

april 1962
the
institute
of
radio
engineers



Proceedings of the IRE

part II

10.53, 475

IRE and AIEE Boards of Directors Vote YES on Merger

Proxies go to the Membership on May 5

It is imperative that you
read this before you vote



April 1, 1962

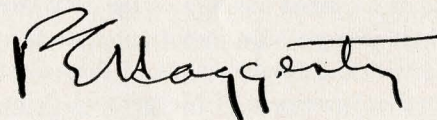
Dear IRE **M**ember:

Here is the second Supplement to IRE PROCEEDINGS with information relevant to your consideration of the proposed merger of the IRE and AIEE. It provides you with all the information which was available to your Directors on March 8 and 9, when they voted unanimously to recommend merger of the IRE and the AIEE to you and to submit the question for your consideration and vote. Proxies will be mailed May 5, 1962.

Past President Berkner, with his three 1961 letters published in the PROCEEDINGS, and I, in my several letters, included in two Supplements to the PROCEEDINGS, have endeavored to provide to you as promptly as possible the information available to us. In general, within a few days of any action, your Section Chairman has been informed of it, and within thirty days the information has been placed in your hands via the PROCEEDINGS. If you will review the information presented to you in this Supplement, and review the Supplement forwarded with the March PROCEEDINGS, we believe you will have ample information on which to base your vote. I especially want to call to your attention a letter I sent on March 1 to all IRE Section Chairmen, which enclosed a cross-section collection of IRE members' letters about the proposed merger and, where pertinent, my replies. This letter and its enclosures are fully reprinted here with a few additional enclosures. Since the collection gives much more prominence to members' correspondence which is questioning or negative with respect to the merger, than it does to the much larger quantity of favorable correspondence, some of your Directors have expressed concern lest this imbalance give an erroneous impression to our IRE members. However, it seemed important to make available to our complete membership a good cross section of the questions raised concerning merger, and I believe the enclosed correspondence does just that. It would seem that the unanimous vote of your Directors for merger after consideration of all the questions raised in these letters (and all this correspondence was in their hands and reviewed by them prior to their vote) is a sufficiently affirmative statement of your Board's judgment on the desirability of the merger and the mechanisms selected to accomplish it.

Your Board and your Officers, through their unanimous approval of the merger resolution, have expressed their confidence in the advocated merger. *The final decision*, however, is yours. You will receive your proxy shortly after May 5. Please consider the issue seriously and express your judgment by voting.

Sincerely,



P. E. Haggerty
President

NOTE: PLEASE KEEP THIS SUPPLEMENT TO REVIEW THE DOCUMENTS INCLUDED WHEN YOU DETERMINE YOUR VOTE AND RETURN YOUR PROXY. While my letter to Section Chairmen indicates merger documents will be reprinted and forwarded with proxies, it now appears no changes in the documents will be required and, therefore, to save reprinting and mailing costs, it is presently planned with the approval of counsel NOT to forward duplicate copies of the merger documents with proxies.—P.E.H. 3-23-62

Letter from the President—VI

This letter is modified slightly to reflect the latest details on the mechanism for membership voting on the question of merger.

March 12, 1962
and modified March 23, 1962

Dear Section Chairman:

On the afternoon of March 9, after two full days of discussion, your Board of Directors voted unanimously to approve the merger of IRE and AIEE, and proceed with plans to submit the matter to members for vote, with proxies to be mailed to the membership on May 5, 1962, the returned proxies to be counted in a meeting of the IRE Membership on or about July 10, 1962. At about the same time on the afternoon of March 9, the AIEE Board also voted affirmatively on merger and plans for the AIEE ballots to be mailed to the membership on May 5, 1962, with the returned proxies to be counted at the regular AIEE Annual Meeting on June 18, 1962.

This affirmative decision was reached only after two arduous days of detailed and exhaustive discussions of the proposed Merger Agreement, the Principles of Consolidation, the Constitution, and questions raised by individual members, a cross section of which are included in this Supplement. A copy of the resolution, which was approved without a dissenting vote, is included as Enclosure (A) to this letter. The Agreement of Merger is included as Enclosure (B), with the Constitution and Principles of Consolidation attached as Exhibits (A) and (B) of the Agreement of Merger. You will want to study these documents in detail. I propose to discuss in this letter several pertinent points from these, covering thereby those which deserve special emphasis or differ from information provided to you previously. Since all three documents, the Agreement of Merger, the Constitution, and the Principles of Consolidation, will go to the membership on May 5, with the proxies to be counted and the final vote to be determined at a special meeting of the IRE Membership on July 10, it is especially important that you be well acquainted with the fundamentals of these documents.

- 1) As the Agreement of Merger and Principles of Consolidation indicate, the merged organization will be known as INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS. Note the change to Electronic from Electronics in previous drafts. The corporate entity of the AIEE will be maintained with IRE being merged into the AIEE.
- 2) At least one-third of IRE's voting members must vote, and two-thirds of those voting must vote affirmatively, in order for the merger to be accomplished. Your Officers and Directors hope that considerably more than one-third of IRE's voting members will express themselves on this very important question.
- 3) If both the IRE and AIEE memberships approve the merger, then a 14-Man Joint Committee will be named in accordance with the resolution approved

by both Boards and included as Enclosure (C) to this letter. As the resolution indicates, 7 members of this Committee will be appointed by the President of the IRE and 7 by the President of the AIEE. All members of the present 8-Man Committee will be included in these appointments. (As a matter of information, this resolution, Enclosure (C), replaces Principles XVII, XVIII, and XIX, in Draft No. 2 of the Principles of Consolidation, as included in the Supplement to the March, 1962, issue of the PROCEEDINGS.) It will be the duty of this 14-Man Joint Committee to act, subject to the approval of both Boards, (a) as a Nominating Committee for all new Directors and Officers of the IEEE; (b) select and employ, with the approval of the two Boards, the General Manager of IEEE; (c) prepare and recommend to the respective Boards for approval, the By-laws under which the IEEE will operate; (d) develop, prepare for, and take all necessary steps to implement the merger of the IRE and the AIEE on January 1, 1963. Upon accomplishment of these duties, this Committee will cease to exist.

- 4) The two Boards of Directors must, by joint action, approve the slate of 25 Directors for the IEEE, including candidates for President, and one for Vice President. This slate of 25 Directors, including the President and one Vice President, after approval by the two Boards, will be submitted to the memberships of the two societies for vote.
- 5) This Board of Directors, if elected, will have the power to elect a Secretary, Treasurer, Editor, and such other officers as it may deem advisable. The Board of Directors and Officers so selected will serve for *one year only* until the next Annual Assembly of the IEEE in January, 1964. The Directors and officers for 1964, and all succeeding years, will be nominated and elected in accordance with the normal nomination and election procedures as outlined in the Principles of Consolidation.
- 6) It is important to point out that even though both IRE and AIEE memberships vote for the merger, the Agreement may be terminated at any time up to the actual merger if (a) the Boards of Directors of both of the societies agree to such termination, or if (b) the Board of Directors of either the IRE and AIEE shall conclude that all the terms and conditions of the Merger Agreement, the Constitution, or the Principles of Consolidation, have not been complied with by the other society. This should provide considerable reassurance to those IRE members who have raised questions as to what protection IRE has that the merged society would have the characteris-

tics agreed to, since the IRE would be merged into the AIEE.

- 7) Because all of us are concerned that the IEEE operate on a financially sound basis, one of the Merger Agreement requirements is that the Agreement be terminated unless, prior to May 5, a projected budget of income and expense for the IEEE for the years 1963, 1964, and 1965 shall have been prepared, submitted to, and approved by the Executive Committees of both IRE and AIEE. It is intended that these projected budgets be included with the proxies sent to the memberships.
- 8) Principle of Consolidation No. VI has been rewritten to clarify the functions of the Professional Technical Group Committee and the Technical Operating Committee. Note particularly (near the end of Principle VI (b)), (a) the formation of an Executive Committee of the Professional Technical Group Committee, and (b) the discussion of the handling of the AIEE Technical Committee structure (Principle VI f).
- 9) Principle of Consolidation No. XIV has been extensively rewritten. Note that during the transition period of one year, and for no longer than two years, the IEEE will continue to publish in substantially their present form both *ELECTRICAL ENGINEERING* and the *PROCEEDINGS* with both publications containing a common section on Institute news, abstracts and other information of interest to the general membership. For the same period of time, individuals who were members of the AIEE at the time of the merger will receive only *ELECTRICAL ENGINEERING*, and, similarly, those individuals who were members of the IRE at the time of the merger will receive only the *PROCEEDINGS*.

Principle of Consolidation No. XIV (c) calls for setting up immediately upon merger, an Editorial Committee to undertake a comprehensive and intensive study of publication policy, with its objective to satisfy the need for publications both of high technical quality and of broad general interest. The actual publication policy in subsequent years therefore will be determined by the IEEE Board of Directors after it receives the recommendations of this Editorial Committee.

There was a great deal of discussion in the Board meeting about the projected timing for submission of the proxies to our memberships. All of the Directors were aware, both from comments within their own Regions and from circulation of the enclosed cross-section collection of member correspondence to them prior to the meeting, of the feeling expressed by many IRE members, that an insufficient amount of time between the availability of full information and submission of proxies was being allowed to the Sections and the membership for discussion. I assure you that *all of the Directors* would have preferred an additional 30 to 90 days, had this been practicable. The following factors influenced the decisions of the two Boards to settle on May 5 for the mailing of the proxies.

- 1) With IRE's calendar year ending on December 31, 1962, it seemed most desirable to all Board members not to create a "lame duck" group of Directors and Officers in IRE, and to endeavor to achieve merger with the IEEE by January 1, 1963. Unless the question of merger is settled by July, the IRE must proceed to nominate and elect a slate of Officers and Directors for next year.
- 2) The AIEE begins its new year with new Officers and new Directors on August 1, 1962. Their annual meeting is to be held June 18, 1962. AIEE felt it highly desirable to have settled the question of merger prior to the beginning of their new year on August 1, if at all practicable.
- 3) After the question of merger is settled, the 14-Man Committee to be appointed will be given the responsibility of nominating a slate of 25 Directors, subject to approval of both Boards. Both Boards must meet and agree on the full slate of 25 men, and the election of slate must be submitted to the membership of both societies for their vote. This can hardly be accomplished in less than four months, which barely leaves a comfortable margin even with merger settled by mid-July.
- 4) A mutually satisfactory candidate for President of a stature and competence commensurate with the importance of the IEEE must be selected, his consent obtained, and his nomination approved by both Boards. This could easily require several months and lengthen the time to more than the four months cited above required to nominate and elect a Board.
- 5) A General Manager must be selected, approved by the Board, and hired. Finding and hiring a properly qualified General Manager is vital to the success of the IEEE. Further, it would be highly desirable to have him take an active part in the organization and formation of IEEE as far ahead of January 1, 1963, as possible.
- 6) Both Boards felt it highly desirable to mail the proxies to both IRE and AIEE members on the same day. AIEE agreed to delay mailing proxies until May 5, but this date was the latest possible to meet the minimum requirement for time allowed between the mailing of AIEE proxies and the AIEE Annual Meeting on June 18. Accordingly, May 5 was selected as the date for the mailing of the proxies. After complete discussion of the schedule factors, all IRE Directors voted affirmatively for the selection of May 5 as the date for mailing the proxies with the exception of the Director for Region I, Dr. Karl Willenbrock. He had discussed with great clarity the feelings of the Boston Section that more time be made available (see the enclosed Boston Section Chairman letter and editorial from the Boston Section publication). Dr. Willenbrock felt that in good conscience he could not vote affirmatively for this date, and, hence, merely voted "present" when the question was presented. Dr. Willenbrock did subsequently vote affirmatively along with all of the

IRE Directors on the resolution for merger.

The Directors reviewed:

- 1) President Berkner's three 1961 letters to Section Chairmen, all published subsequently in the PROCEEDINGS.
- 2) My letter of February 5 to Section Chairmen, which included Draft #2 of the Principles of Consolidation, and my letter of March 1 to Section Chairmen, which included member letters and my replies (reprinted in this Supplement).
- 3) The attitudes of the Chairmen of nearly every Section of the IRE as determined in early March by Regional Director contacts, either in person or by telephone.
- 4) The Supplement to the March PROCEEDINGS (sent to every IRE member), which repeated Past President Berkner's three letters of last year, my letter of February 5 and Draft #2 of the Principles of Consolidation.
- 5) The preparation and mailing as early in the week of March 12 as practical of this letter to Section Chairmen, reporting on the results of the Board meeting and including the Merger Agreement, Constitution, and Principles of Consolidation, plus an even broader collection of letters raising questions and the replies.
- 6) The Panel Session to be held from 10:30 A.M. until 12:30 P.M. on March 26, during the IRE Convention, in the Grand Ballroom of the Waldorf, during which the 8-Man Joint Committee will discuss the progress toward merger and at which several thousand IRE members should be present.
- 7) A meeting of the President of the IRE, and all Regional Directors and Section Representatives, to be held during the Convention, beginning at 1:30 P.M. on Tuesday, March 27, for the purpose of discussing the merger.
- 8) The publication of a Supplement to the April PROCEEDINGS to include full reprint of this letter (March 12) to Section Chairmen and its enclosures.
- 9) The prompt organization by Vice President T. A. Hunter, in cooperation with all Regional Directors,

of a campaign to be carried on during March, April, and into May, to inform the Sections as fully as possible about discussions and considerations which led to the decision of the Boards.

After considering this total information program, the IRE Board determined (as indicated by the decision previously explained) that the time thus made available prior to the mailing of the proxies on May 5 was adequate for the IRE member to inform himself on the issue and to vote intelligently. In addition, there will be a minimum of sixty days between mailing of the proxy on May 5 and the membership meeting to be held on July 10.

The Board particularly directed me in this letter to point out to Section Chairmen and members that the detailed functioning of the IEEE will be covered in its Bylaws, which will be prepared by the 14-Man Committee and presented to the two Boards for their approval, and presented to the Board of the IEEE for final approval at its first meeting after January 1, 1963. The Merger Agreement, Constitution, and Principles of Consolidation provide only the framework for merger. This long, additional time for the preparation of the Bylaws will make it possible to be responsive to suggestions from the membership on the details of operations, Regional and Sectional boundaries, etc. Further, the Board of the IEEE in 1963 and all subsequent years has the continuing power to change the Bylaws in response to the needs of its members.

Your Directors and Officers are enthusiastic about the broadened technical scope the IEEE will have as a result of the merger of the two societies. They believe that the act of merger and the intensive study of the needs of its members already begun as a result of the consideration of merger (and certain to be intensified upon merger) will lend tremendous vitality to the IEEE. They firmly believe that the greater strength of the enlarged society can meet better the diverse needs of our individual members and provide leadership certain to improve the entire profession of engineering.

Sincerely,
P. E. HAGGERTY
President

Copies (at March 12) IRE Professional Group Chairmen
IRE Professional Group Chapter Chairmen
IRE Subsection Chairmen
IRE Representatives
IRE Board of Directors

Enclosures (A) IRE Board of Directors Resolution, March 9, 1962
(B) Agreement of Merger with Exhibit (A), Constitution; and Exhibit (B), Principles of Consolidation
(C) AIEE/IRE 14-Man Committee Resolution
(D) Copy of Letter to IRE Members from President Haggerty (April, 1962) to be included in the Supplement to the April PROCEEDINGS

ENCLOSURE (A)

Resolution

WHEREAS, the board of directors of this corporation, by resolution adopted on October 18, 1961, concluded that it would be in the best interests of this corporation and its members if a merger of this corporation and the American Institute of Electrical Engineers could be consummated on terms satisfactory to the board of directors of the corporation and the membership thereof, and

WHEREAS, pursuant to such resolution adopted by the board on October 18, 1961, a committee of the board of directors of this corporation was appointed, and was authorized to meet with a similar committee to be appointed by the board of directors of the American Institute of Electrical Engineers to study the feasibility, practicability and form of such merger and to make a report thereon to the boards of the two corporations not later than February 15, 1962, and

WHEREAS, such committee was further authorized and directed to prepare a proposed form of constitution and bylaws for the continuing corporation, and such other documents as might be appropriate in connection with such merger, for submission to the boards of directors of the two corporations, and

WHEREAS, such committee has met and in consultation with the similar committee of the American Institute

of Electrical Engineers has prepared a form of Merger Agreement, a form of "Principles of Consolidation" and a form of Constitution for the continuing corporation, copies of which have been submitted to this meeting,

NOW, THEREFORE BE IT RESOLVED:

That the board of directors of this corporation hereby approves the Merger Agreement, the Principles of Consolidation, and the Constitution, in the form thereof as submitted to this meeting, and the Secretary is hereby directed to append copies thereof to these minutes, and

FURTHER RESOLVED, that a special meeting of the membership of the corporation be held on or about July 5, 1962, for the purpose of deciding whether to approve the Merger Agreement, Principles of Consolidation, and Constitution, in the form thereof hereby approved by this board, and

FURTHER RESOLVED, that in the event of the approval by the members of the corporation of the said Merger Agreement, Principles of Consolidation, and Constitution, the proper officers of this corporation be and they hereby are authorized and directed to take all such action which they may deem necessary or appropriate to effectuate the Merger Agreement in accordance with its terms.

ENCLOSURE (B)

Agreement of Merger

March 8, 1962

This Agreement entered into this _____ day of _____, 1962, between the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS (hereinafter sometimes referred to as "AIEE") having its principal office at 345 East 47th Street, New York City, and THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED (hereinafter sometimes referred to as "IRE") having its principal office at 1 East 79th Street, New York City, both corporations duly organized under the Membership Corporations Law of the State of New York and both of said parties being hereinafter sometimes jointly referred to as the "constituent corporations,"

WITNESSETH, THAT

AIEE was incorporated on the 16th day of March, 1896, under the Membership Corporations Law of the State of New York, for the purpose of promoting the arts and sciences connected with the production and utilization of electricity and reading and discussion of professional papers, and the circulation by means of publications among its members and associates of the information thus obtained; and since its incorporation has continuously maintained its principal offices in New York City, New York.

