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AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

NEW YORK SECTION

MINUTES OF MEETING FOR ORGANIZATION

New York, December 10, 1919.

MINUTES OF MEETING FOR THE ORGANIZATION OF THE

NEW YORK SECTION
of the
AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

Held at the Engineering Societies Building
New York City, December 10, 1919.

Mr. CALVERT TOWNLEY, President of the Institute, called the meeting to order at 8:15 o'clock, and said:

This is a meeting called for the purpose of taking action upon the question whether the members of the American Institute of Electrical Engineers in this neighborhood wish to organize a Section.

It is not a meeting of the Institute, and I have only taken the liberty of calling you together, and after I have made a statement as to the purpose of this meeting, I will ask you to appoint a Chairman to preside over your deliberations.

As you probably know, the question of organizing a New York Section has been discussed for a great many years, but no action was ever taken, principally, I think, because New York is the home of the Institute, and our headquarters are here, and a great many members thought it was no place for a Section, as the New York members had all the advantages of the Institute meetings, which it has been the custom to hold in this city, without being under the extra burden of handling the work of a Section, and the Institute meetings were probably better than the Section meetings might be, etc.

Now, that situation has been gradually changing for some time past, until at the present time the schedule of Institute meetings calls for holding quite a number of them elsewhere than in New York City. As you know, from seeing the announcements in our Proceedings, one meeting this year has already been held in Philadelphia, another is scheduled for Chicago, one for Pittsburgh, and one for Boston, so that the New York members, instead of having their proper number of meetings, are being deprived of them. The New York members have not a monthly meeting any more, and it looks as though with such a large and scattered membership all over the United States that unless the New York members do so organize, they will have fewer and fewer opportunities of getting together.

We have more members in the New York district than in any other district. We have more members in number, and more who have taken a prominent part in Institute affairs, and if there is any one Section of the country entitled to the best representation possible, it is this New York Section.

The By-Laws of the Institute provide that a section is not confined to the city in which it is organized. Those of you who have looked at the revision of the By-Laws will remember there is considerable flexibility--in general, the distance from the meeting place is limited to sixty miles, with the additional provision that no two sections shall

over. The only section that we might interfere with, therefore, would be Philadelphia, if we went beyond our 60 miles, but I do not expect any trouble in that direction, so that every member present who is not in the territory of some other section, and who lives within 60 miles, or less, from our present place of meeting, is eligible to vote on this question. If there are any here from more remote points, they are welcome to be present, but I will ask them to refrain from any participation in voting which may come up with respect to the New York Section.

When you call a meeting of this kind together, there are always two questions which come up: Shall you do anything to get ready for it, and be accused, possibly, of framing up something on your friends, or shall you just call the men together, and let nature take its course?

I thought it was desirable to ascertain as well as I could the sentiment of the New York members with respect to this matter of a New York section, so at my request Secretary Hutchinson picked out some 25 members, more or less at random, all of whom had taken part in Institute affairs, and all of whom lived in this vicinity, and I asked these gentlemen to meet me at luncheon, so that we could informally talk over the question of the organization of the New York Section and see what they thought about it.

There were 17 who came, and everyone of those 17

was unanimous that so far as they knew, the membership at large, resident hereabouts, would favor the creation of a section. Then the question arose as to what we ought to do about it, and I thought it would be wise and courteous to the members of this district in calling them together, to pave the way so if they should decide to proceed with the section, we would not have to waste time. Therefore, I took the liberty of suggesting to some of those who were present at the informal luncheon, that the necessary formalities be gone through with; that is, that a petition, with the requisite number of names signed to it, should be presented to the Board of Directors, asking for the authorization of a New York section.

That was done, and at its last meeting the Board authorized the creation of a New York section, and so now the matter is in your hands. If you do not decide to create a section no harm will be done, and if you should decide to create a section, you have the authority from the Board to do so, and can proceed to organize at once.

Then I took one other step, also purely in the line of preparedness. I asked Secretary Hutchinson if he would not collect the By-Laws of various sections, and any other information bearing on that subject that he could collect. And if he would not prepare a draft of all the salient features of these By Laws, so that in case, again, the meeting should

favorably consider the authorization of a section, you would have a framework of By-Laws which you could adopt if you desired, and we have here the results of Mr. Hutchinson's labors. I just mention that so that you will understand everything we have done up to this stage of the proceedings.

I do not think there is anything further for me to say with respect to this matter. It is now in your hands, and therefore I will ask if someone will be good enough to nominate a Chairman for the meeting.

I might say one other thing, and that is, it is my firm conviction, and it is the firm conviction of others to whom I have spoken, that the officers of the Institute, the President, the vice president, managers, etc., should not be officers of this Section, and should not participate officially in its organization. It is strictly and solely a section of the New York district men. With that explanation, will someone nominate a chairman?

