested AIEE members. During this meeting I presented an analysis of the proposed Constitution and Principles of Consolidation of the proposed Institute of Electrical and Electronic Engineers (IEEE) and at the request of President Chase I am setting forth my analysis in letter form. Since many of you were not present, I am taking this means to pass along to you my comments on the proposed merger.

The proposed merger of AIEE-IRE into one organization is founded on sound principles and has a great deal of merit from the viewpoint of the engineer as well as of his employer and of educational institutions. However, under the Constitution as proposed, I believe that the new organization will not be as effective as AIEE, even with such duplications of activities as may presently exist with IRE. I believe that the proposed Constitution and Bylaws exhibit such fundamental shortcomings that the proposal should not be accepted without further study and clarification.

The purpose of a constitution is to provide a basic framework encompassing the fundamental conditions and guarantees under which an organization shall operate, and the bylaws should provide the less vital details developed within this framework. It is my carefully considered opinion that under the proposed IEEE Constitution this is not accomplished, particularly in certain instances in which important basic requirements are not specified in the Constitution but are improperly relegated to the Bylaws, which under this Constitution may be formulated or changed at any time by as small a segment of the organization as two-ninths of the members of the Board of Directors (Article XIII, Sec. 7; and Article II, Sec. 2). This could conceivably place control in the hands of as few as two members of the entire organization, permitting them to establish policies, requirements, standards and qualifications and to act on vital matters, obviously without adequate representation of the thousands of members (Article VII, Sec. 2; Article XIII, Sec. 7; and Article II, Sec. 2). While we do not actively anticipate such an occurrence, why should we allow the possibility to exist?

It is possible that the shortcomings of the proposed Constitution

sent copy to  
C. H. Linder  
C. J. Savage  
4/23/62



are due primarily to the insufficient time allowed for the formulation and discussion of so vital a document, and with more time and wider participation might be corrected. Proponents of rushing the acceptance state that the question has already been discussed over a period of years. Certainly the idea has been discussed, but the proposed Constitution itself has not been adequately discussed at district and local levels, since it was not submitted to the membership until April of this year. This is a regrettable situation since in its understandable desire to complete the merger immediately, the Board recommends blanket approval and does not point out the shortcomings which would unquestionably be brought out and possibly modified satisfactorily at these levels. It is perhaps significant that under the proposed Constitution no voice in vital decisions is guaranteed to the membership; this is reserved exclusively for the Board, and as previously indicated, decisions may be made by a small minority of Board members.

Taken in order of appearance, the following items are a few of the strongly debatable points in the proposed IEEE Constitution and Principles:

Item 1. In Article I of the Constitution, no reference is made to the maintenance of high technical and ethical standards among the members. Does this mean that these factors are to be neglected in the proposed IEEE, whereas they are of utmost concern in AIEE and so stated in the AIEE Constitution?

Item 2. Article II states that the grade of membership, qualifications, privileges, etc., shall be stated in the Bylaws, whereas such basic requirements should be stated in the Constitution, as is the case in the AIEE Constitution, and not subject to change by a few members.

Item 3. Article IX states that the number, method of election and term of office of delegates-at-large and directors-at-large shall be specified in the Bylaws, and thus subject to change by the Board, whereas in the Constitution they would properly be subject to change only by the membership which elects these officials.

Item 4. Article XII, Sec. 2, states that the method of nominating delegates, directors and other officers shall be specified in the Bylaws, and thus subject to formulation and change by the Board, whereas the AIEE Constitution properly states the method which provides a majority representation for the individual members.

Item 5. Article XII, Sec. 3, and Article XIV, Sec. 1, state that before a candidate may be nominated by petition or a change may be proposed in the Constitution, a petition must be signed by one-third percent of the total number of voting members. The AIEE Constitution provides that 25 members may petition the Board of Directors to nominate a candidate or to make a proposed change in the Constitution, whereas one-third of one percent of total membership in IEEE would result in having to secure approximately 300 to 400 signatures before a petition could be filed. This makes participation at the section level virtually impossible outside of the very large metropolitan



areas, and places control of the Nominating Committee in the hands of the large metropolitan sections and the Board of Directors. Is IEEE attempting to form a more centralized control, thereby eliminating the true representative form of the present AIEE organization?