IRE was incorporated on the 23rd day of August, 1913, under the Membership Corporations Law of the State of New York and its purposes are scientific, literary, and educational, and its aims to advance the art and science of radio, to publish works of literature, science and art for such purpose, to do all and every act necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or for the furtherances of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid science and art, or powers or any part or parts thereof.

WHEREAS, the boards of directors of the two institutes, after due deliberation, have resolved that it is desirable and in the best interests of said corporations and the respective members thereof that said corporations shall be merged under and pursuant to the laws of the State of New York, and that the interests of the constituent corporations and the public interest would not be adversely affected by the merger of said corporations; and

WHEREAS, it is the intention of the parties that the

purposes and activities of the constituent corporations shall be continued by means of the merger, with such changes as may from time to time be deemed advisable by the members and by the board of directors of the continuing corporation, to the end that from the enlarged activities and services of the continuing corporation the members and the public may derive greater benefits and the general welfare be advanced.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements and terms hereinafter set forth, and for the purposes of prescribing the terms and conditions of the merger and setting forth the mode of carrying the same into effect, the parties hereto do hereby covenant and agree as follows:

1. This Agreement shall be submitted for approval to the members of each of the constituent corporations entitled to vote, at separate meetings thereof, to be duly held prior to October 1, 1962, upon due notice; that as promptly as may be practicable after due approval of this Agreement by the members of each of the constituent corporations and their authorization for the officers and directors thereof to make, execute and file a Certificate of Consolidation effecting the merger substantially in the form hereinafter set forth the parties hereto shall take appropriate action and proceedings to effect such merger; they shall jointly apply to the Supreme Court of the State of New York for an order approving this Agreement and authorizing the filing of the Certificate of Consolidation effecting the merger; and following the making of such an order, and obtaining such other consents and approvals as may be necessary, shall duly file the Certificate of Consolidation effecting the merger in the office of the Secretary of State of the State of New York; and that simultaneously, or as nearly thereafter as practicable, the name of said continuing corporation shall be changed to "INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS, Inc."

2. The Certificate of Consolidation effecting the merger shall be in the form prescribed by Section 50 of the Membership Corporations Law and, in addition to the formal and other provisions required by said section, by governmental departments, agencies, or officials, and by the court, said certificate shall include clauses reading substantially as follows:

I. The name of the continuing corporation is AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS.

- II. The territory in which its operations are to be conducted is the entire world; the corporation shall have its principal offices in the State of New York, from which it shall carry out its general administrative functions in accordance with the New York Membership Corporations Law. Its publications activities are to be principally in the United States, as well as its largest membership meetings.
- III. The principal office of the corporation is to be located in the City, County and State of New York.
- IV. The number of directors shall be not less than nine (9) nor more than fifty (50).
- V. The consolidated corporation is to be one of the constituent corporations and not a new corporation.
- VI. The terms and conditions of the consolidation are as follows:

(a) The purposes and objects of such consolidated corporation are:

(1) To engage in scientific, literary and educational activities, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio, the allied branches of engineering and the related arts and sciences. Means of accomplishing these ends shall be the holding of meetings for the reading and discussion of scientific and technical papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives.

(2) To organize and form regions, districts, sections, subsections, professional technical groups, professional technical group chapters, student branches, and other groups of members, and to provide for specifications and operating rules for any such groups.

(3) To receive, acquire, hold, and maintain any property, real or personal, without limitation as to amount or value, for any of the continuing corporation's objects, by way of bequest, devise, gift, grant, purchase, or lease, to invest and reinvest the same, to control the income therefrom, and to expend or otherwise dispose of all or any portion of its funds and property, including the income, interest, or principal, subject, however, to any directions or limitations placed upon the same by donors or testators.

(4) To do any and all things necessary or proper in connection with or incidental to any of the foregoing.

(b) The continuing corporation shall be operated exclusively for scientific, literary and educational purposes.

(c) No substantial part of the activities of the continuing corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or participating in, or intervening in, any political

campaign on behalf of any candidate for public office.

(d) In the event of the dissolution of the continuing corporation, the board of directors shall dispose of its net assets, in trust, however, to further the purposes expressed herein, or for one or more exempt purposes, and subject to the order of a Justice of the Supreme Court.

(e) In furtherance and not in limitation of the powers conferred by statute, the board of directors, if the constitution or bylaws so provide, may designate one or more committees which, to the extent provided in the constitution or bylaws of the continuing corporation, or by resolution or resolutions of the board of directors, shall have and may exercise the powers of the board in the management of the business and affairs of the continuing corporation that may be delegated to such committee or committees, such committee or committees to have such name or names as may be stated in the constitution or bylaws, or as may be determined from time to time by resolution or resolutions of the board of directors.

(f) The continuing corporation may in its constitution and bylaws confer powers and authorities upon its board of directors in addition to the powers and authorities expressly conferred by the statutes of the State of New York or by this certificate. All powers of the continuing corporation, insofar as the same may be lawfully vested in the board of directors, are hereby conferred upon the board of directors of the continuing corporation.

(g) Members, delegates and directors of the continuing corporation shall have the power to hold their respective meetings within or without the State of New York; the continuing corporation shall have the power to maintain offices and keep the books of the continuing corporation within or without the State of New York, at such place or places as may from time to time be designated by the board of directors.

(h) No officer, director or member of the continuing corporation shall receive or be lawfully entitled to receive any part of the net earnings thereof or any pecuniary profit from the operations thereof, except such reasonable compensation for services in effecting one or more of its purposes as the board of directors may determine.

(i) Each director of the continuing corporation shall be indemnified by said corporation against reasonable expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a director of the corporation, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for wilful negligence, misfeasance, or misconduct in the performance of his duties as direc-

tor; such right of indemnification shall not be deemed exclusive of any other right to which he may be entitled under any bylaw, agreement, vote or otherwise.

(j) Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Section 340 of the General Business Law or other anti-monopoly statute of this state.

(k) Upon filing of the Certificate of Consolidation in the Office of the Secretary of State, each member of the constituent corporations shall have the highest grade of membership in the continuing corporation as was, upon such filing, held by him in either of the constituent corporations; and each member of the constituent corporations then entitled to vote therein shall possess the power to vote in the continuing corporation for the election of directors and for all other purposes conferred upon voting members by the laws of the State of New York, this Certificate of Consolidation and the constitution and bylaws; and years of service in either of the constituent corporations in any membership grade shall transfer as years of service in the continuing corporation.

(l) Except as provided in subdivision (m) of this Paragraph VI, upon the filing of the Certificate of Consolidation in the Office of the Secretary of State, the separate existence of the constituent corporations shall cease and the merger shall be effective, as provided in Section 53 of the Membership Corporations Law.

(m) Except as provided by Section 12 of the Personal Property Law or Section 113 of the Real Property Law, a devise, bequest, gift or grant contained in the Will of a person dying domiciled in the State of New York, or in any other instrument executed under the laws of said State, taking effect after such merger, to or for either of the constituent corporations, shall inure to the benefit of the continuing corporation; and so far as it is necessary for that purpose, or for the purpose of a like result with respect to a devise, bequest, gift, or grant governed by the law of any other jurisdiction, the existence of each constituent corporation shall be deemed to continue in and through the continuing corporation.

(n) Upon the filing of the Certificate of Consolidation in the Office of the Secretary of State, all rights, privileges, and interests of each of the constituent corporations, all the property, real, personal, and mixed, and all the debts due on whatever account to either of them, and other things in action belonging to either of them, shall be deemed to be transferred to and vested in the continuing corporation without further act and deed, and all claims, demands, property, and every other interest, whether vested or contingent, shall be as effectually the property of the continuing corporation as they were of the constituent

corporations, and the title to all real estate, taken by deed or otherwise under the laws of the State of New York vested in either of the constituent corporations, shall not be deemed to revert or be in any way impaired by reason of the merger but shall be vested in the continuing corporation.

(o) Upon the filing of the Certificate of Consolidation in the Office of the Secretary of State, the continuing corporation shall be deemed to have assumed and shall be liable for all the liabilities and obligations of the constituent corporations, in the same manner as if such continuing corporation had itself incurred such liabilities or obligations.

(p) Until the date of filing of said Certificate of Consolidation in the Office of the Secretary of State, the directors of the constituent corporations are hereby vested with the power and discretion, by a two-thirds vote of the directors of each of the constituent corporations, present at a meeting, to make editorial changes and changes in language and form of the Certificate of Consolidation, subject however, to the proviso that no such change shall alter the substance of the foregoing.

3. The boards of directors of the constituent corporations shall, by joint action, nominate a slate of 25 directors for the continuing corporation and from such slate shall nominate candidates for the following offices: President, and one Vice President.

Such slate of directors and officers shall then be submitted to the memberships of the constituent corporations for approval by each of the memberships. If the memberships of both constituent corporations vote to elect such slate, the directors and officers so elected shall serve until the next annual assembly of the continuing corporation. The Board of Directors so elected shall have power to elect a Secretary, Treasurer, Editor and such other officers as in its judgment it shall deem advisable to serve during the period until the next annual assembly of the continuing corporation. If the membership of either corporation (or both corporations) votes to reject such slate of directors and officers, the Board of Directors of the constituent corporations by joint action may nominate an alternate slate of directors and officers for resubmission to the memberships of the constituent corporations for election by each.

In the event the two boards of directors of the constituent corporations do not nominate such alternative slate by November 1, 1962, or in the event that such alternative slate is thereafter rejected by the membership of either or both of the constituent corporations, this agreement shall be automatically terminated except for the provisions of Paragraph 11 hereof.

4. This Agreement may be terminated at the option of the Board of Directors of the IRE unless prior to the merger AIEE has obtained the agreement of United Engineering Trustees, Inc. (hereinafter referred to as UET),

in form satisfactory to counsel for IRE, to the effect that the continuing corporations shall have no obligation to UET, or its members, in respect of leasing and/or occupying space in the UET building at 345 East 47th Street, New York City, other than to occupy the amount of space in such building presently occupied by AIEE.

5. This agreement shall be terminated unless prior to the merger AIEE shall have duly amended its constitution so as to conform in substance to the form of constitution attached hereto as Exhibit (A).

6. The assets and liabilities of the constituent corporations shall be taken upon the books of the continuing corporation as at the close of business on the effective date of the merger, at the amounts at which they shall on said date be carried on the respective books of the constituent corporations.

7. Prior to the effective date of the consolidation neither of the constituent corporations shall authorize, approve, or enter into any transaction or transactions other than in the ordinary course of business, except with the consent and approval of the board of directors of both constituent corporations.

8. If at any time either of the constituent corporations or the continuing corporation shall determine or be advised that any further resolutions, assignments, assurances in law, or other things are necessary or desirable to vest in the continuing corporation according to the terms of this Agreement the right, title, and interest to any property of the constituent corporations, each of the constituent corporations, and the proper officers and directors thereof, shall and will execute and deliver any and all such proper resolutions, assignments, assurances in law, or things necessary or desirable to vest title to such property in the continuing corporation, and otherwise carry out the purposes and intent of this Agreement.

9. This Agreement may be terminated and abandoned at any time prior to the filing of the Certificate of Consolidation if (a) the boards of the directors of both the constituent corporations agree to such termination; or (b) in the judgment of the board of directors of either of the constituent corporations any material litigation shall be pending or threatened against or affecting either of the constituent corporations which renders it inadvisable to proceed with the merger; or (c) if this Agreement of Merger is not duly approved by the members of the constituent corporations on or prior to October 1, 1962; or (d) if the board of directors of either of the constituent corporations shall conclude that is inadvisable to comply with any modifications of this Agreement required by the court in which the application for an order approving the merger shall be filed; or (e) if the board of directors of either of the constituent corporations shall conclude that all the terms and conditions of this Agree-

ment or the Principles of Consolidation attached hereto as Exhibit (B) have not been complied with by the other constituent corporation. In the event of any such termination and abandonment of this Agreement, except for the provisions of Paragraph 11 hereof, this Agreement shall be void and of no further force and effect, and neither of the constituent corporations, nor any of their respective directors, officers, members, agents, or employees, shall have any further liability therefor.

10. This Agreement shall be terminated unless, prior to the submission thereof to the members of each of the constituent corporations, a projected budget of income and expense for the years 1963, 1964 and 1965 shall have been prepared and submitted to and approved by the executive committee of each of the constituent corporations.

11. Upon the filing of the Certificate of Consolidation, or as soon thereafter as may be practicable, the consolidated corporation shall pay all fees and expenses incident to the preparation of this Agreement, the carrying of the same into effect, and accomplishing the merger provided for herein. In the event that the merger shall not become effective for any reason, each of the constituent corporations shall pay the fees and expenses of their respective counsel, but all other expenses incidental to the preparation for the merger shall be divided between and equally borne by the constituent corporations.

IN WITNESS WHEREOF, THE AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, AND THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, have caused this Agreement to be signed in their respective corporate names and to be subscribed by their respective presidents, and their respective corporate seals to be affixed and attested by their respective secretaries.

AMERICAN INSTITUTE OF ELECTRICAL
ENGINEERS

by
President

Attest:

.....
Secretary

THE INSTITUTE OF RADIO ENGINEERS,
INCORPORATED

by
President

Attest:

.....
Secretary

EXHIBIT (A) TO AGREEMENT OF MERGER

INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS

(Incorporated)

Constitution*

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ARTICLE I

NAME, PURPOSE AND TERRITORY

SEC. 1—The name of this society is the Institute of Electrical and Electronic Engineers, hereinafter called the IEEE.

SEC. 2—Its purposes are scientific, literary and educational, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences. Means to these ends are the holding of meetings for the reading and discussion of professional papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives.

SEC. 3—The character of its scope is non-national, and the territory in which its operations are to be conducted is the entire world. The IEEE shall have its principal offices in the State of New York from which it shall carry out its general administrative functions in accordance with the New York Membership Corporations Law. Its publications activities are to be principally in the United States, as well as its largest membership meetings.

ARTICLE II

BYLAWS

SEC. 1—Bylaws shall be established as hereinafter set forth, for the purposes of governing the operations and administration of the IEEE. The term "Bylaws" as used in this Constitution refers only to IEEE Bylaws.

SEC. 2—Proposed Bylaw changes and reasons therefore shall be mailed to all IEEE Directors at least twenty days before the stipulated meeting of the Board of Directors at which the vote shall be taken. Two-thirds of all votes cast at that meeting shall be required to approve any new Bylaw, amendment or revocation.

ARTICLE III

MEMBERSHIP

SEC. 1—The grades of membership of the IEEE, the member qualifications, privileges and the requirements for admission, trans-

fer and severance pertaining to each grade shall be specified in the Bylaws.

SEC. 2—The term "member" when printed without an initial capital, where used in this Constitution, includes all grades of membership.

SEC. 3—The term "voting member" as used in this Constitution means those members of Member grade or above as defined in the Bylaws.

ARTICLE IV

DUES AND FEES

SEC. 1—Dues and fees shall be specified in the Bylaws.

SEC. 2—Under exceptional circumstances, the payment of dues and fees may be deferred or waived in whole or in part by the Board of Directors.

ARTICLE V

GROUPS OF MEMBERS

SEC. 1—The Board of Directors may authorize the establishment of groups of members for promoting the objectives and interests of the IEEE. The Board of Directors may terminate the existence of any such group. The Bylaws shall provide for specifications and operating rules for any groups that may be established.

ARTICLE VI

ANNUAL ASSEMBLY

SEC. 1—An annual Assembly composed of Delegates elected by the voting members shall receive reports and perform such functions as required by law or specified in the Bylaws.

SEC. 2—The annual Assembly shall meet during January of each year. The President of the IEEE shall preside. The annual Assembly may be held elsewhere than in the State of New York. The manner of giving notice of such meeting shall be specified in the Bylaws.

SEC. 3—All of the Delegates shall be of full age and shall be IEEE members of the grades specified in the Bylaws.

* Revision 3, March 8, 1962.

ARTICLE VII

BOARD OF DIRECTORS

SEC. 1—A Board of Directors shall be the governing body of the IEEE and shall consist of Directors elected by the voting members, Directors elected by the annual Assembly, the President and the two surviving Past Presidents most recently retired from that office. The President of the IEEE shall preside.

SEC. 2—The number of Directors elected by the voting members together with the number of Directors elected by the annual Assembly shall be not less than nine nor more than fifty. The number of Directors elected by the voting members shall not be less than sixty per cent of the total number of Directors.

SEC. 3—All of the Directors shall be of full age, shall be IEEE members of the grades specified in the Bylaws and at least one shall be a citizen of the United States and a resident of the State of New York.

SEC. 4—There shall be an annual meeting of the Board of Directors during January of each year following the annual Assembly. This annual meeting may be held elsewhere than in the State of New York.

SEC. 5—Additional meetings and provision for special meetings of the Board of Directors and the manner of giving notice of annual, additional and special meetings shall be specified in the Bylaws.

SEC. 6—The Board of Directors may designate or appoint one or more committees which shall have such powers of the Board as the Board may confer upon them from time to time.

ARTICLE VIII

PRESIDENT

SEC. 1—The President shall be elected by the voting members, by virtue of which election he shall also be a Delegate-at-large and a Director-at-large.

ARTICLE IX

DELEGATES AND DIRECTORS

SEC. 1—The voting members of the IEEE shall elect Delegates-at-large who shall also by virtue of such election be Directors-at-large. The number and method of election of Delegates-at-large and Directors-at-large shall be specified in the Bylaws.

SEC. 2—The territory of the IEEE shall be divided, at the discretion of the Board of Directors, into geographical areas known as Regions, which shall be specified in the Bylaws. The voting members of each Region shall elect a Delegate to the annual Assembly designated as its Regional Delegate who shall also by virtue of such election be a Director designated as its Regional Director. The method of election of Regional Directors shall be specified in the Bylaws. The Board of Directors may establish a Region of general scope comprising an area including those parts of the entire world not within theretofore established Regions. The manner of selecting the Regional Director thereof shall be specified in the Bylaws.