H. H. BARNES: I move that Mr. Farley Osgood be made temporary chairman of the meeting. (Motion seconded, and carried).

(Mr. Osgood took the Chair).

THE CHAIRMAN: Now, naturally, we want to know what we are likely to get in the way of By-Laws, etc., and if it is your pleasure, as Mr. Townley has left the work to Secretary Hutchinson, who has saved us all the time in

getting up a set of By-Laws for our consideration, which is undoubtedly the best pick of the country, it seems well to proceed to the reading of these By-Laws, so that we can all know what is before us in that line. Has anyone any objection to the Secretary reading these proposed By-Laws which he has tentatively prepared for our consideration? If not, I will ask Mr. Hutchinson if he will kindly read what he has prepared.

SECRETARY HUTCHINSON: As President Townley has stated, these By-Laws have been prepared by consulting all the By-Laws of the existing sections of the Institute. They contain nothing that has not been found practicable and feasible by the existing sections. I think the best way to present them is to read them completely. I can do that probably much better than by abstracting, and you will get the exact language that is proposed.

(The Secretary read the proposed By-Laws).

S. N. CASTLE: In order that these By-Laws which Mr. Hutchinson has kindly prepared, may be put before the meeting, I move that we adopt the same.

THE CHAIRMAN: Before putting the question, it may be well to point out that Mr. Hutchinson, at least from the first meeting, does not seem to have gotten in any objectionable features, and the rules and by-laws seem to be fairly liberal, and make it possible for the Section to do almost

anything it wants to do, under the general provisions of the Constitution of the Institute, having in line particularly that it offers the section, under the guidance of the Institute, privileges for joining hands with sections of other similar organizations, there being a meeting tomorrow on that very subject, a joining of hands in a general engineering sort of way, of the local sections of most of the engineering associations which have sections here in New York. I doubt very much, if, as a starter, we could do any better, and let the refinements come up later on the part of the Section, after it is organized. I do not see how the rules can get us into trouble, and seem to give us the right to do whatever might reasonably be desired.

SELBY HAAR: I gather that the organization of this Section would be about the same as the Institute itself, namely, we will have a full set of officers, and a fairly complete set of instructions for the officers. One of the other societies in New York, comparable to the Institute, recently adopted a constitution for the section, the essence of which is that the affairs of the section shall be managed by an executive committee of six members, the terms of the members being three years each, and they are elected two at a time, so that there are always four experienced members on the executive committee. The executive committee elects its own chairman as it sees fit, and it is the duty of that

committee to manage the affairs of the section. That is practically the essence of the constitution of that society and it has worked very well.

THE CHAIRMAN: This proposed By-Laws, which Mr. Hutchinson, has read, provides for an executive committee of five, as compared with the six you speak of, which is fairly comparable, and I think it very wisely leaves the term of office to be decided by the section, that is, the length of term of office.

Perhaps it is not quite proper for me to speak at this time, but it seems to me, if I may be allowed to say a word here, that the greater latitude we can have in starting, the more comfort we are going to have afterwards, especially as there is not a very large attendance here. I would personally feel that any rope that can be given to the section as a starter, the healthier it will be for the section. If there is anything which has been omitted, it can be brought up at any meeting after the formal organization has been established, and additions made. I think, however, that these By-Laws will be found very complete.

SELBY HAAR: Perhaps I did not make myself clear. My feeling was the same as you expressed. The whole constitution of this other society occupies two pages on a small sheet. This constitution provides for a lot of committees and describes the duties of the members of those

committees.

THE CHAIRMAN: It just follows the accumulated best ideas of all sections that have been started, and follows in a general way, I think I might say, the least number of generally agreed upon standing and standard committees, as had been found practicable in the experience of the other sections of the country.

N. S. CABLE: I desire to call attention to the fact that the officers are eligible for re-election, and that will keep experienced members in just as long as the members want them.

THE CHAIRMAN: The officers, with the exception of the chairman, are eligible for re-election. The chairman is not eligible for re-election, as provided in the very beginning. (Reads from By-Laws). That seems to follow the practice of the major organization, that the chairman shall not succeed himself, which is not only very healthy from a section standpoint, but quite comfortable for the chairman. The other officers are eligible for re-election.

F. V. PENNELL: It seems to me wise to have an executive committee that shall be at least as large as the number of sub-committees, so that it will usually be found practicable--although not necessarily a matter of By-Law provision--that every chairman of the sub-committee shall be a member of your executive committee. We found that plan

worked out very satisfactorily in Toronto. We had a somewhat larger executive committee than this; we had a chairman, secretary, and five others. Each of the five general members of the executive committee was appointed chairman of one of the sub-committees, and at each meeting he would report on what his activities had been during the previous month. That provided for a continuity of activity among the committees, and it gave them direct representation on the executive board.

