



# AMERICAN INSTITUTE of ELECTRICAL ENGINEERS

(HEADQUARTERS: 33 WEST THIRTY-NINTH STREET, NEW YORK 18, N. Y.)

## PLANNING AND COORDINATION COMMITTEE

March 25, 1962

Address Reply to

HIBSHMAN  
420 CLINTON AVE.  
BROOKLYN 38, N. Y.

Dear Warren:

On Thursday Simon brought in the agreement signed by Haggerty and Pratt. ( Who is "Pratt" in our Corporation?) He was going to go over them with me on Thursday afternoon, but he apparently got hung up with UET business and didn't make it. So, Miss Clarke and I read through them and compared the documents issued by Tobin and approved by Haggerty and Pratt with what we have issued to our officers and are about to publish to our members. I guess the agreement is the most important item. The Principles will be replaced by the bylaws and the constitution may still be subject to some editorial treatment. So, I will comment on the Agreement first.

I can't help commenting on Mr. Haggerty's reluctance to put anything in the constitution that might conceivably have to be changed at some time in the future. It strikes me that we are taking a rather short-sighted view by claiming as territory only the "entire world". It would seem that our technicological involvement in space should suggest some wider claims than that. But more important may be the observation that AIEE has always conducted its constitution amendment ballots together with the annual election of officers at little additional cost. The claim that the amendment of the constitution is to be prohibitively expensive may not be wholly correct, if provision for combining the ballot with the election or some other general mailing. I have always objected to combining it with the dues bills. I notice that what we had agreed to call meetings still is conventions in the Tobin version. Maybe it is better so. We are in a dilemma here. "Conventions" may be taxable

but then too a "membership meeting" is something definite too and we (over)

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6.0

10.54.490

page 2  
don't propose to have any.

On page 11 (Tobin's version; I can't follow his paragraph and sub-paragraph numbering) we find that "..., the separate existence of the constituent corporations shall cease...". I guess this is alright, but it doesn't seem to fit with the strong protestations that there is a "continuing corporation" ✓

Page 14- "...the directors and officers shall serve until the next annual Assembly of the continuing corporation..." That might be Jan 13, 1963. In our version we put in (1964). ✓

Page 15- " This agreement shall be terminated unless prior to the merger AIEE shall have duly amended its constitution....". Well now; duly amending our constitution should have started back on Feb. 15. ?

Page 15- "...neither...shall authorize...any transaction, except with the consent and approval...." I wonder about our action to approve a 1963 Exposition. Technically that action was taken before we approved this agreement...the day before, in fact. The agreement has not yet been signed.

Page 17- "... if the board of either....shall conclude that all of the terms and conditions of this Agreement or the Principles... attached ...have not been complied with by the other.... ( terminate)" That's one wide hole that anything can be driven through. That ties us to the present IRE bylaws and to a lot of stuff that I am afraid a good part of our board doesn't like at all, or else.

#### ON THE CONSTITUTION

C-1 and throughout : Why I.E.E.E. ? Inc

C-1 Sec. 3. The change agreed upon in the last sentence has not been made. Also here we have "membership meetings" ( which was changed) which calls for more thought.

C-4IX-2 Next to last sentence is different from our version but may mean the same.

C-5 X 3 : I see we still have "be begun".



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C-6 XI -2 : I thought we had said we were going to simplify that, but I see we didn't do it in our version either. That is the business of holding an election in a Region to fill a vacancy left by a Regional Director. We had suggest that the Regional Committee should have an opportunity to nominate a man for the Board to elect.

C-9 XIV -2 : I guess I misunderstood; I thought we were going to drop out that garbled last sentence. I can't see why the constitution needs to require that members be notified of the passage of an amendment, if indeed that is what it means. More to the point might be the requirement that the members be given some clue to the financial status of the organization within six months of the closing of the books.

We report all actions of the board to the members next issue of the magazine. Maybe that should be specified.

### PRINCIPLES

Page 1, I: We are not a "78-year old corporation" (only 66)

Page 2 II c : What about these Life Members and Members-for Life of AIEE? The IRE bylaws are not the same as ours. They require age 65 as well as 35 years membership.

Page 2 II d : How does it follow that since we have remained financially sound under our present dues structure , we can ~~not~~ reduce the dues income about \$300,000 and continue to (so) remain. I have a feeling that when it

becomes apparent what has to be done to meet the budget requirements set by the March 9 action, we will find that we have ~~more~~ more problems than we may have thought. (over)

*Page 4*  
Further on this matter of dues:

Page 3 II d : There is no entrance fee for the student grade, but what about the "transfer" from student to Member? I guess the word "transfer" takes care of it, if that is what it is to be considered.