SEC. 3—The number of Directors-at-large elected by the voting members shall not be less than the number of Regional Directors. For this purpose the Directors elected by the annual Assembly shall be considered as Directors-at-large.

SEC. 4—The term of each Delegate elected by the voting members shall run concurrently with the term of his office as Director and shall be not less than two nor more than five years, except that the term of office of the President as a Delegate-at-large and Directors-at-large shall be three years, and such terms of office of such Delegates and Directors shall begin with the first annual Assembly after their election and acceptance.

SEC. 5—The terms of office of Directors elected by the annual Assembly shall be specified in the Bylaws.

SEC. 6—If the Directors shall not be elected on the day designated by law or fixed in the Bylaws, the corporation shall not for that reason be dissolved; but every Director shall continue to hold his office and discharge his duties until his successor has been elected.

ARTICLE X

CORPORATE OFFICERS

SEC. 1—The Corporate Officers of the IEEE shall be the President, one or more Vice Presidents as specified in the Bylaws, the Secretary, the Treasurer and the Editor.

SEC. 2—The Bylaws shall specify those Corporate Officers, other than the President, if any, to be elected by the voting members and those to be elected by the annual Assembly. Those elected by the voting members, by virtue of such election, shall also be Delegates-at-large and Directors-at-large. Those elected by the annual Assembly, by virtue of such election, shall also be Directors. Other Corporate Officers shall be appointed by the Board of Directors.

SEC. 3—The terms of office for all Corporate Officers shall be one year and shall begin with the annual meeting of the Board of Directors and shall terminate at the beginning of the following annual meeting of the Board of Directors or at such subsequent time as their successors are elected and accept, except that the terms of office of the President and any Vice Presidents elected by the voting members shall be begun with the first annual Assembly after their election and terminate when their successors take office.

SEC. 4—No Corporate Officer or Director shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the IEEE either as such Officer or Director or in any other capacity, unless authorized by the Bylaws or by the concurring vote of two-thirds of all the Directors present at a regularly constituted meeting.

SEC. 5—No Corporate Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the IEEE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors present at a regularly constituted meeting.

ARTICLE XI

VACANCIES

SEC. 1—The existence of a vacancy in the Board of Directors or among the Corporate Officers shall be determined by the Board of Directors or in accordance with the Bylaws.

SEC. 2—The Board of Directors shall fill a vacancy occurring in the Board of Directors or among the Corporate Officers for a period not to exceed the unexpired term of the office becoming vacant, provided, that if a vacancy shall occur in the office of a Regional Director, then the Region that elected such Director shall have the right to elect a Director to serve the remainder of such term. If such Region shall fail to elect a Director within sixty days after notice of such vacancy, as may be provided in the Bylaws, then the same may be filled by the Board of Directors.

ARTICLE XII

NOMINATIONS AND ELECTIONS

SEC. 1—The Board of Directors shall submit to all voting members, on or before July first of each year, a list of nominees for Delegates, Directors, the President and such Officers as may be specified in the Bylaws to be elected by the voting members for the coming term. This list is to be in accordance with the Bylaws. Submission may be by notice in an IEEE publication which goes to all voting members.

SEC. 2—The method for making nominations shall be specified in the Bylaws.

SEC. 3—Nomination by petition may be made by letter to the Board of Directors setting forth the name of the proposed candidate and the office for which the candidate is desired to be nominated, provided such letter is received at the general offices of the IEEE no later than twelve o'clock noon on the Friday prior to August fifteenth. Such petition shall be signed by at least one-third per cent of the total number of voting members as listed in the official membership records of the IEEE at the end of the previous year, but in no case shall the number be less than one hundred.

SEC. 4—On or before September first, the Board of Directors

shall submit to all voting members as of August fifteenth, a ballot listing all nominees to be voted upon by the voting members, in accordance with the Bylaws.

ARTICLE XIII MANAGEMENT

SEC. 1—The President shall be the principal Officer of the IEEE and shall preside at the annual Assembly, all meetings of the Board of Directors and at meetings of any other bodies as may be specified in the Bylaws, at which he may be present. He shall be an *ex-officio* member of every committee. He may visit groups of IEEE members as he is able and promote the objectives of the IEEE.

SEC. 2—A Vice President shall assume the duties of the President in the absence or incapacity of the President, as specified in the Bylaws. Duties of Vice Presidents and the order of priority regarding assumption of presidential duties shall be specified in the Bylaws.

In the event of the absence or incapacity of both the President and all of the Vice Presidents, the Board of Directors shall elect a chairman from its membership who shall perform the presidential duties during such absence or incapacity of the President and all of the Vice Presidents. The tenure of such temporary chairman shall be at the discretion of the Board of Directors provided, however, that said temporary chairman shall not serve longer than the unexpired term of the incumbent President.

SEC. 3—The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership and any other records required by law. Also, he shall be responsible for arrangements for all meetings of the Board of Directors, the annual Assembly and all other principal meetings of the IEEE.

SEC. 4—The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the IEEE and shall be responsible for the keeping of records thereof.

SEC. 5—The Editor, under the direction of the Board of Directors, shall have general supervision and conduct of IEEE publication policies.

SEC. 6—All funds received by the IEEE shall be deposited in a depository approved by the Board of Directors in an account requiring the signatures of at least two of the Corporate Officers for withdrawal, who shall be bonded. The Board of Directors shall designate those Corporate Officers authorized to execute such

withdrawals.

SEC. 7—The number of Directors required to constitute a quorum shall be stated in the Bylaws but shall not be less than one-third of the total number of Directors.

SEC. 8—The number of Delegates required to constitute a quorum at the annual Assembly shall be stated in the Bylaws but shall not be less than one-third of the total number of Delegates or if one-third be nine or more, not less than nine.

SEC. 9—The chairman of the Board of Directors shall have no vote on the Board unless the votes of the other Directors present are equally divided.

SEC. 10—The chairman of the annual Assembly shall have no vote on the Assembly unless the votes of the other Delegates present are equally divided.

SEC. 11—The fiscal year of IEEE shall be defined in the Bylaws.

ARTICLE XIV AMENDMENTS

SEC. 1—Amendments to this Constitution shall be made by ballot of the voting members. They may be proposed by the Board of Directors or by petition. A resolution adopted by vote of at least two-thirds of those present at a regularly constituted meeting of the Board of Directors is necessary to place a proposed amendment on the ballot. A petition must be signed by at least one-third per cent of the total number of voting members as listed in the official membership records of the IEEE at the end of the previous year, but in no case shall the number be less than one hundred. A copy of such proposed amendment or amendments, if lawful, shall be mailed with a ballot to each voting member at least sixty days before the date designated for counting the ballots. Balloting shall be in accordance with the Bylaws.

SEC. 2—A vote of at least two-thirds of all ballots cast, provided the total number of those voting is not less than twenty per cent of the total number of voting members, in favor of an amendment is necessary for adoption. Voting members shall be notified as soon as practicable by notice in a publication going to all voting members.

SEC. 3—Amendments to this Constitution shall take effect thirty days after adoption, but if by amendment Officers and Officers-Elect are changed in status or the number of Directors is reduced, each Officer and each Director shall continue to serve until his term expires.

EXHIBIT (B) TO AGREEMENT OF MERGER

PRINCIPLES OF CONSOLIDATION for the INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS*

(A Consolidation of the IRE and the AIEE)

PREAMBLE

To promote the aims and purposes of the AIEE and the IRE, to improve the quality of the technical and scientific functions performed by these societies, and to increase the benefits accruing to the general public from their operations, these membership organizations have undertaken studies directed towards consolidation into a single society. The general form and organization of this proposed consolidation are stated in the following "Principles of Consolidation."

- I. The 78-year old corporate entity of the AIEE will be retained and the corporate entity of IRE will be merged into AIEE, with a new name for the continuing society, the Institute of Electrical and Electronic Engineers.
- II. (a) The grades of IEEE membership shall be:
 - 1) Honorary Member
 - 2) Fellow
 - 3) Senior Member
 - 4) Member
 - 5) Associate
 - 6) Student.

(b) Qualifications, rights and privileges of membership to be as they are now for equivalent grades in our two societies. Present members of either Society to have the grade of membership in the IEEE equivalent to the highest grade of membership they hold in either of the present societies, *i.e.*, IRE Senior Members become Senior Members of the IEEE, IRE Members become Members of the IEEE, etc. AIEE Members become Senior Members of the IEEE, AIEE Associate Members become Members of the IEEE, etc.

(c) Years of service in either AIEE or IRE in any membership grade shall transfer as equivalent years of service in the IEEE.

(d) Since the IEEE will be a considerably larger

society than either the AIEE or the IRE, it ought, after a relatively limited period of time, to be able to perform the same functions now performed by both AIEE and IRE with at least as high a level of effectiveness as at present and since both IRE and AIEE have managed to remain financially sound with their present dues structures, the IEEE will establish a dues structure for each grade of membership based upon the lower of the two rates charged by either of the present societies for that grade of membership. In general, this means that the entrance fees for all membership grades shall be \$3.00 except that there shall be no entrance fee for the Student grade, and the annual dues shall be \$10.00 for the first three years of IEEE membership for members elected after January 1, 1963 in any grade other than Student, and \$15.00 for each succeeding year. The annual dues for Student grade shall be \$5.00.

- III. It is intended that the IEEE will include the following member groups:

- (a) Geographical
 - 1) Regions
 - 2) Districts
 - 3) Sections
 - 4) Professional Technical Group Chapters
 - 5) Student Branches
- (b) Fields of Interest
 - 1) Professional Technical Groups
 - 2) Technical Committees

- IV. (a) Since the scientific, literary and educational purposes of the IEEE are not limited by national boundaries, the IEEE shall be of international scope, or more specifically, a non-national organization. The IEEE shall have its principal offices in the State of New York from which it shall carry out its general administrative functions in accordance with the New York Membership Corporation Law. Its publications activities are to be principally

in the United States, as well as its largest membership meetings. Because the preponderance of the membership of the IEEE is in North America, North America initially shall be divided into seven regions. Areas not otherwise specified shall be designated Region 8. Each Region shall be represented on the Board of Directors of the IEEE by a Director. Provision shall be made for additional Regions as the growth of the Society may require. Each Region shall have a Regional Committee headed by the Regional Director as Chairman.

(b) Regions may upon their initiative and with the approval of the Executive Committee subdivide into two or more Districts. Where Districts exist, each shall have a District Committee headed by a District Chairman who shall be a voting member of the Regional Committee.

V. Every existing Section and Subsection of IRE or AIEE shall become in its entirety an equivalent Section or Subsection of the IEEE upon the merger. When, as a result, two Sections or Subsections exist in the same city or geographic area, the members of such Sections or Subsections shall have the following courses of action open to them:

(a) Sections may begin consolidation immediately upon the merger. Subsections may also begin immediate consolidation with concurrence of parent Sections.

(b) Sections may continue as separate entities until the date set for installation of new Section officers and committees and consolidate into a single Section at that time. If so, Subsections must follow the same procedure, or, with concurrence of parent Section, that in V(c) below.

(c) Although under most circumstances it will be to the advantage of the membership of these dual Sections or Subsections to proceed toward consolidation into a single unit promptly, there will be circumstances which may make it desirable for such dual Sections or Subsections to retain separate identities or to proceed toward consolidation more slowly. Such Sections or Subsections, where they so desire, may continue as dual Sections or Subsections with the provision, however, that each must then maintain a Voting Member on the other Section's or Subsection's Executive Committee.

(d) Each Section shall be responsible for conducting its activities (including responsibility for all funds in the Section's custody) within the Constitution and Bylaws of the IEEE and any other rules which may be externally imposed and by law affect the membership and activities of the IEEE, all as detailed in the Section Manual. On dissolution of any Section any remaining funds revert to the IEEE.

(e) One of the Standing Committees of the IEEE shall be the Sections Committee. Its Chairman shall be the Vice President of the IEEE elected by the membership.

VI. (a) A Professional Technical Group consists of a voluntary association of IEEE members (and non-members called "Affiliates") who are interested in seeing that their field or branch of scientific or technical endeavor is adequately covered by the IEEE's activities. While latitude is allowed as to a new Group's scope, the Group must be formed around some subject of mutual interest to its members. The subject may be broadly functional, such as science, engineering, management, education, industry, or manufacturing; or some narrowly restricted to some branch of research, design, materials, processes, measurement or production of components, assemblies, or systems; or the subject may fall in a "field of use" category, such as communication, electron optics, marine and aerial guidance, recording and reproduction, and so on. The Group system permits of the formation of the equivalent of a "society within a society" for those who feel that their specialized interests will thereby be more adequately cared for, and places in their hands the machinery, experience, and publication channels of IEEE, making unnecessary the formation of a separate society. The Group system also permits the development of IEEE as an integrated technical society with a wide variety of interests. The desirability of forming a Professional Technical Group might first arise from a new technical or scientific development and the initial steps of organization are then taken up by some enthusiastic individual. In ordinary course, he would talk the matter over or communicate with one or more colleagues and would consider the field of interest of the prospective Group which he has in mind in relation to those which have already been organized. Experience has shown that the problems of scope can be resolved at a meeting of this individual and his colleagues called to delineate the field of interest.

(b) Every present Professional Group of the IRE or Technical Group of the AIEE shall upon the establishment of the IEEE become a Professional Technical Group of the IEEE. Under the guidance of the Professional Technical Group Committee where such IEEE Professional Technical Groups call for overlapping areas of interest they may consolidate or otherwise redefine areas of interest to maximize service to their membership. The relatively large number of Professional Technical Groups likely to result in the immediate future (35 to 40) may, to provide better coordination among groups and more responsive services to their members, make it desirable for the Professional Tech-

nical Group Committee to organize a Professional Technical Group Executive Committee. The Chairman of the Professional Technical Group Committee would automatically become Chairman of the Professional Technical Group Executive Committee. Professional Technical Groups with similar interests would then be grouped into Divisions, each headed by a Sub-Chairman, and each a member of the Professional Technical Group Executive Committee. A few possible Divisions are: Communications; Power and Industry; Controls, Computers and Instrumentation; Energy and Materials; Education and Management.

(c) One of the Standing Committees of the IEEE shall be the Professional Technical Group Committee. Its Chairman shall be a Vice President of the Society and a member of both the Board of Directors and the Executive Committee of IEEE. The Professional Technical Group Committee shall coordinate the activities of all Professional Technical Groups.

(d) A Professional Technical Group Chapter may be established in a Section to function in the manner of a Committee of a Section.

(e) Such Professional Group Chapters of the IRE or Technical Group Chapters of the AIEE as exist at the time of establishment of the IEEE shall become Professional Technical Group Chapters of the IEEE.

(f) The complete Technical Operating Department committee structure of the AIEE and the complete Technical Committee structure of the IRE initially shall be continued in the IEEE. This entire structure taken over from both present societies shall fall under the cognizance of a standing committee of the IEEE to be known as the Technical Operating Committee of the IEEE. The Chairman of the Technical Operating Committee must be a member of the Board of Directors and of the Executive Committee (not a Regional Director).

- 1) Where parallel Professional Technical Groups of IEEE and Technical Committees of the previous AIEE structure exist, these groups and committees, together with the Technical Operating Committee and the Professional Technical Group Committee, may consider combining any or all functions.
- 2) Where a Professional Technical Group covering the appropriate technical area does not exist, the Professional Technical Group Committee of IEEE may take steps in collaboration with the Technical Operating Committee, and with the approval of the Executive Committee, to encourage and aid in the establishment of new Professional Technical Groups, or to work

with existing Professional Technical Groups to broaden their technical area of interest.

- 3) In general, it will be the responsibility of the Technical Operating Committee of the IEEE to coordinate the complete structure of Technical Committees inherited from AIEE and IRE, recommending to the Executive Committee of IEEE redefinition of scope and/or consolidation where appropriate.

- 4) The policy of the IEEE shall be that wherever possible, Professional Technical Groups shall replace the Technical Committees in all functions except standardization.

(g) The Standing Committees of IEEE shall be as follows:

Awards	International
Board of Examiners	Nominations and Appointments
Editorial Board	Professional Technical Groups
Education	Student Branches
Fellow	Sections
Finance	Technical Operating
History	Tellers

VII. All present AIEE or IRE Student Branches or Student Associate Branches whether existing singly or as joint AIEE/IRE Branches shall become Student Branches or Student Associate Branches of the IEEE. Wherever this results in two Branches, whether separate or joint in one geographical locality, the members may either (a) proceed toward immediate consolidation or (b) continue their separate or joint existence until their regular time for election of new officers and establishment of new committees at which time they shall consolidate into a single IEEE Branch.

VIII. The activities of all committees and subcommittees, intersociety representatives, etc., of each the IRE and AIEE active at the time of merger and not otherwise discussed in these Principles of Consolidation shall continue in existence as equivalent activities of the IEEE performing the duties previously assigned under the cognizance of the Executive Committee until specifically instructed by the Executive Committee on a change in their status or function.

IX. (a) Since Legal Counsel to both the AIEE and the IRE have established that under New York State Membership Corporation Law an annual Assembly composed of Delegates selected by the voting members is required, the IEEE shall have an annual Assembly consisting of 10 Delegates-at-large elected by the voting members and 7 Regional Delegates elected by the members residing in Regions

1 through 7 respectively, making a total of 17. The 10 Delegates-at-large shall comprise the President, the Senior Past President, the Junior Past President, the Vice President elected by the voting members, and 6 additional Delegates-at-large. All Delegates, whether Delegates-at-large or Regional, shall be elected Directors by virtue of their election as Delegates and shall serve terms as Directors concurrent with their terms as Delegates.

(b) The annual Assembly of the IEEE shall meet in January each year and elect one Director for Region 8 and 7 additional Directors for the required term of office of one year. Four of these Directors shall also be elected Corporate Officers, respectively designated as a Vice President (who shall become Chairman of the Professional Technical Groups Committee), the Secretary, the Treasurer, and the Editor.