THE CHAIRMAN: I think what you say is the probable and natural outcome of the situation. You will realize, in provisions for the starting of a section, only the minimum number of officers are suggested, in that there must be a chairman, secretary-treasurer, and at least two other members who will form the executive committee. That perhaps is the minimum. Then it further provides that the appointment of the necessary committees is left in the hands of the executive committee, and in most of the sections throughout the country, as far as I know about it, they have done virtually just as you say, that the Chairman of the standing committees, for example, are usually members of the general committee or executive committee, and it works itself out in that way just exactly as it does in the national executive body. That seems to be the best working scheme and that is left to the

discretion of the Executive Committee as provided for here, which starts with a minimum, and that will work itself out, I should say. I think your suggestion is correct, but it acts automatically as the various committees are appointed, and the work of the section expands.

F. A. PAYMOND: If I understood the Secretary correctly, there is one annual meeting to be held at a certain time, but other meetings will be special meetings, to be called any time by the committee, of which notice shall be given, but no time is set. If the meetings are to be called at irregular times, would it not be well to embody in the By-Laws a proviso that a certain amount of notice shall be given, say one week.

THE CHAIRMAN: My understanding is that it is left to the executive committee, which, of course, means the general body of the section, to work out how it will hold its own meetings, and there will naturally be provision made for notices to be sent out just as you suggest for such regular meetings as are determined on to be the regular curriculum of the section. However, the By-Laws provide there must be an annual meeting, otherwise there might not be a regularly called annual meeting to take care of the necessary business end of the section in the matter of elections, etc., to meet the requirements of the Constitution of the Institute itself.

F. A. RAYMOND: My idea is that these special meetings may be at irregular times, and most of us are busy, and unless we have proper notice, there would not be many of us here.

THE CHAIRMAN: I should imagine that these meetings would be held at such times as the executive committee could make arrangements, and the executive committee would consult the section as a whole as to the best time of meeting, and proper notices would be sent out. I think it is a good thing to leave that to the general executive committee, rather than to tie yourself to some hard-and-fast rule.

W. S. MURRAY: I think what you have said, Mr. Chairman, covers the point very well. It would be somewhat difficult, at such a small meeting as we have here, to determine what meetings we are to have in connection with this New York Section, or to try to determine a matter of that kind just at this moment in very specific rules with regard to how that shall be covered.

I think we can trust to the very excellent resume that Mr. Hutchinson has made, with regard to the By-Laws of the various sections, and for one, I would like very much to vote for it, and after we have gotten started and learn how to govern ourselves, we can make such necessary changes in the By-Laws as we may desire to meet conditions.

I move that the proposed By-Laws as read by

Mr. Hutchinson, be adopted as the By-Laws of the Section.

(The motion was put to vote, and carried).

THE CHAIRMAN: Of course, we must also take another step in this same sort of way, in establishing the first officers of the New York Section for the first period, which as I understand it is to cover the period from now, or shortly after now, until the regular annual meeting of the Institute the year after next, which would carry the officers through until August 1, 1921. The officers to be elected this evening will, therefore, carry through the rest of this administration and the next administration of the Institute body; namely, until August 1, 1921.

W. S. MURRAY: In connection with the officers of the New York Section, I would move that the Chair appoint a committee of five to make these nominations, and to present these nominations at this meeting; the committee to be appointed at this time, and to make its report at this meeting.

H. S. OSBORNE: These first officers will hold office for a considerable period, and in a most important period of the Section. It seems to me it would be preferable to have the Chair appoint a committee on nominations, who would receive nominations from the members of the section, to report them at a later meeting.

THE CHAIRMAN: Is there any discussion on that

point? My idea is that here we are for this purpose, and I think it would be very wise not to delay too long. And I think we would make better progress if we entertain the motion that has been made. The candidates for office, I do not imagine, would necessarily be chosen from those who are present here. There would be an opportunity to select other men who are within the range of this New York Section. I see some good men here. I would appreciate it if this matter could be proceeded with.

H. S. OSBORNE: The pertinacy of my remarks would depend on whether sufficient consideration has been given this matter in the past, and of that I do not know. I do not think the nominating committee should be asked to bring in nominations on five minutes notice.

THE CHAIRMAN: I think that point is well taken. Many of the men I see here have given a good deal of thought to this thing, not only for a good many minutes, but a good many months, in fact for a good many years. And I may say incidentally that I personally, for a good many years, have thought about this thing we are doing tonight, and was always opposed to it. It is rather interesting to think that you should happen to think of picking on me to preside at this meeting this evening; but I want to say unhesitatingly that I have been convinced, in the present development of the Institute, it is the only logical thing for us to do here in

the New York zone, and if you are willing to take a chance on my selection, I am pretty sure that we can get a result which will be satisfactory to all.