However, here is something that has to be taken care of. "... and the annual dues shall be \$10.00 for the first three years of IEEE membership ....". George Herrmann first caught this and showed it to Bailey and Buckley last Wednesday. Since Tobin has recognized it.

Page 4 IV a : Meetings vs Conventions

Page 6 VI a : In the fourth line from the bottom suggest delete first "some".

Page 7 VI a : Line three delete "of"

Page 10 VI f : Line three add "and" in BoD and of the Ex. Com."  
Same page last line Technical Operating Committee

XX Page 12 IX a.: Fifth line first word should be "permitted".

Tobin agreed such was the case and I'm tired of being told that we have operated illegally all these years.

#### GENERAL

1962-1963 AIEE dues bills should assure members that they will receive credit for any reduction of dues resulting from merger, and the change of of the fiscal year.

Which AIEE Board acts between June 22 and the October Bd. Mtg at the FGM? The present Board goes out of existence July 31, 1962. I guess the legal power lies with the new Board from then on in to the first of January. There may be some scope for decision as to when certain questions are going to be brought up.

Further on Prin. ~~XV~~ a. IRE has provided for its show to continue as contracted. George Bailey told me that he had made a reservation at the big new hotel (Is it Americana?) for a show of our type in March 1963, in case we wanted to do it then. I told him that we ~~are~~ signed up for a January show in the Coliseum and he thought that was OK since we would be having the WGM then.

*[Signature]*



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420 CLINTON AVE,  
BROOKLYN 33, N. Y.

Dear Warren:

Here are some rough notes on reading the versions of the Agreement, Principles, and Constitution signed by Haggerty and Pratt and presently awaiting your signature, after Presant's approval, of course. In fact these notes are more for Presant than for you. I expect to spend the afternoon of Monday March 26 with Presant on these matters. Let's see what else was it I was going to tell you? Oh yes.

1) George Bailey says that they are going to send nothing but a proxy and a letter to their members in May. They are going to say, "See the PROCEEDINGS for March." We have the advantage that we will have an issue of ELECTRICAL ENGINEERING in May that can be used for any last minute message for our people, in case we decide to not send the ASHRAE type of sheet with out mailing of the proxy.

2) George also says that there is a limit on the time for proxies to be out. That is they should not be sent out/more than 10 days before the meeting or less than 10 days. If it is really "returned" or "dated" by the member, that is still alright by us. In fact, it is good. If they have to be in 10 days before the meeting that is fine. I don't believe it though, unless the law is different for Membership Corporations and others. Anyway, Presant says that "The proxy is easy, don't worry about it".

3) Come to think of it, the May issue is not so far off. Any major story that we may want to get in it, should be turned in next week, or rather this week; see'n' as how we don't work on the Seventh Day Adventist calendar. What have we to say to our members at this point (over)

that we are reasonably sure will still be true on the fourth or fifth of May? How about a story on "What Merger Means to AIEE". Here we could list all of the things that are going to be different. Trouble is we don't quite know, at least until we see the budget and what had to be cut out to keep within the limits of deficit set by the Boards. I guess I told you that IRE will no doubt have to give up its DIRECTORY. That will be missed, I suppose, by a lot of people. It will cost quite a lot to publish even the kind of directory that we now have for maybe 10,000 members and officers. I don't believe that George Bailey is too sad about it, because the present issue of the IRE DIRECTORY lost over \$60,000. Of course, they have their eye on, and their hatchet out for, the preprints and bimonthlies. Travel is another item. Travel, that is for the "grass roots". When we come to decide on these budgets, we will get down to cases as we have not to date. This is to be an Executive Committee matter, and you might do well to consider the number of present and past TOD and "grass roots" people you have on that committee.

- 4) I delivered your message about your conversation with Haggerty to Mr. Linder on Thursday. He conferred with Jim Fairman after the UET meeting. I have no report on the results of that conference.
- 5) George Bailey tells me that the IAS/ARS merger talk has fallen through. I have not had a chance to confirm that. It will be easy tomorrow morning

You'd think I wasn't going to see you for a month. On the other hand, I so easily forget what I was intending to say to you that I always feel safer having written it down, or enough to be sure that the subject comes up. Oh yes, who is going to pay for your reception on Feb. 1? I have honestly forgotten, if we had an understanding, or if so what it was. I can send the bill to Ohio Bell or pay it and charge it to Presidential travel, or something.