X. The IEEE shall have as small a Board of Directors as practicable, meeting approximately four times each year and dealing in matters of policy and fundamental procedure. Initially, it shall consist of 10 Directors-at-large, comprised of a President having a term of office as Director of 3 years, the two surviving Past Presidents most recently retired from that office, a Vice President having a term of office as Director of one year, 6 Directors, 2 being elected each year for terms of office of 3 years, so that the terms of 2 of the 6 Directors shall expire each year, 8 Regional Directors having terms of office of 2 years with staggered terms, and additional Directors elected by the annual Assembly having terms of office of one year, making a total of 25.

XI. (a) The Board of Directors, consistent with its responsibilities to manage the corporation, shall appoint a small Executive Committee composed of Directors and Officers meeting approximately ten times per year and to which the Board may delegate particular responsibilities from time to time including the selection and supervision of the General Manager and his secretariat as well as the over-all management of the IEEE acting through the General Manager on a month-to-month basis.

(b) The Executive Committee shall be responsible for the study of and recommendation to the Board of Directors of policy and fundamental procedure, but shall not be a policy-making body which function shall be reserved to the Board of Directors. All actions of the Executive Committee shall be subject to the approval of the Board of Directors.

(c) It shall consist of 9 members comprising the President, the Vice President elected by the voting members, the Vice President elected by the annual Assembly, the Junior Past President, the Treasurer,

the Secretary, the Editor, and 2 other Directors.

XII. The detailed affairs of the IEEE shall be managed by a full-time paid secretariat headed by a General Manager selected and supervised by the Executive Committee. The secretariat shall be divided into departments corresponding to the departments of the IEEE each headed by an appropriately titled department head. The Executive Committee of the IEEE will require and allow the secretariat headed by the General Manager to manage the affairs of the Society within the framework of the policy and fundamental procedures established by the Board of Directors.

XIII. Each Director and Officer of the IRE, and each Director and Officer of the AIEE, will, if both boards and memberships vote favorably on merger, submit his resignation to his respective constituent corporation, each such resignation to become effective January 1, 1963, if the merger is then consummated.

XIV. (a) The IEEE shall, during the transition period of one year, and in any case for no longer than two years, continue to publish in substantially their present form *ELECTRICAL ENGINEERING* and the *PROCEEDINGS OF THE IRE*, except that both publications shall contain a common section on Institute news, abstracts, and other information of interest to the general membership.

(b) For the same period of time (which period will be set by the Board of Directors and is not to exceed two years), individuals who were members of the AIEE at the time of merger will receive only *ELECTRICAL ENGINEERING*, and similarly individuals who were members of the IRE at the time of merger will receive only the *PROCEEDINGS*. Members who belong to both societies at the time of merger, and new members of the IEEE, will receive one of these two publications of their choice. Any member may subscribe to the alternative publication.

(c) Immediately upon merger, an Editorial Committee will be appointed by the Board of Directors to undertake a comprehensive and intensive study of publication policy and procedures of the IEEE, with the objective of satisfying the needs for publications both of high technical quality, and of broad general interest. It is expected that this study will be completed within one year.

(d) The IEEE shall also publish periodicals produced by the various Professional Technical Groups named *TRANSACTIONS ON*, where specialized technical papers shall be published. In accordance with Principle VI(f), IEEE shall also publish periodicals sponsored by the Technical Committees taken over from the AIEE TOD, until such

functions have been fully absorbed by appropriate Professional Technical Groups.

(e) The IEEE shall publish a periodical containing both technical material and news items of interest to students.

(f) The IEEE may publish an Annual Directory containing lists of its members, lists of manufacturers, supplies and products.

(g) The IEEE may issue such other special publications as Convention and Conference Records, Cumulative Indexes, Standards, etc., when warranted.

XV. (a) There shall be held annually in New York City, probably in the early spring, a general meeting of the society in conjunction with a show to be designated as the IEEE International Convention and Electrical and Electronic Engineering Show.

(b) Another general meeting of the IEEE shall be held annually, probably during the month of June, in conjunction with one of the Regional meetings or special technical conferences. This general meeting shall primarily be devoted to organi-

zation matters of the Sections, Districts, Regions, and Standing Committees.

(c) Regional meetings shall be held on the approval of the Executive Committee for the presentation of technical papers.

(d) Special technical conferences shall be held with the approval of the Executive Committee. These conferences shall be for the presentation of technical papers on a particular phase of the Society's technical activities.

XVI. Under the direction of the IEEE Awards Committee, the honors and awards structure of both the AIEE and the IRE shall be preserved in the IEEE. During the transition year, where the cognizant committees of either the AIEE or the IRE have determined on the prospective recipients of honors and awards for either of the two individual societies and these recommendations have met the approval of the Board of Directors of the respective society, then the IEEE will honor such a recommendation and issue the honor or award to the designated recipient as an IEEE honor or award.

ENCLOSURE (C)

AIEE

BOARD OF DIRECTORS MEETING OF MARCH 8, 1962

IRE

Resolution of Merger

14-Man Committee

RESOLVED THAT if the respective Boards and memberships of the two constituent corporations vote favorably on merger, a 14-man committee, 7 men appointed by the President of AIEE and 7 by the President of IRE, and including all members of the present 8-man committee, will be formed. It will be the duty of this 14-man committee to select and with the approval of the respective Boards employ the General Manager, to act as a Nominating Committee for all new Directors and Officers of the IEEE, to appoint any additional Nominating Committees as it may desire to assist in the nominations required at all other levels, to prepare and recommend to the respective Boards for approval, the Bylaws, including the determination of geographical boundaries of Regions, Sections, and other units for the IEEE in accordance with the Constitution and Prin-

ciples of Consolidation approved by the two Boards of Directors and the two Memberships, and, generally, to prepare for and take all necessary steps to implement the merger of the constituent corporations on January 1, 1963. This committee will go out of existence on January 1, 1963. It shall be the responsibility of the General Manager to reconcile the differences between the practices and policies of the IRE and AIEE with respect to the full-time paid staff.

The Boards of IRE and AIEE shall retain full authority to operate their respective corporations until January 1, 1963, but shall arrange whatever measures are necessary to provide full cooperation with the 14-man committee and to allow the 14-man committee to carry out its assigned functions.

Letter from the President—V

March 1, 1962

Dear Section Chairman:

As reported to you in my letter of February 5, the Boards of Directors of both IRE and AIEE will meet separately in New York City on March 8 to consider the progress to date of our discussions on merging the two societies, and, quite possibly, to vote definitive Board action. The 8-man Joint Committee will meet on March 7 just prior to the Board meeting for a final look at the 1) Principles of Consolidation, 2) Constitution for the IEEE, and 3) a Merger Agreement. Should the two Boards vote on March 8 to proceed toward merger of the two societies, then undoubtedly the two Boards will simultaneously select a proposed date for submission of ballots to the members, with the earliest possible time for such a ballot to be mailed sometime during the month of April.

As my letter of February 5 also indicated, a Supplement to the March PROCEEDINGS will include Dr. Berkner's three letters of October 20, November 28, and December 28, to you, as well as my letter of February 5 and the Principles of Consolidation. We are sure that many Sections are continuing to program discussions of the Principles of Consolidation, some separately and some on a joint basis with AIEE Section counterparts. I believe this is a most worthwhile ac-

tivity, and I encourage each of you to discuss the Principles of Consolidation broadly in your Section meetings and in your publications. To aid in those discussions, I enclose a few recent letters on the general subject of the IRE/AIEE merger which may be helpful together with my replies to each. Some of these strongly favor the merger. The remainder ask questions which deserve serious consideration or are negative in tone.

Over all, I believe that the letters and my replies discuss most of the important issues which have been raised by the membership and therefore will be useful to you in your Section.

Your Regional Directors working under the leadership of Vice President Ted Hunter have been asked to contact each Section Chairman, either in person or by telephone before March 8, to bring you up to date on the progress of discussions thus far and to get your questions and comments. I reiterate my invitation for comments from you. Believe me, they will be appreciated.

Sincerely,

P. E. HAGGERTY
President

Note: If you wish to correspond personally with me about some aspect of the merger, your letter should be addressed to me at P. O. Box 5474, Dallas 22, Texas, with a copy to IRE Headquarters, New York.

Copies (at March 1)	IRE Board of Directors IRE Professional Group Chairmen Dr. George W. Bailey, Executive Secretary, IRE
(at March 12)	Sub-Section Chairmen IRE Professional Group Chapter Chairmen IRE Representatives
Enclosures (at March 1)	Letter from Dr. A. N. Goldsmith Letter from Mr. R. F. Shea Letter from President, Eta Kappa Nu Letter from Dr. Wm. L. Hughes Letters from Mr. Joseph Baer and Replies
Modified at March 12	Letters from Mr. Herbert Heller and Replies Letter from Mr. R. C. Hansen and Reply Recommendation of Los Angeles and San Francisco
Addition at March 12	Executive Committees on Consolidated dated March 1 and President Haggerty Summary of Meeting dated March 1 Letter from Mr. J. V. N. Granger and Reply
Addition at March 12	Letter from Mr. Gordon McCouch, Copy of Boston Section Reflector Editorial, "Merger Implications," and President P. E. Haggerty's comments thereon
Addition at March 12	Telegram dated March 8 from Mr. C. Frederick Wolcott and President Haggerty's reply dated March 12, 1962.

Letters and Replies

January 26, 1962

To: DR. GEORGE W. BAILEY

From: DR. A. N. GOLDSMITH

Subject: General Philosophy of an IRE-AIEE Merger

In the early stages of its existence, a scientific or engineering society can cover all the basic principles and major practical applications in its relatively limited field. At the inception of such a society, its fields of activity are so restricted that they may be regarded as nonoverlapping areas.

As time goes on, the scope of every society inevitably broadens. The areas which it covers grow rapidly. And, before long, similar areas of one society begin to overlap those of another society. Further, entirely new areas come into being and demand special attention and adequate coverage to satisfy workers in those areas.

As a matter of normal evolution, at least two processes must then be accepted. One of these involves the establishment within a society of persons, or groups, devoted to new and thus appropriately covered fields which have expanded to the point of supporting what is in essence a sub-society. These semiautonomous specialized sub-societies, which are called for example "Professional Groups," enable the main society adequately to serve all its members even in a rapidly expanding and diversifying field.

But sometimes two or more major societies will then find that their expanded and modifying fields overlap to a disconcerting and unhelpful extent. This leads to the duplication of valuable effort and to the wastage of scarce manpower and funds. Publications and meetings then tend to overlap and to duplicate each other. Neither the time nor the funds of the membership are thus conserved. And, in these days of ever-rising prices of labor and materials, the societies themselves come under great financial strain and even distress. They face the unpalatable prospect of reducing service to their members or raising dues or both.

The only and logical solution is a merger between such overlapping societies, providing that the merger positively preserves the best characteristics and retains the major benefits and accomplishments of each of the merged societies. Under such favorable conditions, the merged societies must find that there is great truth in the ancient aphorism: "In Union There Is Strength."

A well-planned merger expands somewhat the scope of each component society. It preserves the dignity and

the standing of each society. It does not lose the worthwhile traditions of each society. It offers more to the membership through its strength, greater scope, enlarged resources, greater service to the membership, the avoidance of wasted time, effort, and funds, and the elimination of corrosive and unprofitable rivalries.

Manifestly, a successful merger calls for a display of genuine statesmanship by all concerned. Purely emotional partisan or political aspects have little place in the plans for a merged society.

The guiding criterion throughout the planning is embodied in the question: "Will the proposal be of benefit to humanity, to science and engineering, to the merged societies and to the entire membership?"

This is the question each member of IRE or AIEE should ask himself in a calm, judicial, professional and analytic spirit. If he then sees the benefit of marshalling these two great Institutes into a new and more usefully contributing entity, he should unreservedly support the proposed merger. This decision, of course, is for the enlightened membership to make. For both Institutes belong to their members, and, it may be added, to humanity, to science, and to engineering.

February 6, 1962

Dr. P. E. Haggerty

President, Institute of Radio Engineers, Inc.
1 East 79th Street,
New York 21, New York

Dear Dr. Haggerty:

Thank you very much for sending me the copy of the "Principles of Consolidation." This is a truly impressive work and I am frankly amazed at the accomplishments of the group of dedicated men who accomplished this task in such short time. When I think of how the engineering profession has been striving for "unity" for over a decade, this union of two great societies in such short time is even more impressive. I think it can be truly said that the memberships of both IRE and AIEE owe a sincere debt of gratitude to all those who worked on this project.

Again my own most sincere thanks for a job "well done"! I look forward to soon being an enthusiastic member of the IEEE!

R. F. SHEA, Editor—TRANSACTIONS
Knolls Atomic Power Laboratory
P. O. Box 1072
Schenectady, N. Y.

February 5, 1962

Mr. Patrick E. Haggerty, President
Institute of Radio Engineers
13500 North Central Expressway
Dallas 9, Texas

Mr. Warren H. Chase, President
American Institute of Electrical Engineers
750 Huron Road
Cleveland 15, Ohio

Gentlemen:

At our recent Board of Directors' meeting, we discussed the proposed merger of your two organizations. While we cannot speak for the entire membership of Eta Kappa Nu, it was our unanimous opinion that the proposal is sound, highly desirable, and would be of great benefit to the Electrical Engineering profession as well as the members of the new organization. In addition, we collectively and individually are willing to help out to whatever extent we can to insure a successful merger.

As you know from previous correspondence, we are anxious to work with you in determining a substantial and formal organizational relationship between Eta Kappa Nu and the new society and are looking forward to hearing further from you as your merger plans proceed.

Sincerely yours,
JOHN H. CRAIG
President Eta Kappa Nu Association
Ohio Bell Telephone Co.
750 Huron Road
Cleveland, Ohio

Note from P. E. Haggerty: The following is a letter which Dr. Hughes proposes to send if the Boards of IRE and AIEE vote to submit the matter of merger to the members.

To: Electrical Engineering Chairmen and Heads
Gentlemen:

We are undertaking in the State of Oklahoma a small project which might be of interest to you. It is our hope that you will wish to do the same thing in your state. At least, we strongly urge you to do so. You will recall that some time ago the IRE and AIEE Headquarters indicated that the boards of directors of the two organizations had voted to merge, subject to the approval of the membership. We have decided in the State of Oklahoma to issue a mailing to all of the membership from the Schools of Electrical Engineering in the state. This letter urges each member to vote for the merger. We plan to mail this letter a few days before the ballots from the national headquarters come out.

All of us have experienced the difficulties of explaining the two competitive organizations to our students. This was partially alleviated by the establishment of joint student branches over ten years ago. Unquestionably,

the joint student branch activity has been a major influence in this merger.

If you believe you should do so and if you believe in this merger, may we strongly urge you to work through your state sections in both organizations to get out the vote for this plan when the ballots come around.

A copy of the letter we are circulating is enclosed. You may use any or all of it over your signature in you wish.

Very truly yours,
WM. L. HUGHES
Head

School of Electrical Engineering
Oklahoma State University
Stillwater, Okla.

January 22, 1962

Mr. Ferdinand Hamburger, Jr., Chairman
IRE Editorial Board
The Institute of Radio Engineers, Inc.
1 East 79th Street
New York 21, N. Y.

Dear Mr. Hamburger:

There has been much discussion—although nowhere near enough—about the proposed merger of the IRE and the AIEE. It is in the nature of the beast that, the IRE Board of Directors feeling that the merger is desirable, it should avail itself of the PROCEEDINGS to further this objective. Even now the IRE is enough of a colossus to make it difficult for the dissenters to be heard with an equally strong voice.

I take it for granted that the Board of Directors has every intention that its ultimate actions shall reflect the desires of the membership at large, and that it wishes that both the pros and cons of the proposed step be fully explored before the final steps are taken. In this spirit I would urge you to consider the early publication in the PROCEEDINGS of this letter, and request that, rather than relegate it to the Correspondence section, you make provisions to have it appear in the editorial section.

In the January PROCEEDINGS you have observed: "If we, as engineers, cannot design a single institute to best meet the needs of our profession, who can?"

Permit me to comment that this is no more meaningful than it would be to say: "If we, as Americans, cannot design a single party to best meet the needs of our political objectives . . ." or "If we, as human beings, cannot design a single faith to best meet the needs of our spirit. . . ."

It has to be demonstrated, first of all, that a single institute is, in itself, preferable to two. I strongly believe that this is not the case.

As engineers, we strive for excellence. It has been suggested that the proposed merger would create a super-excellent super-institute. It might similarly be argued that if Soviet Russia ever achieves complete world domination, its government will then undoubt-

edly be the most excellent one. True. It will also be the worst.

Excellence is a state of comparison. It arises out of fierce competition. Without comparison and competition there can only be mediocrity.

We are fortunate that there are at present, side by side, two healthy engineering associations which, while their origins and initial objectives were somewhat different, have many overlapping interests. It has created some healthy stimuli and a good deal of cross-fertilization. But, in the final analysis, the AIEE is somewhat more power-transmission oriented, and we lean more toward that field once upon a time adequately described by the word "radio." The respective publications and papers clearly indicate this difference.

It has been suggested that accommodating this situation in the proposed super-institute merely requires an expansion of the already existing Professional Group system. It is a debatable point whether this system has not already been carried too far. I am under the impression that, if a detailed poll of the membership were taken, a significant number would state that (1) they feel fortunate if they find three papers annually in the PROCEEDINGS which both interest them and can be understood by them; (2) the useful meat in the PROCEEDINGS is hidden in the Correspondence section, and (3) the engineer—as opposed to the scientist—finds it necessary to belong to several Professional Groups and study their Transactions in order to obtain that benefit from his IRE membership which he has been led to expect. It may be too late to correct this situation; but it may be desirable to halt the trend, at least.

It seems to me that we have, somewhere, gone off the rails. The final clause of Section 2, Article I, of our Constitution spells out the means for achieving the Institute's objectives: "the holding of meetings for the reading and discussion of professional papers and the publication of papers, discussions, communications . . ."—What fraction of PROCEEDINGS papers, as opposed to TRANSACTIONS papers, is read and discussed in public meeting? How much further away from this form of live communication will we get by merging?

As I see it, the merger will create the analog of what, in financial circles, is known as a Holding Company. The history of big business indicates that the most efficient way to run such an organization is to give the subsidiaries the greatest possible degree of autonomy. Since, in our case, the accretion of corporate wealth is not the objective, why merge?