W. S. FINLEY JR: I cannot help feeling that the men present are really actively interested in the formation of a New York Section, and for that reason they must have had in mind some conception as to just what they were going to do about it. There is a great essential and that is, if you are going to do it, get it under way and get it quickly, and I believe it would be better to go ahead with this matter rather than to delay and defer it until later on. I cannot help feeling that the personnel for our officers is available in New York, and the surrounding country, and I believe that the committee on nominations would exercise mature judgment in making the selection of the men they would propose for the officers of the Section.

I think we should get on the job now and get results, and I think, Mr. Chairman, we can leave the matter to your judgment of the selection of men for this committee on nominations, who will give us officers that will be satisfactory.

THE CHAIRMAN: I am sure if the members will bear with me to pick out the committee on nominations, that we will get satisfactory officers.

JAMES DIXON: At the present time we find ourselves

minus any junior past chairman, and if it is not out of order, I thought we might select three members of the executive committee until we have a junior past chairman. I do not think that five in all on the executive committee is too many.

THE CHAIRMAN: I do not think that is a bad suggestion. Of course, some one must be born in order to live, and we must have a chairman in order to have a past chairman. If the four who are selected feel the lack of a fifth member, they may pray to the Section, perhaps, to give them one for a year. Would that be a practicable solution of your perfectly helpful suggestion?

Are you ready for the question on Mr. Murray's motion?--that the Chair appoint a committee of five to make nominations?--is there any further discussion? (The motion was put to vote and carried).

The Chair will appoint the following gentlemen as a committee on nominations: H. H. Barnes, N. S. Carle, G. L. Knight, Bassett Jones, and H. I. Slichter. Gentlemen, will you kindly constitute yourselves into a committee, and go as far away as your dignity demands, and tell us what you think about this; and in the meantime, we will take a recess until you return.

(After an absence of 5 minutes the committee returned).

THE CHAIRMAN: Gentlemen, we will come to order again. The Committee has gotten nerve to come and see us.

MR. BARNES, will you speak for the committee?

H. H. BARNES: Mr. Chairman and gentlemen, reporting for the Nominating Committee, I wish to submit the following names, which I may say have been agreed upon by us unanimously:
For Permanent Chairman Mr. Harold W. Buck (applause)
For Secretary-Treasurer.... Mr. Harlan A. Pratt (applause)
For 2 members of the Executive Committee: E. B. Kraft and W. S. Finlay, Jr.

As to the fifth member, which will round out the executive committee of five, as contemplated by the By-Laws, that fifth member should be a past chairman. The impression, I believe, gained ground for a moment, that we did not have a past chairman. As a matter of fact we have one, and he stands right here, Farley Osgood, and we recommend that he be the fifth member of the committee.

W. S. MURRAY: I move that these nominations be accepted and approved.

(The motion was duly seconded, put to vote, and carried).

THE CHAIRMAN: I would entertain a motion as to the propriety of the Chair casting a ballot to the effect that these men, as named, shall be the duly elected officers of the Section for the term ending August 1, 1921.

W. S. MURRAY: I so move.

(The motion was duly seconded, put to vote, and carried).

THE CHAIRMAN: I duly cast the ballot as instructed for the nominees reported by the Committee on Nominations.

Now, gentlemen, as far as I can understand it, and our very good President, Mr. Townley, will correct me, if I am wrong, the New York Section has been born, and its By-Laws have been accepted, and the officers for the coming period have been elected. Am I right, Mr. Townley?

MR. TOWNLEY: I think you are.

THE CHAIRMAN: I am sorry Mr. Buck was called to Pittsburgh and could not be here, so that we cannot tell him of the good news. Under the circumstances, there is nothing for us to do but to adjourn, with the understanding Mr. Buck will call his committee together when he returns.

W. S. MURRAY: Before we adjourn, I move that the first expense of the New York Section be a telegram of congratulation to Mr. Buck.

THE CHAIRMAN: I am sorry I cannot make that a personal expense. Mr. Hutchinson, of course, will have to advance funds for that purpose. Is it your pleasure to vote on the question, that the first expense of the New York Section be incurred in sending a proper telegram of congratulation to chairmanOelect of the New York Section, H. W. Buck, who is now

in Pittsburgh for the day?

(The motion of Mr. Murray was duly seconded, put to vote, and carried).

THE CHAIRMAN: I thank you very much, gentlemen, and I hope the necessary points regarding the formation of this New York Section have been satisfactorily covered, and I think the Secretary has provided enough leeway for us to go ahead and make this Section what we want it to be.

I thank you very much.

The meeting then adjourned.