Item 6. In the Principles of Consolidation, Principle VI-a states that the professional activities of the proposed IEEE organization shall be conducted through professional groups rather than technical committees. "The Group system permits of the formation of the equivalent of a society within a society for those who feel that their specialized interest will thereby be more adequately cared for, and places in their hands the machinery, experience, and publications channels of IEEE, making unnecessary the formation of a separate society." The idea expressed may be good; however, in this section there is no statement pertaining to the method of organizing the framework of such organizations or what their responsibilities will be to the advancement of technical knowledge. Groups similar to the proposed professional technical groups are at present in existence in AIEE and IRE; why was not the method of the present group organizations given as a basis for the formation of these new groups? It appears that all the technical activities other than standards will be taken over by the professional technical groups.

Item 7. Principle VI-f(4) states, "The policy of IEEE shall be that wherever possible, professional technical groups will replace the technical committees in all functions except standardization." Once again, the policies set forth by this proposed organization indicate what shall be discarded, but they do not give any indication as to exactly what will replace the discarded system and how the new organization will function. The technical committees of AIEE have provided a place of birth, growth, and maturity for technical ideas and information. It appears that in the new organization, if a member wishes to be active in technical activities he will have to be a member of IEEE and also of one or more Professional Technical Groups, which may result in greater expense and time involvement to a member than does AIEE now, thus negating one expressed aim of the merger.

The proposals as set forth in the Principles indicate that regional and special technical conferences will be held for the presentation of technical papers; however, there is no indication that the technical papers will be reviewed, preprinted and made available to the members of the IEEE in advance of these meetings so that prepared discussions can be presented at the meetings, and this has been most effective in AIEE.

Item 8. Principle VIII, relating to inter-society representatives, leaves a serious question as to whether the new organization will continue to maintain inter-society relationships which have been so beneficial in the past.

Item 9. In Principles XIV-f and XV-a, there is a strong indication that the IEEE may have a high degree of commercialism attached to it, which can seriously detract from the present high technical and professional purposes of AIEE.

Obviously, all the details concerning a merger of this nature cannot



be worked out before the merger is actually effected; some of them will have to be worked out afterward. However, it seems apparent that the proposed Constitution and Principles of Consolidation, as set forth in the supplement of the April issue of Electrical Engineering, has not adequately provided even the basic framework on which to build a new organization. AIEE is an established organization with a history of more than 75 years of operation, and during this long period has evolved some very important and time-tested procedures which it appears should have been incorporated into this proposal. Possibly many of these points have been discussed by the AIEE-IRE Merger Committee. If so, and if an agreement had been reached, why was not this information imparted to the members so that they would know the facts? In view of the lack of basic principles and procedures set forth in the proposed Constitution and Principles of Consolidation, I wish to recommend to all AIEE members that they give very serious consideration to this problem of merger before they vote. If the merger should be approved, then I believe it will be the responsibility of AIEE members to move forward and try to correct the deficiencies in the proposed Constitution, such as those itemized above. But remember that once the proposed Constitution is adopted by acceptance of the merger, it will be much more difficult for changes to be effected than before adoption.

Whatever your feeling may be, mark and mail back your proxy ballot. And remember also that a negative vote at this time does not mean that you reject the merger permanently; it only means that you reject it in its present inadequate form.

Sincerely,

*Clarence B. Grund Jr.*

Clarence B. Grund, Jr.  
District Representative of  
Technical Operations Dept.  
District No. 13

Cc: Mr. W. H. Chase, President  
Mr. C. H. Linder, Past-President  
Mr. J. H. Foote, Past-President  
Mr. E. B. Robertson  
Mr. B. R. Teare, Jr.  
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District Representative of TOD  
Incoming District Vice-Presidents  
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General Application Division Committee  
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