Perhaps we have already grown too big, and this is the evolutionary step necessary to return to smaller, workable units. If that is the case, I welcome the merger. But if it is merely the first manifestation of processes described by Prof. C. Northcote Parkinson, we should try to wake up before it is too late.

Surely electronics engineers, many of whom daily fight the battle for miniaturization and microminiaturization,

are not falling prey to the myth "the bigger, the better"?

Sincerely yours,
JOSEPH BAER
114A Delsea Drive
Westville, N. J.

January 31, 1962

Dear Mr. Baer:

Thank you for your letter of January 22 commenting on the proposed consolidation of IRE and AIEE.

It has been the long standing policy of the IRE not to publish in the PROCEEDINGS any comments expressing either approval or disapproval of the actions or policy of IRE bodies except as specifically requested by the Board of Directors. Under the circumstances, we shall therefore be unable to publish the letter you kindly submitted.

It is recognized that it is important that the subject of consolidation be discussed as widely as possible among the membership. Toward this end, President Berkner has asked every IRE Section to hold a special open meeting on this topic and to report the results of the discussions to him. In addition, an open meeting is planned for the morning of March 26 at the opening of the IRE International Convention in New York.

Thank you again for your courtesy and interest.

Sincerely yours,
E. K. GANNETT
Managing Editor IRE

February 3, 1962

Mr. Lloyd V. Berkner, President IRE
The Institute of Radio Engineers, Inc.
1 East 79th Street
New York 21, N. Y.

Dear Mr. Berkner:

Enclosed are copies of my recent letter to Mr. Hamburger, and the reply received from Mr. Gannett, for your information.

I must confess to being deeply shocked by Mr. Gannett's second paragraph. Granted that utter confusion would reign if the editorial pages of the PROCEEDINGS were open to all comments, this does not seem to have any bearing on the point at issue.

The Board of Directors of the IRE has decided to proceed with what to some of us seems to be undue haste toward a merger between the IRE and the AIEE. You, Mr. Berkner, and others (like Mr. Hamburger) have repeatedly used the editorial pages of the PROCEEDINGS in order to persuade the membership that this merger is in its interest.

I venture to suggest that you are not neutral in this issue.

If the policy of the IRE (not merely that of the Editorial Board) is indeed, as indicated by Mr. Gannett, to

squench all attempts to give equal exposure to some of the cons in this issue as has been given to some of the pros (equal weight obviously cannot be obtained, since the weight of the President and Board will, by definition, always exceed that of any other group of members!) then, regardless of the purity of its motives and other actions, it may become difficult for this Board to evade the accusation that it railroaded the membership into a merger.

By no stretch of the imagination can the local meetings suggested by you be held the equivalent of exposure in the editorial pages of the PROCEEDINGS; nor can the proposed March 26th meeting take that place.

Mr. Gannett indicates that the Board of Directors has the power to comply with the request for publication as stated in the second paragraph of my letter to Mr. Hamburger. May I urge you to direct the Editor of the PROCEEDINGS accordingly? I cannot conceive of any other way to assure that, once the merger has taken place, no accusing fingers can be pointed at those who engineered it, with the suggestion that democratic processes were ignored.

Sincerely yours,
JOSEPH BAER

February 20, 1962

Dear Mr. Baer:

Your letter of February 3 to Dr. Berkner has been forwarded to me since Dr. Berkner is in the happy state of being immediate Past President of the IRE.

So that you may be completely up to date on the progress of discussions about consolidation, I am enclosing a copy of my letter of February 5 to all IRE Section Chairmen. Note particularly the attachment to that letter entitled Principles of Consolidation since these contain fundamentally all of the conclusions reached and recommendations made thus far by the 8-man Joint Committee and the Boards of the two Societies.

As my letter indicates, a supplement to the March PROCEEDINGS will contain Dr. Berkner's three letters to the Section Chairman of October 20, November 28 and December 28, plus my letter of February 5, together with these Principles of Consolidation. The Boards of the two Societies meet March 8 and 9 to consider a proposed constitution for the IEEE, a merger agreement, and the latest draft of the Principles of Consolidation. After such consideration if the two Boards should decide favorably on consolidation and recommended submission of the issue to our memberships, then I intend to recommend to our Board that another supplement be published with the April issue of the PROCEEDINGS to include a sufficiently large sample of the letters from our membership to be representative of the volume of correspondence received as a result of President Berkner's and my requests for Section discussions and invitations for comments from the membership. I believe it is fair

to say that this correspondence is overwhelmingly favorable to the idea of consolidation, but there are several well stated letters expressing negative opinions, and it would be my desire to include these in the April PROCEEDINGS supplement if the Board approves such a supplement. Your letter is one of those I would like to include.

Now, I should like to comment on some of the points in your letter.

The question that competition between AIEE and IRE possibly contributes to the vitality of each is one to which at least some consideration has been given both by the 8-man Joint Committee and the IRE Board. My best personal answer is that throughout my service on the IRE Board and Executive Committee I can remember no decision on policy or procedure by either the Board or the Executive Committee which resulted in any way from competition with AIEE. On the other hand, I can remember innumerable hours of discussions of the need for improved coordination and cooperation with AIEE to avoid duplication and waste. The hours the Board and Executive Committee have spent were multiplied many times by Joint Committees arranging joint meetings, technical seminars and working together in such areas as standards. Further, this overlap is increasing and ten years from now we will have to spend much more time than we now do to avoid waste and duplication. At the student level the problems presented by two overlapping professional societies, such as IRE and AIEE, have been approached in most cases by joint chapters of IRE and AIEE, as you know. There has always been a good representation of university professors on the IRE Board and most of them have considered competition for student membership undesirable and that such competition is in conflict with the most desirable student orientation to technology. Correspondence from IRE members in universities has been heavily in favor of consolidation.

Personally, I believe that most of the problems you comment on, and they are very real ones, result not from the size of IRE but the size of our profession and the proliferation of knowledge which has required and created the large number of specialities in which so many of our members engage. The professional group system was created to satisfy the very real needs of groups of specialists for more forums and more publication space. It is not a perfect solution, but it does seem to be superior to anything any of the other technical societies seem to have developed. Since we are an institute of engineers, our accomplishments must certainly be measured in terms of the products and services we bring into being to satisfy the needs of the larger society of which we are all a part. But this almost certainly requires that the increasing number of technical specialists be tied together by technical generalists. Both these generalists and the specialists need the interdisciplinary hooks provided by a strong technical

society. I think the IEEE would provide a stronger unifying force than can the IRE and the AIEE separately. I do think that IRE is a fine professional society as is. Perhaps it is even the best. Nevertheless, the IRE could be a far better society. It does seem to me that it has improved each year during which I have been acquainted with its over-all activities at the national level. Certainly every Board of which I have had any knowledge or any Past President I have known has striven mightily to make it a better society. The Board this year will be no exception, and I will do my best to leave IRE stronger at the end of the year than it is now. Still, the progress is relatively slow, perhaps inevitably so in a volunteer organization. Should a consolidation of IRE and AIEE take place, on the basis of what I now know I think the results would be a stronger over-all society but there would still be enormous room for improvement. Consolidation would only help in solving some of our tasks.

There are no certainties in a decision like this one, of course, but if consolidation can proceed on the basis of the agreements presently reached in preliminary form I am in favor of it. Nevertheless, I do appreciate the opinions expressed in your letter and if the supplement to the April PROCEEDINGS is published, I would like to include it there.

Sincerely,
P. E. HAGGERTY

Note the following letter and the reply to it have been modified slightly by mutual agreement to make the correspondence more useful to the membership.

January 29, 1962

Dr. Pat E. Haggerty, Pres.
Institute of Radio Engineers
New York 21, N. Y.

Dear Dr. Haggerty,

Since meeting you and Mr. Pratt on January 11, I have had the opportunity to talk to several section officers around the country. These conversations spotlighted five major areas of concern:

- 1) the missile-age timetable,
 - 2) the lack of opportunity to publish our views,
 - 3) the committees' preoccupation with national as opposed to local problems,
 - 4) the financial aspects of the merger, and
 - 5) the legal aspects.
- 1) Consolidation has been discussed off and on for 39 years, and the present merger move has been under active consideration for about one year. IRE officers, like yourself, have been exposed to all the details and problems for most of this latter period, while the local members will have no more than the few weeks between PUBLICATION OF THE PROPOSALS and the ARRIVAL OF THE BALLOT BLANK. There is generally a four week lead-time between copy deadline

and publication of local section news, making an intelligent discussion of the proposed constitution and its consequences quite difficult.

Nationwide apprehension over the undue haste raises the question whether there is fear that the membership would defeat the proposals if given time to think of alternate solutions and that, to insure success, criticism must be allowed little time to develop and the merger-express be given enormous momentum to carry it across the finish line before the passengers realize their destination.

If the proposals are good in the spring, they will be just as good in the fall. An additional six months discussion period will give the membership a chance to decide intelligently instead of being stampeded into a little understood situation.

2) The decision by the board of elected directors was unanimous, all the ensuing actions by the committees and elected officers have been directed toward merger and yet everyone is aware of opposition among the membership. How are their rights to be heard going to be respected?

You at headquarters hold the pursestrings and operate the machinery of communication with every one of us. So far we have seen strongly onesided letters only and no space has been offered us in the conventional IRE channels. Some of the more disconcerted members plan to use electronic newspapers and magazines, which I believe is not the correct approach, except in an emergency. Since our dues pay for the communications channels, I would like to ask for space—equally as prominent as that contemplated for the four letters you plan to publish in a folder around April first—to present our views at the same time.

3) In the November '61 issue of the Cleveland Section News (p. 6) we published a few words on advantages of IRE membership that greatly pleased then-president Berkner. The article pointed out that to the individual engineer IRE meant more than a N. Y. publishing house. It meant comradeship, first aid in case of equipment or information needs and a fertile ground for idea cross-pollination.

Talking to national and regional officers, we are left with the impression that they are so far removed from that grass-roots level that they have lost feeling, comprehension and patience for its problems. Why, one of the most amazing accomplishments of the merger committee, you told us, was to have AIEE consent to reduce their board from 36 to 25 members!! I am sure that this took a great deal of statesmanship, but none of us (including our chairman) knew how many directors were on the IRE board and cared even less. All we knew was that they seemed to be doing an excellent job.

The incident did, however, alert us to the fact that local problems certain to be created by the merger—such as being outnumbered 2½ to 1—were stepchildren up there in the clouds. The catch phrase "For the Good of the Profession" seems to overlook the fact that the

profession is built upon thousands of individual engineers in intimate contact with only a score or so of colleagues at a time.

4) A good percentage of IRE's income is from advertisers. Since practically none of those buy space in ELECTRICAL ENGINEERING (including Texas Instruments), they would be asked to pay for 70,000 additional ad copies they did not want. Likewise, AIEE advertisers (mostly heavy power gear and services) do not address themselves to us, who would never become customers, and are now faced with buying 95,000 ads THEY don't want. It seems obvious that much advertising revenue will be lost to controlled circulation trade magazines, where the manufacturer will find his customers only. This loss, in addition to the \$3.00 dues reduction per AIEE member, would make the difference between operation in the black or in the red. We should appreciate clarification of this point.

5) Finally, the legal aspects of the proposed move are not clear and rumors to the effect that we shall seek relief from the courts on quorum requirements are being circulated. Factual answers to the following questions would be helpful:

- a) whether the merger is an amendment to the constitution or a separate problem,
- b) what is the applicable vote requirement for undisputed passage of the merger proposals,
- c) whether we would seek relief from the court if the requirements were impossible to fulfill, and
- d) which particular court has jurisdiction over our merger.

I should be much obliged to you for your kind reply to the above points of concern. You are assured of being quoted accurately.

Very truly yours,
HERBERT H. HELLER
Contributing Editor
Cleveland IRE Section News
1769 Middlehurst
Cleveland Heights, Ohio

Note: As indicated on Mr. Heller's letter of January 29, both his letter and this reply have been modified slightly by mutual agreement to make the correspondence up to date and into conformity with facts. In addition, Mr. Heller's annotations made March 6, after receipt of my reply, have been added to this letter.

February 20, 1962

Dear Mr. Heller:

In my letter of February 10, I promised a more detailed reply to the questions raised in your letter of January 29. I have grouped my comments, below, under the same five areas of concern listed in your letter.

1) *The Missile-Age Timetable*

First of all, it is not a "missile-age timetable." The discussions which culminated in the votes of the two Boards of Directors last October began in 1961, and the background and actions of the Boards were reported immediately to all Section Chairmen by President Berkner in his letter of October 20. Subsequent developments were reported promptly to all Section Chairmen in President Berkner's two letters of November 28 and December 28, followed by my letter of February 5, which included a detailed draft of the preliminary Principles of Consolidation as agreed to by the 8-man Joint Committee and reviewed by each member of the two Boards of Directors. President Berkner's three letters were published in the December, January, and February issues of the PROCEEDINGS, respectively. My letter of February 5, including the draft of the preliminary Principles of Consolidation, and President Berkner's three letters are, in addition, being printed in a supplement to the March issue of the PROCEEDINGS which will be mailed to every member. The two Boards of Directors are scheduled to meet March 8 and 9 to give serious consideration to a tentative Constitution, a merger agreement and tentative Principles of Consolidation. Should both Boards after such consideration vote favorably on consolidation, and only if both Boards should so vote, ballots will be mailed to the members of the two Societies around April 1, and a full 60 days will be allowed before the ballots must be returned and tallied. This total period of time can hardly be described as a few weeks.

Mr. Heller's Annotation:

None of the above is of any value to the members who have not yet received (3/6/62) the draft to Section Chairmen, and, therefore, does not constitute an answer to my first point. Proof of this: Most of the negative correspondence postdates mailing of the draft and comes from members who have seen it. A poll of members not so favored shows that they are awaiting receipt of the principles to form an opinion. The few weeks between arrival of the draft at the members' home and the mailing of the ballot constitute "missile-age timetable," especially where such a grave issue is concerned. Members cannot be polled to suggest alternative solutions or even to get a feeling as to their reaction. The 60-day return period also is deceptive since most ballots will be returned early or not at all.

My apprehension over the undue haste is shared by nearly all authors of letters not supporting HQ tactics, as well as by most members polled by me.

P. E. Haggerty's Notation:

Per Board decision of March 9, the ballots will be mailed to the membership May 5 and the returned ballots will be formally counted at a meeting of the IRE Assembly not less than 60 days later.

Basic to the recommendations of the 8-man Joint Committee and the deliberation of the two Boards and the tentative schedule as presented are:

(a) The two Boards will consider and approve, if they so desire, a Merger Agreement, a Constitution and Principles of Consolidation. These same three documents will be submitted to the memberships for their approval. They will contain all the necessary fundamentals of consolidation and should be ample for the two memberships to determine whether or not they want consolidation.

(b) Should the memberships choose consolidation, there would then be an infinite number of additional details worked out prior to the time of actual merger. One of the tentative principles of consolidation is that a 14-man Joint Committee will be given the task of working out as many of these details as possible including the preparation of a set of Bylaws for the approval of the Board of the merged society. There is simply no point, however, in proceeding with the enormous amount of work required unless the individual members desire and vote for consolidation. If the ballots are counted in June, this 14-man committee will have a total of six months to prepare for the actual merger on January, 1 1963.

(c) Unless it is possible for the memberships to decide for or against consolidation not later than June, beginning July 1 it will be necessary for IRE to proceed with the nomination and election of its Directors and Officers, committee structures, etc., for the year 1963. This in itself is a sufficient reason to try seriously for a decision prior to July 1, 1962.

(d) However diligent the efforts of the 8-man Joint Committee, the two Boards and the 14-man Joint Committee which will be set up if the memberships vote for consolidation, not everything necessary to accomplish a smooth transition will have been accomplished. Nor need it be, because the merged society will have a new Board of Directors and Executive Committee plus a strong secretariat charged by the members of the merged society with the responsibility for its subsequent management. I think it quite fair to assume that this Board will be as dedicated and as competent to meet the problems of 1963 and subsequent years as have been the Boards of IRE and AIEE.

2) *The Lack of Opportunity to Publish Our Views*

In Past President Berkner's letter of October 20, 1961, to all Section Chairmen reporting on the action of the Boards of the two Societies concerning possible consolidation and published in the December issue of the PROCEEDINGS, he requested that the whole matter be discussed in the next Section meetings and that the views thus developed be transmitted to him. In Dr. Berkner's letter of November 28 and December 28, published in the January and February issues of the PROCEEDINGS, respectively, he again requested that the Section Chairman keep the membership fully informed and invited comments from the Sections. In reply to these letters plus some response to my letter of February 5, a large number of communications, both written and verbal, have been received by Dr. Berkner, by the IRE members of the Joint Committee, by your Directors and by me. In addition, a large proportion of the

Section publications have treated the consolidation, some as a simple reporting of the letters from Dr. Berkner, others including discussions either favoring consolidation or raising questions on its desirability. A preponderance of the views expressed have been overwhelmingly favorable. Many members raised questions or made suggestions about the mechanisms of consolidation. Most of these have been answered individually and many of these suggestions are incorporated in the Principles of Consolidation. Nevertheless, there are several well stated letters which express opposition to consolidation or discuss aspects which appear negative to the writer. I intend to recommend to our Board of Directors during our meeting of March 8 that if the Board votes favorably on consolidation a second Supplement to the PROCEEDINGS including a number of these communications from our members be published along with the April issue. Enough letters would be selected to present a good summary of the many communications received, including those presenting negative views.

Mr. Heller's Annotation:

The earliest date for discussion of Dr. Berkner's letter was at our December 7 meeting and in our December Section News, one week AFTER the deadline for comments set by Dr. Berkner. Even then, our Chairman requested that only suggestions FOR smooth consolidation be discussed, not the basic question of pro or con merger, as lacking details would prevent arriving at unemotional conclusions. The 90 per cent who do not attend meetings and rarely read the PROCEEDINGS don't even know what the shouting is all about.

On January 31, during the Winter General Meeting of the AIEE in New York City, one of their principal evening sessions was turned over to the Joint Committee for a panel discussion of the proposed consolidation. There was much discussion, many questions asked and answered. At the close of the meeting each individual present was asked to cast a ballot in a straw vote expressing himself as favoring or opposing consolidation. The vote was 268 in favor, 10 negative and 14 uncertain. I believe you will agree that this represents an overwhelming expression in favor of consolidation by the AIEE members present.

Mr. Heller's Annotation:

Please add that AIEE, retaining their corporate structure, reducing dues by 16.7 per cent and raising the prestige of their grades has much to gain!

A similar panel discussion will be held from 10:30 A.M. to 12:30 P.M. in the Grand Ballroom of the Waldorf Astoria on Monday, March 26, during the annual Convention of the IRE in New York City. I hope that every IRE member who finds it possible will attend the Convention and particularly this meeting. Since a large portion of the meeting will be devoted to questions and answers, the pros and cons should be fully discussed. It is presently planned that the information developed in

this panel discussion over and beyond that already sent to the members will be excerpted and transmitted to our membership.

A number of Sections have already been visited by your national Officers or Directors and the possible merger of IRE and AIEE discussed either in Section meetings or with Section Executive Committees. In the event that the Boards do vote favorably in their early March meetings, every Section Chairman will be contacted either in person or by telephone by one of the national Officers or Directors to ensure that every effort be made to answer questions remaining at the Section level. A number of personal Section visits by your Officers and Directors are additionally planned.

Finally, of course, each voting member will have the right and the opportunity to express himself for or against the merger of the two Societies, through his ballot.

P. E. Haggerty's Insert, Paragraph 3:

Not less than one-third of our membership must vote for and a two-thirds majority of those voting must approve the merger for it to take place.

3) The Committee's Preoccupation with National as Opposed to Local Problems

If you could have had the privilege of serving on the 8-man Joint Committee or on the IRE Board or Executive Committee you would have no doubts about our concern for the individual IRE member. It would seem to me that the volume of correspondence already sent to the Sections and to the membership and that planned as outlined in the preceding paragraphs is almost sufficient proof in itself of that concern. Of even greater importance are the number of items in the Principles of Consolidation expressly concerned with areas of especial interest to the local groups or individual members. In fact, as I look through Draft #2 of the Principles of Consolidation sent to all Section Chairmen along with my letter of February 5, I find most of the words devoted to areas of primary interest either to the individual member, the Section or the Professional Group rather than to strictly national or international affairs. Since the IRE member will hold the same grade of membership in the IEEE, will pay the same dues, will receive two monthly publications instead of one, will continue to have the same Professional Group Chapter memberships, and will have the privilege of deciding in concert with his fellow Section members when his local Section will consolidate with the local AIEE Section, if there is one, your comment about our lack of concern for local affairs does not strike me as well founded.

Mr. Heller's Annotation:

To be absorbed by an AIEE section 2½ times as large, running their affairs in a way alien to ours, is of very real local concern. Our section officers have said that, in case of merger, our local IRE, to which we have devoted years of conscientious effort, will cease to exist as we know and

like it. Whether this is important to the merger smiths is, of course, another question.

Nevertheless, both IRE and AIEE are very large organizations with international memberships, and it is not only proper but necessary for the Joint Committee and the two Boards to put much attention on the mechanisms of organization at the top management level if we are to insure that the sheer size of the resulting merged organization not impair the flexibility and viability of the IEEE and thus in fact reduce the level of service due the local organizations and individual members for the benefit of whom the IEEE will exist. It was in this context that I intended my discussions with your Cleveland Section Executive Committee about the size of the Board of Directors planned for the IEEE to be taken. You will probably recall I discussed the Board, the Executive Committee and the Secretariat rather than just the Board in my discussions with your group in Cleveland. And, in fact, I thought then, and still believe, that the provisions in the Principles of Consolidation calling for (1) as small a Board of Directors as practicable meeting approximately 4 times each year and dealing in matters of policy and fundamental procedure only, (2) the appointment by the Board of a small Executive Committee of nine members meeting approximately ten times per year responsible for the month-to-month management of the IEEE subject to the approval of the Board of Directors and acting through the General Manager, and (3) a strong, full-time paid secretariat headed by a General Manager who will be *required and allowed* to manage the affairs of the society within the framework of the policy and fundamental procedures established by the Board to be among the most vital of the provisions agreed to, to insure the ability of the IEEE to meet the needs of its individual members through the transition period and in future years. This being so, while it is perfectly true that these may not seem to be points about which an individual member cares very much, it is of exceeding importance that the Joint Committee and your Board of Directors do care very much indeed that these principles be adopted for the IEEE.

4) The Financial Aspects of the Merger

Preliminary analyses of the probable income and expenses for the IEEE suggest that in the first year of operations expenses are quite likely to exceed income by a moderate amount, perhaps as much as several hundred thousand dollars. This is occasioned by the existence of advertising contracts in both Societies which will extend through most, if not all, of the first year of operations; the loss of the income occasioned by the approximately 6000 members who presently belong to both societies; and the reduction in the over-all dues schedule to the IRE level. In the second year, the IEEE should have operating results running from modestly in the red to break-even. It is felt that in succeeding years the economies which should inevitably

result from operating a consolidated Headquarters staff together with the increased advertising revenue available as a result of the larger circulation of two publications should be ample to keep the IEEE in the black and solvent. Dr. George Bailey, our Executive Secretary, is in agreement with these conclusions. Further, and without recourse to the detailed figures, it does not seem unreasonable to assume that if IRE with 96,000 members can operate on its present dues structure and remain strong financially, the IEEE with 150,000 members, the same dues structure and equally effective operations, should be able to do at least as well.

Mr. Heller's Annotation:

Another IRE member who works for a company advertising in both journals with whom I have had discussions reiterates: "I doubt that all present advertisers in IRE and AIEE will stay with IEEE. Many will be lost to controlled circulation magazines. I submit that little, if any, increased advertising revenue will be available and dues will have to be raised. AIEE could not have stayed solvent with a 16.7 per cent dues reduction!"

5) *Legal Aspects*

Our legal counsel has given us their opinion that for a favorable vote on consolidation at least one-third of the membership must vote and that two-thirds of those voting must cast their ballots in favor of consolidation. This will comply with the requirements of New York State for membership corporations, and since we intend to comply with the requirement Points (5c) and (5d) on page 3 of your letter are not applicable. Your national officers and directors hope that a considerably larger proportion of our membership than one-third will vote.

May I close by quoting from the postscript to my letter of February 5 to all Section Chairmen:

I wish it were possible for each of you to have the privilege of serving as a member of the Joint Committee for Consolidation. Not only has the assignment been indescribably time-consuming for each of the seven members with whom I serve, but the contribution of each of them has been magnificent, selfless, and has consistently manifested a high level of statesmanship motivated by a deep concern for evolving a new society better able to serve each individual member of our profession. Any limitations you discern to date in our work derive not from undue zeal for either the IRE or the AIEE as they now exist, but from our inability to present and express properly our desire that the new society (if, indeed, it is the decision of our Boards and members that there be a new society) be truly better able to serve all of us.

Sincerely,
P. E. HAGGERTY

February 14, 1962

Dr. P. E. Haggerty
P. O. Box 5474
Dallas 22, Texas

Dear Dr. Haggerty:

This is in reply to a letter dated February 8 from Lloyd Berkner and a letter dated February 9 from you regarding my comments to George Sinclair on the proposed IRE-AIEE merger. I wish to thank you for con-

sidering in such great detail and with promptness the comments which I passed on to George. It may be a tempest in a teapot, but on the other hand I would like to present to you some observations regarding the advance copy of your letter to Section Chairmen which you kindly sent to me. I believe that a genuine merger of the two Societies could reduce and perhaps eliminate a large amount of wasteful competition and overlap, and I too would wish to see the profession strengthened. In this sense I believe the merger presents a marvelous opportunity for society growth. On the other hand, almost everything in the draft of Principles for Consolidation sounds not like a real merger at all but rather as though the functions of the two Societies were just butted together without reducing the overlap. The single exception to this appears to be the headquarters staffs. May I cite a few examples.

In Part III of the Principles it is stated that there will be Regions, Districts, and Sections. It does not seem that Districts are needed at all and that what, in fact, is indicated is a redivision of the entire U. S. into an appropriate number of Regions in such a fashion that each contains a comparable number of members of the combined societies. The District structure with its chairmen and committees seems just another example of Parkinson's Law. If a Region really needs subdividing into Districts, then I believe now is the time for management to take a look at whether or not there should be two Regions. Regarding the PG's (Part VI) I understand the fine arts of compromise but believe that Professional Technical Group is an unwieldy and undefendable title. If Technical Group is precluded by the technical committees, which do standards, etc., then why not keep the simpler title of Professional Group? In addition, and this seems to be a most important factor, it is not clear from the Principles that a real consolidation is taking place. For example, in VI(b) it states that all existing PG's and TG's will remain and that "they may consolidate or otherwise redefine areas of interest." It is just this hands-off policy, so common to volunteer societies, which has produced the Topsy structure that IRE now has. If, in fact, the merger is to be worth anything, management must take a strong stand to immediately thresh out areas of overlap, because the merger provides an excuse for doing all sorts of things such as eliminating PG's which will be impossible to do once steady state has been reached. This has been, I believe, the experience of the Professional Groups Committee.

Regarding VI(f), (2): it seems to me that the function called out for the Technical Operating Committee of encouraging establishment of new PTG's, etc., is very bad and that this function should and must be done by the PTG Committee. The reason for this, I believe, is that only the PTG Committee can decide whether or not scopes of existing PTG's need to be changed, whether new PTG's are needed, and to have two committees doing this appears unworkable. Regarding the Technical Operating Committee, there are several

points. The name itself is somewhat confusing, and perhaps a more functional, descriptive name could be picked. Again, regarding standards committees, etc., it seems that now is the time to thresh out overlaps and not later. It seems to me that a limited number of organizations should be in the business of "selection and publication of papers, sponsorship of technical meetings," etc. Certainly the Editorial Board and the PTG Committee should be, but I wonder about the need for the Technical Operating Committee also getting into this busy act.

In Part IX, again there seems to be little justification for two monthly publications as you have described them. It seems, in fact, just like a simple addition of what we and AIEE have now. If you intend to make ELECTRICAL ENGINEERING into a *Physics Today* type of magazine, and if you intend to make PROCEEDINGS into something different than its present muddled state of content, I would heartily concur. However, Part XIV (a) does not make this clear. For example, what is the distinction between general abstracts in ELECTRICAL ENGINEERING and technical abstracts in PROCEEDINGS?

Many people have remarked that there are too many meetings, both technical and administrative in nature. In this vein, I would suggest that a second general annual meeting of the IEEE is unnecessary. The frequent meetings of the Executive Committee should more than take care of the problems. That the proposed second general annual meeting should be devoted to "organization matters of the Sections, Districts, Regions, and Standing Committees" does not seem sufficient justification. Also, the western IRE has a considerable interest at stake in WESCON and I believe that it is important to consider adjusting the Principles of Consolidation so as to allow the existing WESCON contractual agreements to be transferred as is.

In summary, it seems to me that a time of merger is a time when things can be accomplished in the nature of consolidation which would otherwise be impossible due to normal human vested interest, and I would like to see the management consider this more strongly. As it is, too many things seem just a linear sum, and perhaps some sort of product operation with narrow-band filtering would be more appropriate.

I should make it clear that I am not speaking for the Los Angeles Section or for any other group but rather as an interested IRE member and as a member of the Executive Committee of the Los Angeles Section.

Sincerely yours,

R. C. HANSEN
Assoc. Director of Satellite Control
Aerospace Corporation
P.O. Box 95085
Los Angeles 45, Calif.

February 20, 1962

Dear Mr. Hansen:

Thank you for your letter of February 14. You were very kind to give such thorough consideration to the

Principles of Consolidation and to detail your comments for me. As a preliminary to discussion of your specific points, let me relate the following basic factors in the deliberations of the Joint Committee and the Board of IRE and AIEE.

1) The two Boards will consider and approve, if they so desire, a Merger Agreement, a Constitution and Principles of Consolidation. If the Boards approve submission of the merger consideration to the membership, these same three documents will be submitted to the memberships for their approval. These will contain all the necessary fundamentals of consolidation and should be ample for the two memberships to determine whether or not they want consolidation.

2) Should the memberships choose consolidation, there would then be an infinite number of additional details worked out prior to the time of actual merger. One of the tentative principles of consolidation, you will remember, is that a 14-man Joint Committee will be given the task of working out as many of these details as possible, including the preparation of a set of Bylaws for approval by the Board of the merged society. There simply is no point in proceeding now with the enormous amount of work required unless the individual members desire and vote for consolidation. If ballots are counted in June, this 14-man committee will have a total of six months to prepare for the actual merger on January 1, 1963.

3) Unless it is possible for the memberships to decide for or against consolidation not later than June, it will be necessary for the IRE beginning July 1 to proceed with the nomination and election of its Directors and Officers, Committees, etc., for the year 1963. This, in itself, seems to be sufficient reason to try seriously for a decision prior to July 1, 1962.

4) However diligent the efforts of the present 8-man Committee, the two Boards of Directors, and the proposed 14-man Joint Committee, not everything necessary to accomplish a smooth transition will have been accomplished. Nor need it be, because the merged society will have a new Board of Directors and Executive Committee plus a strong secretariat charged by the members of the merged society with the responsibility for its subsequent management. I think it quite fair to assume that this Board will be as dedicated and as competent to meet the problems of 1963 and subsequent years as have been the Boards of IRE and AIEE.

The Matter of Districts

We, the members of the 8-man Joint Committee, believe that a small Board of approximately 25 members should deal with matters of fundamental policy, meeting probably four times each year; that a small Executive Committee consisting probably of nine members should, subject to the approval of the Board of Directors, manage the affairs of the society and act on a month-to-month basis through a General Manager and strong secretariat. We believe these are absolute essentials if the IEEE is to be sufficiently flexible and pliable

to meet the challenges of the transition period and the years ahead.

To hold the Board to 25-man membership and simultaneously give representation to the geographic areas which IRE does via Regional Directors and the Vice President elected by the membership as well as to technical areas which IRE does through Directors-at-Large and the Vice President representing the Professional Groups and to provide for necessary additional officers on the Board, it is essential to hold the total number of geographic regions to the minimum commensurate with adequate representation. However, since the AIEE traditionally has had a large number of Directors to serve as close contacts with the Sections, the AIEE members of the Joint Committee requested the inclusion of Districts. The IRE members of the Joint Committee, while accepting the idea of Districts, feel somewhat less certain as to the need. However, it has seemed to us at least not harmful since districting can only take place if the Region itself desires this and only if the IEEE Executive Committee approves it.

The Matter of Professional Technical Groups

Your comment on the name, Professional Technical Groups, as unwieldy is quite valid. The Joint Committee settled on it as a satisfactory, albeit, mediocre solution, for a relatively unimportant problem because, with political considerations unquestionably paramount, we could not seem to come to unanimous agreement on either Professional Group or Technical Group. As the more difficult problems are solved and some time has gone by, we have frequently cleared up minor anomalies, and I should not be surprised if we succeed in simplifying this name before we do complete our work. At the same time, it is not a particularly important point and if the merger is voted by the membership and we go into existence as IEEE with Professional Technical Groups, it will still be the privilege of subsequent Boards of the IEEE to simplify the name if they so choose.

So far as the existing Professional Groups and Technical Groups remaining, present intentions and the recommendations of the present Joint Committee are that the Executive Committee of the IEEE exert a steady pressure on the Professional Technical Group Committee to ensure consolidation and redefinition of areas of interest. Helpful to this I believe will be the institution of the Professional Technical Group Operating Committee, as a sort of "executive committee" for the Professional Technical Group Committee.

The Matter of Local Arrangements

All through both societies there has been concern expressed on the parts of many of our organized groups of members that the transition period not be forced to be too rapid, whether in Sections or in the Professional Groups. Many of the provisions in the Principles of Consolidation such as those on the Professional and Technical Groups, the Sections, and the various com-

mittees were incorporated in the Principles to ensure that nothing useful be destroyed and that sufficient time be allowed for consideration and transition. Your own Section's concern for WESCON and your potential relations with the local AIEE Section are a specific example. In the first place, neither the Joint Committee nor either of the Boards has any desire to destroy anything as successful and useful as WESCON. Allowing the Sections in a specific geographic area to hold off consolidation until problems specific to that area can be satisfactorily resolved is desired and provided for during the transition period.

There are innumerable local arrangements, both IRE and AIEE, all over the world, and it would be impractical to identify and solve every one of these special situations prior to a consolidation. The proposed mechanisms seem to allow ample flexibility and time for the local groups to resolve such problems satisfactorily. Those problems not resolved locally, which I would expect to be minimal, surely can be resolved at the Executive Committee level since the merged society would have a strong Executive Committee meeting often enough to handle the month-to-month affairs of the IEEE.

The Matter of New Professional Technical Groups

I am in agreement with your comment on VI (f), (2), and I am going to recommend to the Joint Committee that the PTG Committee be given exclusive responsibility for encouraging the establishment of new PTG's with the Technical Operating Committee encouraged to cooperate. Actually, this is what was intended and the Technical Operating Committee's function with respect to encouraging new PTG's was to allow quicker conversion of the old AIEE Technical Committee meeting and publication function to the PTG form. Once all of the old AIEE Technical Committees have had their publications and Technical meeting functions taken over by PTG's, then the Technical Operating Committee will have no responsibilities for selection and publication of papers, sponsorship of technical meetings, etc. This is again a transition mechanism required because it would be practically impossible to convert all of the present Technical Operating Department committee structure of the AIEE to PTG's by the time of the merger.

The Matter of Publications

I think your comments on Part IX are also well taken. However, there is the complication of existent advertising contracts for one year in advance for both ELECTRICAL ENGINEERING and the PROCEEDINGS and, hence, it is not only unwise, but almost impossible to change the publications radically at the time of merger. Actually, it is the recommendation of the present Joint Committee that ELECTRICAL ENGINEERING be converted into the general type of technical magazine that *Physics Today* is. (This exact analogy was used in our discussions.) On the other hand, the 2-man study

committee on publications, Dr. Hamburger for the IRE and Mr. Morris Hooven for the AIEE, recommended a single magazine be published, bi-monthly if necessary, including both tutorial material and specialized technical papers such as those now included generally in the PROCEEDINGS. Once again, it would seem the better solution to allow time for transition and depend on the Editorial Board, the Executive Committee and the Board of Directors to draw the best publication policy.

The Matter of Meetings

It may well be that the Second General Annual Meeting of the IEEE to be devoted to organization matters of Sections, Districts, Regions and Standing Committee is unnecessary. The AIEE has such a meeting and has found it useful. Once again, following the principle of not destroying anything which has been found useful, we have included this second general meeting. You will note, however, that it is to be held in conjunction with a regional meeting or technical seminar, perhaps in June. It could just as well be held in August in conjunction with WESCON if the Western Sections so desired.

I think there is adequate recognition that WESCON is a contractual arrangement between the Western IRE Sections and the Western electronic manufacturers, and that there is no desire on the part of the AIEE members to injure the WESCON or to insist that it be broadened to include the electrical manufacturers. As mentioned previously, the principles the Joint Committee recommends allows the existence of dual Sections in the same geographical area for a period of time. This was expressly included to allow ample time for Sections such as yours to work out arrangements to ensure the preservation of such activities as WESCON.

Frankly, I like your letter. I think the points you raise are all good ones and I believe most of the ends you express as desirable will be accomplished through consolidation although it probably will take several years to get there. I believe, from the opinions you expressed, that had you been a member of the present Joint Committee, you would have arrived at much the same conclusions as have we as expressed in the Principles of Consolidation. The reactions of your own Los Angeles Section, for example, and the concern of your Executive Committee and members about preserving the vitality and the worth-while activities you have generated indicates you want to be sure that nothing about the creation of the IEEE will destroy anything useful in your present activities. (WESCON is a prime example.) The 8-man Joint Committee has felt exactly the same way and through the Principles of Consolidation has expressed confidence in the ability of the local groups of members to solve such problems with wisdom and dispatch and that in the few cases where this may not be done the Executive Committee and the Board will act with reasonable promptness to resolve the few difficulties which may remain.

I hope to be visiting the Los Angeles area by late

spring at least and, if so, I certainly hope that we will have an opportunity to get acquainted and talk more about IRE affairs.

Many thanks, again, for your letter.

Sincerely,
P. E. HAGGERTY
President

Copies to: Messrs. George Bailey, L. V. Berkner, John Guarrera, G. Sinclair

March 1, 1962

To: Dr. P. E. Haggerty, National President Institute of Radio Engineers
From: Los Angeles and San Francisco Sections of the Institute of Radio Engineers
Subject: Recommendation of Los Angeles and San Francisco Section Executive Committees on Consolidation

The following points require further clarification to permit a satisfactory resolution of the merger question.

- 1) Up to the present time, information presented to the general membership is not adequate to permit a sound judgment regarding advantages to the IRE, its members, or to the engineering profession, of merger with the AIEE.
- 2) Since the general membership will not have the proposed Articles of Incorporation, including the Constitution and Bylaws, before the contemplated voting period, and since major membership areas have not had representation in formative discussions, it is recommended that members not be requested to vote until a draft of the proposed Articles of Incorporation, including the Constitution and Bylaws, has been made available for their review and comment for at least ninety days.
- 3) We recommend that the present 8-man Merger Committee and its Study Committees be increased to properly represent a true cross section of the major activities and membership of the two Societies.
- 4) The Merger Committee should give detailed consideration to the specific problems resulting from the merger relative to each Section and Region.
 - A) For example, the Los Angeles and San Francisco Sections have a long-standing history of WESCON co-sponsorship resulting in extensive and complex legal and operational interrelationships and obligations which must be recognized and preserved with minimal modification to preserve our equity in participation and benefits and to avoid the introduction of any element of conflict or incompatibility with our co-sponsors, WEMA and the Seventh Region, IRE.
 - B) Regional boundaries should be established to provide for representation in relation to membership population as well as geographical location on a consistent basis.

C) Other problems include consideration of Professional Group Symposia and Conventions, operation of Section Business Offices, publication of Section magazines and bulletins, and impact of merger on Section finances.

Approved:

JOHN J. GUARRERA, *Chairman*
Los Angeles Section, IRE
STANLEY F. KAISEL, *Chairman*
San Francisco Section, IRE

March 1, 1962

Mr. Walter E. Peterson, Chairman
Joint Merger Committee
Los Angeles and San Francisco Sections of the IRE

Subject: Summary of meeting of Joint Merger Committee of Los Angeles and San Francisco Sections of the IRE and IRE 1962 President and Region VII Director

Copies to: Region VII Section Members

Bruce S. Angwin
Dudley E. Foster
John J. Guarrera
Stanley F. Kaisel
Ralph A. Lamm

Region VII Directors

Lee C. Van Atta
Finley Carter
Dan E. Noble
Donald K. Reynolds

On February 22, by telephone, I asked Don Reynolds, IRE Director for the Region VII to organize, if at all possible, an informal committee composed of one Los Angeles Section representative, one San Francisco Section representative, and one IRE representative to WESCON, and that he and I meet with the committee to discuss the present status of the proposed IRE-AIEE merger. As you know, the committee was organized promptly with Stanley Kaisel, Chairman of the San Francisco Section, appointing to it John Granger, and John Guarrera, Chairman of the Los Angeles Section, appointing to it W. E. Peterson, plus Bruce Angwin as the IRE member representing WESCON, and the three of you and Don Reynolds met with me in Dallas Sunday evening, February 25, and Monday, February 26.

Mr. Peterson delivered the memorandum from the Joint Los Angeles-San Francisco Merger Committee, a copy of which is enclosed. The points covered were discussed at length. John Granger had in an excellent prior letter (February 19) raised in detail some of the important questions both as to the desirability of IRE and

AIEE merging in principle and the timetable we are presently trying to meet covering also many of the points of the Committee letter. In lieu of repeating this portion of our discussions in Dallas, I enclose copies of Mr. Granger's and my letters of February 19 and 24, respectively.

As my letter of February 24 to Mr. Granger indicates, I intend to recommend to the IRE Board at its March 8 meeting that another Supplement to the PROCEEDINGS be published in April and that it include a sufficient cross section of pro and con letters about the merger to give the membership an acquaintance with the questions which have been raised and my answers to them. I advised the Region VII Committee that I also intended to send substantially the same information to all Section Chairmen immediately after the Board meeting on March 8 along with a report on the actions at that Board meeting. The informal Region VII Committee suggested that much of the feeling of insufficient time for the membership to consider such questions relating to merger could be eliminated if material such as this could go out to the Section Chairmen as early as possible and preferably before the March 8 Board meeting. I considered this an excellent suggestion, and, therefore, a letter to the Section Chairmen, including this material, is now being prepared and will be mailed promptly.

My letter to Mr. Granger covers in some detail the reasoning behind the present proposed timetable of membership votes by July 1. In addition to the reasons there enumerated, the AIEE annual meeting is scheduled for June 17, and if the two Boards have acted favorably on the merger prior to that time it is AIEE's present plan to act definitively on the matter of the merger then. Further, the AIEE Board and Officers change on August 1, and the usual committee appointments are made between June 17 and August 1. These would be heavily influenced by knowledge that merger was or was not to take place.

It is, of course, the responsibility of the IRE Board to determine not only the desirability of merger, but the schedule to be followed. The timetable to be followed will be determined only after the Board has given intensive consideration to the Principles of Consolidation, Constitution, and Merger Agreement, at its March 8 meeting. Submission of the matter to IRE members in April is the earliest possible time, even if a completely favorable decision is reached on merger by both Boards on March 8.

With respect to Paragraph 3 of your letter, the present 8-man Joint IRE-AIEE Committee was appointed by Presidents Berkner and Chase with due regard for the over-all importance of the problem being considered and experience of the individuals concerned without regard to geographical considerations. This Joint Committee is charged only with preparing recommendations for a course of action. The responsibility for action

is that of our Board. And it, of course, includes broad representation in accordance with our Constitution and Bylaws. One of the principles of consolidation is that, should merger be approved by the IRE and AIEE Boards and membership, a 14-man Joint Committee will be appointed to implement the Principles of Consolidation and make recommendations to the two Boards of actions to be taken between approximately July 1 and January 1, 1963. This would involve the addition of three IRE members to the four already on the 8-man Committee and inevitably broaden the representation, although once again the principal emphasis must be on the experience of the individual appointed and the over-all importance of the task rather than on geographic representation.

So far as the WESCON contractual relationships and operating practices are concerned, there has never been anything but favorable attention given to the continuation of WESCON by both the IRE and AIEE members of the 8-man Joint Committee. We recognize that the relationship is an involved one and that it will take time to work out any desired changes that a merger might suggest. We believe this eventuality is adequately provided for in the Principles of Consolidation allowing IRE Sections (*viz.*, IRE Los Angeles and San Francisco) to remain separate from AIEE Sections until local arrangements have been worked out. This is in accord with the old IRE tradition that local groups of members are far more competent to meet local problems and should be required and allowed to do so provided only that their actions are not in conflict with national IRE policies or the law under which we must operate.

I believe that the Los Angeles and San Francisco Sections, which make up the bulk of the 7th Region, must think very seriously indeed before they recommend action which could result in splitting the region. Regions in the IRE were set up with geography, membership and community of interest in mind. The same should hold for the proposed IEEE. Certainly from a geographical and membership standpoint the members presently in the 7th Region could argue with considerable logic the need for two regions instead of one. On the other hand, the community of interests seems to me so overwhelmingly in favor of approximately the present boundaries as to out-balance the first two. No practical split in Region VII can avoid separating Los Angeles and San Francisco into two separate regions since most of the membership is concentrated in these two metropolitan areas. Yet the community of interests is such as to make this seem highly undesirable to me. From a practical standpoint, Region VII now has four members on the Board of Directors and a very considerable effort is always made by the Nominating Committees to take both the membership and the technological strength of the Region into consideration. From a practical standpoint it seems to me that

voice of the Region VII has always been read "loud and clear" at Headquarters, and I see no reason to assume this would not continue to be so in IRE . . . or the IEEE.

It seems to me, too, that Region VII has prospered under IRE's policy of requiring and allowing local groups, whether at the Sectional or Regional levels, to meet their own needs and problems in their own way so long as there is no conflict with IRE policies or the law. The strength of Region VII, as expressed in its activities, including its association with WESCON, stir the admiration and envy of all of us. I cannot help but feel that some of the questions raised about WESCON, a national branch office and representation, are in reality somewhat schizophrenic. Region VII has done so well through the efforts of its members under the IRE policy of local government that in its pride it feels that perhaps not quite enough national recognition of this is given. Consider, however, that if WESCON were to be made a show with national status, it would immediately require that national management be substituted for that of Region VII. If an IRE branch office were established on the West Coast, it would inevitably interfere to some extent with regional autonomy and independence.

If Region VII were split it would certainly have a larger guaranteed representation on the national Board, but it might in fact have less true strength because the very real community of interests had been divided. Frankly, as President of IRE, I am proud of the virility of Region VII, and I doubt the wisdom of dividing it. If, however, the Region wants to pursue division, I will certainly aid in seeing that the latter is given serious consideration by the IRE Board.

May I express my sincere appreciation for the courteous and carefully considered attention given to the several important points by Committee members. On behalf of your Sections, you most assuredly showed reasoning, objectivity and dedication. All these please me greatly as they will the Board of IRE.

Sincerely,
P. E. HAGGERTY
President

February 19, 1962

Mr. P. E. Haggerty
President, Institute of Radio Engineers
Texas Instruments, Inc.
P.O. Box 5012
Dallas, Texas

Dear Mr. Haggerty:

In your letter of February 5 to the IRE Section Chairmen, you solicit further comments on the proposed IRE/AIEE consolidation. I am taking advantage of that invitation with this letter. As a point of reference, may I indicate that the viewpoints I express are per-

sonal ones, and reflect my involvement in IRE matters through several years service as an officer of the San Francisco Section, a director of WESCON, a one-time director of NAECON, and a one-time editor of the PGANE TRANSACTIONS.

My concerns seem to fall in three general areas: general considerations, procedures and mechanisms, and potential impact of the consolidation.

From my own study of the material which has been released by the Board, and from my discussions with certain members of the Board, I am impressed first of all by what I regard as a basic flaw in the deliberations made to date and proposed: at no point, apparently, has the Board addressed itself (or will the membership be given an opportunity to consider) the question of whether such a consolidation is *in principle* a desirable move from the IRE standpoint. The various polls and ballots which have been taken, or will be made, deal, rather, with the quite different question of whether the proposed mechanisms for affecting a consolidation are acceptable. If one starts with the premise that such a consolidation is a desirable move, or is an inevitable development, then the procedure which has been adopted is, of course, the only logical and correct one. I submit, however, that the more basic question is not a trivial one, and that the Board and the whole membership are not only *entitled* to a careful consideration of the basic question but indeed are *obligated* to consider it. It can be argued, and the argument is implicit in the position documents already released, that the question of whether consolidation is fundamentally desirable is not explicit unless the mechanism of consolidation is available for analysis. My own feeling is that the matters are separable and that the present approach obscures some very fundamental and important questions:

- 1) Are the interests of the individual members of the two Societies sufficiently similar so that the services provided to members—the technical meetings and publications; the work of committees; the section activities; the professional groups, etc.—is significantly enhanced in value from the standpoint of the *individual* members to warrant consolidation? Is it not sufficient, in my mind, to argue that each member will receive all he's now getting, *plus*. To be meaningful, the *plus* part must be: (a) realistically achievable, and (b) of real value to most of the individual members.

- 2) Is the financial basis for such a consolidation sound? The total dues income will drop significantly, from the effect of the new rates on the AIEE contribution and from the loss of one source of income where individual memberships overlap. Certainly some economies of operation should be possible, but it is hard to believe that these can so much offset the loss of income that it will be possible to provide, on an economically sound basis, an increased service of specific value to a majority of the individual members.

- 3) Is the size factor of the consolidation a benefit, or a loss? Again, this must be evaluated from the standpoint of the individual member, and not solely in terms of

organizational values which are at best remote from, and may be meaningless to, the individual member. My impression is that the individual IRE member has actually lost something of value in the rapid growth which has occurred in the IRE over the last 15 years. I cannot visualize how he will gain from the addition of a very large increment of membership whose professional and technical interests are, for the most part at least, different from his own.

In the matter of procedures, I am considerably disturbed by the manner in which the question of consolidation has been, and apparently is to be, presented to the membership. First of all, I am disturbed by the pace of events. This issue, which is certainly of as great importance as any the membership has faced, was first brought to the attention of the membership a few months ago, and your letter indicates that it will be committed, one way or the other, in 6 weeks. (Finding an acceptable definition for the term "noise figure" has occupied a significant portion of the IRE membership for an interval many times longer than that visualized for deciding on merger!) Secondly, I am concerned by the fact that none of the information transmitted to the membership is in any sense negative on the basic question, nor does it even suggest that difficulties might arise in working out the manifold details. Your letter, and Dr. Berkner's letters, refer to questions and criticisms which have arisen. None of these questions or criticisms have been specified, however, nor has the source of them been identified. The membership is asked to accept, without specification, that all of these questions and criticisms are answered satisfactorily in the merger proposal itself.

One of the particular problems of mechanism that is greatly concerning me is the question of how the membership will vote and how the ballots will be tallied. Does the proposal require the approval of a majority of the membership of each society, or simply a majority of those voting? I understand that, at the AIEE General Meeting in January, the AIEE legal counsel advised the meeting that a majority vote at one of its General Meetings would suffice, and appeared to be the only mechanism available. Since the AIEE Bylaws establish a quorum for a General Meeting at 100 voting members, this would seem to indicate that 51 AIEE members could, under circumstances that are possible even though they may be improbable, determine the issue.

The final aspect of the matter on which I should like to comment has to do with some of the implications of the merger, if it is accomplished. I understand that Dr. Van Atta has called to your attention the inequitable representation which the proposed plan provides for those members residing in the west, that is that two of the Regions, whose representation on the Board of Directors *need not be* greater than 2 out of 25 of the Directors, would contain over one-fourth of the total membership. It is certainly clear that this problem potentially extends throughout the entire United States,

particularly at the Section level. The present AIEE membership is distributed geographically quite differently from the IRE membership, and the location and boundaries of the present AIEE Sections are, in general, quite different from the IRE Sections. Presumably the problems as regards the Sections can be resolved. It must be recognized, however, that there are considerable financial complications. AIEE Sections rely heavily on voluntary local dues, which presumably is not anticipated as a practice to be continued in the proposed IEEE structure. Many IRE Sections, on the other hand, currently rely very heavily on income from Sectional and Regional shows and conferences, whose pattern will certainly change in an evolutionary, if not a revolutionary, way in responding to the needs and desires of the IEEE as contrasted to the IRE alone.

Of particular interest to me, in this regard, is the situation as regards WESCON. WESCON is *not* an IRE affair, but rather is a part of the corporate entity of the Western Electronic Manufacturers Association, in which the IRE 7th Region (through the Los Angeles and San Francisco Sections) participates as an equal partner, both in policy and direction and in sharing the considerable tangible benefits. The IRE *cannot* unilaterally change the organization, policy, content, financial arrangements, or services to sponsors associated with WESCON. Certainly WESCON, which enjoys an attendance of 30 to 40,000 and has become a major technical forum and trade show, to say nothing of the special significance of its Future Engineers Show and Industrial Design Competition, is worthy of careful consideration to insure that it can, and will, survive the proposed merger. There are many problems to be studied and resolved before this can be assured, and it is manifestly impossible to accomplish this effort prior to March 8. I most earnestly request the proposed Board meeting of March 8 be deferred in order that adequate attention can be given to this matter.

Sincerely,
J. V. N. GRANGER
Granger Associates
974 Commercial Street
Palo Alto, Calif.

P.S. I, too, prefer electronic without an "s"!

February 24, 1962

Dear Mr. Granger:

Thank you very much for your long and carefully considered letter of February 19. The question you raise of whether or not a consolidation of IRE and AIEE is, in principle, a desirable move from the IRE standpoint is indeed for us the fundamental question. It was the prime content of our discussions in Board and Executive Committee meetings on this subject in the early months of 1961 and it occupied almost the entire content of my conversations with Dr. Teare when we met in May as a 2-man *ad hoc* joint committee at the request of Presidents Berkner and Linder. It was the

principal subject matter discussed by the 7-man *ad hoc* joint committee when it met in September. The results of these several deliberations can be summarized as concurrence on the part of the representatives of both IRE and AIEE that consolidation was desirable, in principle, if suitable mechanisms for consolidation could be settled upon. This, then, was then reported to the Board. This was the substance of the discussions of the meeting of the IRE Board of Directors on October 18 which resulted in the resolution which was included with Past President Berkner's letter of October 20. In his letter Dr. Berkner also summarized the sequence of events mentioned above in somewhat greater detail.

I believe it would be accurate to say that, while once IRE and AIEE had relatively little overlap (with AIEE concentrating on power and telephone communications and IRE on radio and what has come to be known as electronics), this is no longer true. There is simply no longer a way of dividing the technological content of electrical engineering between AIEE and IRE. Further, the areas of overlap are increasing at a rapid rate. We have approximately 6000 common members, but AIEE has an increasing number of members belonging only to AIEE, but interested primarily in the technological areas IRE has long considered its own. Electrical engineering as taught in the universities today is not readily divisible into specialties of one or the other of the two Societies. The best evidence of this is that out of IRE's 217 Student Branches, 128 are IRE-AIEE Student Branches. Of 61 national technical meetings sponsored by IRE's Professional Groups in 1961, AIEE was co-sponsor of 22. It becomes difficult indeed to decide to whom magnetohydrodynamics, applied plasma physics, fuel cells, and automatic controls belong. Most of us who participated in the several discussions enumerated in the foregoing paragraphs of this letter came to the conclusion that the course of events in our profession was such that the overlaps would go on growing and that the amount of time to be spent in coordinating and cooperating in IRE and AIEE affairs would grow increasingly over the next decade.

Surely one of the over-all problems of applied science and engineering has become that of sheer volume of technology created by the proliferation of knowledge and the need for an increasing number of complex specialties thus engendered. All of these technical specialists need to be tied together if their specialties are to contribute at anything like an effective rate to the creation of products and services. The interdisciplinary hooks are a vital necessity for at least two reasons: (1) Each specialty needs access to a multitude of other specialties to introduce for the growth of the specialty itself the knowledge developing elsewhere; and (2) the technical base required for products and services involves the utilization of a number of technical specialties. This calls for technical generalists who can communicate with and coordinate the technical specialists.

It has always seemed to me that the proliferation of knowledge and the technical specialties it produces have

an explosive effect on the profession, *i.e.*, tending to blow it apart into what are, in effect, many professions. This is not by any means wholly bad, but it does seem to me that the blowing apart needs to be counteracted by a strong, unifying force, and it has come to be my conclusion that if the IEEE can provide a stronger unifying force than the IRE and the AIEE can separately, then probably this is the controlling and dominant factor in determining the propriety of the merger of IRE and AIEE. It is my present judgment that if a merger can be accomplished approximately in accordance with the Principles of Consolidation sent along with my letter of February 5, then IEEE will be a stronger, unifying force than the two societies are separately. To me, this is basically the reason I would give an affirmative answer to your Points 1 and 3 on page 2 of your letter.

Several looks have been given to the potential finances of the IEEE, the most meaningful and detailed of these having just been concluded by George Bailey. This study by George Bailey confirms my own judgments of the numbers, but I really have more confidence in his personal evaluation of what could be accomplished over the next few years than I have in the numbers themselves. Without going into all of the detail, in the first year of consolidation with approximately a \$6,000,000 operating budget, we could anticipate expenses exceeding income by some \$200,000 to \$500,000. In the second year of operation, this loss would probably run somewhere between breakeven and \$200,000 and thereafter IEEE should operate at a modest surplus as does the IRE. Again, from a straight judgment standpoint, surely if the IRE with 96,000 members can operate effectively and remain sound financially, the IEEE with 150,000 and the same dues structure can do more if it gets equally effective management.

The IEEE should receive increased advertising income as a result of the much larger circulation of its publications, but this cannot become effective in the first year of operation because most of the contracts of the two Societies will have to be honored through that year at the already established rates. We assume it will take approximately two years to work out a rational publication policy and effect the over-all operating economies made possible by a single large society.

So far as size is concerned, there are both advantages and disadvantages. I have already discussed the need for a unifying force, both because of increasing complexity and growing numbers of specialties as well as sheer increase in size, so I will not dwell further on that point. Size has some benefits in terms of the kinds of publications and meetings it makes possible, but it also has some obvious disadvantages. I do not believe, however, that IRE, by itself, can escape the problems of size, whether it consolidates with AIEE or not.

IRE stayed in the range of approximately 5000–6000 members from 1928 until 1940. During the war years the membership nearly tripled until at year-end, 1945, IRE had 15,800 members. From then through

1952, membership doubled, reaching 32,900 members. At year-end, 1961, our total membership was 96,551. IRE probably will have about 150,000 members in several years (I would say five to seven) whether it consolidates with AIEE or not.

Not including student members, AIEE has been growing at a more modest rate. It stayed right at the 17,000–18,000 level from 1925 through 1941. AIEE's membership as of April 30, 1961 was 56,500. I do not have the data on their student memberships in the earlier years, but it was approximately 11,000 in 1961 raising their total membership to 67,000 as contrasted with IRE's 96,000.

One further statistic of importance is the difference in emphasis that IRE and AIEE has put on what we call the Associate and AIEE the Affiliate grade. AIEE has only had this grade since 1952, and there are now 2000 of their 67,000 members in category. IRE has 13,000 in the Associate grade.

Perhaps the most significant point in all these statistics would be a net gain of 80,000 in IRE's membership since the end of World War II and of 44,000 in AIEE's membership in the same period. A very large proportion of this addition to AIEE's membership is engaged in work that IRE thinks of as related to its own technologies. Practically the whole sector of membership engaged in one way or another in education, either as a teacher or as a student, would certainly fit this category. This is relatively important when one recognizes that of the total potential membership of the IEEE of 155,000, eliminating the 6000 common members, 30,000 are students. This number plus the several thousand engaged in teaching represent a very large block of members where the sentiment is overwhelmingly in favor of a merged society.

It is important to remember that basic to our entire *modus operandi* thus far have been the following:

- 1) That we are both volunteer organizations; that we change our Boards and officers each year; that AIEE changes on August 1 and IRE on January 1. I am sure you appreciate the amount of work involved in just studying the possibilities of consolidation and working out a basis on which it might be accomplished is enormous and has already carried into two administrations in both societies. I, at least, shudder at the thought of devoting an equivalent amount of my personal effort more than through 1962 to the endeavor. Yet, the very nature of the effort is such as to almost require that the principals involved carry through to a conclusion, whether it be positive or negative.
- 2) If the question of consolidation is not determined prior to July 1, 1962, IRE must proceed with the nomination and election of its Directors and Officers for 1963. This is not an impossible block, of course, but, still, if the decision can be reached rationally prior to July 1, it would certainly be desirable.
- 3) The 8-man Joint Committee, as instructed by the two Boards, has concerned itself with the preparation of

a Constitution, a Merger Agreement and a Statement of Principles of Consolidation. These are to be presented to the two Boards for their consideration on March 8. Should the Boards, after consideration, vote in favor of merger, then the question must be presented to the membership of IRE in April if we are to allow a minimum of 60 days thereafter for consideration and balloting, with the ballots to be counted prior to July 1.

In essence, the Boards and the members will be deciding whether *in principle*, the two societies should be merged in accordance with the general outline presented by the Constitution, the Merger Agreement and the Principles of Consolidation.

4) One of the principles of consolidation is the appointment of a 14-man Joint Committee, eight members of which are to be the present 8-man Joint Committee. This group will be given the further task of developing bylaws, working out further details in accordance with the principles of consolidation for submission to the new Board of IEEE in January, 1963 upon the formation of the new, merged society. This 14-man Joint Committee will have approximately six additional months to work on the thousands of additional details which will need to be settled prior to the actual time of merger. If the membership of either or both societies does not want merger, then it would be futile to go through all of this additional work.

5) No matter how conscientious the 8-man Joint Committee, the two Boards and the 14-man Joint Committee may be in working toward the creation of a stronger, unified society, there still will be innumerable problems to be faced and operating details to be ironed out. This is not especially alarming to me because there will be a newly elected Board, an Executive Committee, and a secretariat to handle them. So long as the present principles of consolidation are adhered to which call for (a) a relatively small Board of approximately 25 members meeting about four times each year and dealing with policy matters; (b) a small Executive Committee of approximately 9 to 12 members meeting about ten times each year and dealing with the month-to-month affairs of the Society, subject to the approval of the Board and acting through a strong secretariat and a competent General Manager who is both expected and allowed to manage the administrative affairs of the society, then I, for one, have no doubt that the IEEE will have at least as much flexibility and viability as has the IRE. This over-all managerial mechanism is exactly that of the IRE, and I see no reason to assume it will not work just as effectively for the IEEE.

As you know from my letter of February 5, we are publishing a supplement to the March issue of the PROCEEDINGS, including Past President Berkner's three letters to the Section Chairmen and my letter of February 5 which includes the Principles of Consolidation. It is my intent to recommend to the IRE Board, should it decide to proceed toward submission of the matter of

merger to the membership, that we publish another Supplement to the April PROCEEDINGS, including a good cross section of the letters received from the membership in reply to or invitations to comment. We would intend to include a sufficient cross section of both the favorable and negative letters to express substantially the over-all content of the letters received. There have been some negative or seriously questioning letters received and three or four of them are carefully reasoned and excellently presented statements. I would include your letter of February 19 as one of these and if I may, I would like to have your permission to publish it in this supplement to the PROCEEDINGS, should the Board approve my recommendation.

Also, as you know, the 8-man Joint Committee will sit as a panel to discuss consolidation of the two Societies from 10:30 A.M. until 12:30 P.M. on Monday, March 26, the first day of the IRE Convention. I would hope that several thousand IRE members will be present for the discussion and the question and answer period, and we would also hope to distribute to the membership the information developed during the panel presentation and discussion, over and beyond that already available.

Our legal counsel has advised us that at a regular annual meeting a vote of a simple majority of the members present would be sufficient to determine the issue, provided at least 100 members were present and that the usual legal requirements as to notification, etc., had been observed. IRE does not, however, intend to utilize this mechanism. We intend to go directly to the membership in which case legal counsel has advised that a minimum of one-third of the voting membership must vote and that two-thirds of those voting must vote favorably if merger is to be effected. About one-third of IRE's membership normally votes in our national elections. Your present Board and national Officers hope that a considerably larger number would vote on the question of merger so there will be no question and, whatever the decision, it will express the decision of the membership.

There are indeed a large number of problems which must be solved including differences in modes of operation, in Region boundaries, in Section practices, but we believe that if the membership decides that in principle the merger is desirable, then the mechanisms provided in the Principles of Consolidation are adequate and provide flexibility and time to meet these problems. Your national Officers and Directors could not hope, if they spent full time from now until January 1, 1963, to resolve the multitude of differences and details which exist at the local level. We must assume, and I think it is reasonable to do so, that the same local groups which have created the strong local organizations can and will solve these problems, given a modest amount of time to do so.

Perhaps not typical of these kinds of problems because of its size and importance is WESCON. I believe that my telegraphic reply to a telegram from Mr.

William J. Miller, President of WEMA, copies of which are enclosed, answer this question about as adequately as it can be answered at this point.

Thank you for taking the time to prepare your excellent letter. It has been most helpful to me. I hope you will allow me to publish it in the April Supplement to the PROCEEDINGS if such a Supplement is approved and that you have found this reply useful in relation to the questions you raised.

Sincerely,
P. E. HAGGERTY
President

P. E. Haggerty
President
IRE
13500 North Central Expressway
Dallas, Texas

This message is addressed in behalf of the Western Electronics Manufacturers Association of which I am the 1962 President. As you are aware, WEMA and the 7th Region of IRE are co-sponsors in the operation of WESCON under a contract signed September 15, 1957. WESCON has become a major trade show and convention which in 1962 will equal the National IRE Convention in number of exhibitors. Attendance will exceed 40,000 registrants. Our information indicates that IRE is currently negotiating a merger with AIEE on a national basis with consolidation of local sections and regions to be finalized prior to the end of 1962. Our WEMA Directors desire information from you regarding the position the combined organization will take with respect to WESCON since WEMA is legally responsible for WESCON. Will the merged organizations have a counterpart to the IRE 7th Region which can accept responsibility for the current contract or will a new contract be necessary. Your answer is urgently requested due to the imminent merger plans of IRE and AIEE.

WILLIAM J. MILLER
President
Western Electronic Mfg. Assn.
1435 South La Cienega Blvd.
Los Angeles 35, Calif.

STRAIGHT WIRE

Mr. William J. Miller
President
Western Electronic Manufacturing Association
1435 South La Cienega Boulevard
Los Angeles 35, Calif.

Reurtel February 20, at present possible merger of IRE and AIEE is still only in serious consideration stage. Would have to be approved by both Boards of Directors and memberships in order to become effective. Earliest date for final membership action June, 1962. If vote favorable, then merger date would probably be January 1, 1963. In any event no discussions

do date have contemplated interference with present WESCON approach or procedure for which we have highest admiration. Believe your contract actually with Los Angeles and San Francisco Sections of IRE rather than Seventh Region. Merged society would, of course, honor contractual commitments of both societies. Present principles of consolidation allow as much time as required for local sections of both societies to work out necessary arrangements for just such commitments as WESCON before IRE and AIEE Sections in same geographic area consolidate. Copies of this wire being mailed to Chairmen of Los Angeles and San Francisco Sections and all IRE Directors in Region Seven.

P. E. HAGGERTY
President, Institute of Radio Engineers

Mr. Patrick E. Haggerty, President
The Institute of Radio Engineers, Inc.
1 East 79 Street
New York 21, N. Y.

Dear Mr. Haggerty:

It was indeed a pleasure to meet you and to have the opportunity to discuss the proposed IRE-AIEE merger face to face. The Executive Committee of the Boston Section very much appreciates your having fitted us into a very busy schedule in order to give us a first-hand picture of the situation.

In view of our conversation, I believe it only fair to you and to our Section membership that the editorial on the subject of merger, which is to be published in the April *Reflector*, present your views as well as ours. Accordingly, we are not publishing my letter of February 28 to you, but instead, the editorial enclosed (*below*). Although I well realize that you would have preferred to see us endorse the proposed merger wholeheartedly, I hope that you will feel that I have tried to present two possible points of view fairly.

Very truly yours,
G. P. McCOUCH
Chairman, Boston Section, IRE
General Radio Company
West Concord, Mass.

MERGER IMPLICATIONS

What would a merger between IRE and AIEE mean to you? Some clues are to be found in the Supplements to the March and April PROCEEDINGS. In an effort to understand the implications, your Section Chairman has studied a mass of correspondence, and has discussed the problem with numerous distinguished men in our profession, including our Section Executive Committee, representatives of other large metropolitan sections, two Vice Presidents of AIEE, two Past Presidents of IRE, and with President Haggerty. The crystal ball is still a very cloudy one, largely because there are many generalizations and few specifics in the merger proposals.

William J. Miller, President of WEMA, copies of which are enclosed, answer this question about as adequately as it can be answered at this point.

Thank you for taking the time to prepare your excellent letter. It has been most helpful to me. I hope you will allow me to publish it in the April Supplement to the PROCEEDINGS if such a Supplement is approved and that you have found this reply useful in relation to the questions you raised.

Sincerely,
P. E. HAGGERTY
President

P. E. Haggerty
President
IRE
13500 North Central Expressway
Dallas, Texas

This message is addressed in behalf of the Western Electronics Manufacturers Association of which I am the 1962 President. As you are aware, WEMA and the 7th Region of IRE are co-sponsors in the operation of WESCON under a contract signed September 15, 1957. WESCON has become a major trade show and convention which in 1962 will equal the National IRE Convention in number of exhibitors. Attendance will exceed 40,000 registrants. Our information indicates that IRE is currently negotiating a merger with AIEE on a national basis with consolidation of local sections and regions to be finalized prior to the end of 1962. Our WEMA Directors desire information from you regarding the position the combined organization will take with respect to WESCON since WEMA is legally responsible for WESCON. Will the merged organizations have a counterpart to the IRE 7th Region which can accept responsibility for the current contract or will a new contract be necessary. Your answer is urgently requested due to the imminent merger plans of IRE and AIEE.

WILLIAM J. MILLER
President
Western Electronic Mfg. Assn.
1435 South La Cienega Blvd.
Los Angeles 35, Calif.

STRAIGHT WIRE

Mr. William J. Miller
President
Western Electronic Manufacturing Association
1435 South La Cienega Boulevard
Los Angeles 35, Calif.

Reurtel February 20, at present possible merger of IRE and AIEE is still only in serious consideration stage. Would have to be approved by both Boards of Directors and memberships in order to become effective. Earliest date for final membership action June, 1962. If vote favorable, then merger date would probably be January 1, 1963. In any event no discussions

do date have contemplated interference with present WESCON approach or procedure for which we have highest admiration. Believe your contract actually with Los Angeles and San Francisco Sections of IRE rather than Seventh Region. Merged society would, of course, honor contractual commitments of both societies. Present principles of consolidation allow as much time as required for local sections of both societies to work out necessary arrangements for just such commitments as WESCON before IRE and AIEE Sections in same geographic area consolidate. Copies of this wire being mailed to Chairmen of Los Angeles and San Francisco Sections and all IRE Directors in Region Seven.

P. E. HAGGERTY
President, Institute of Radio Engineers

Mr. Patrick E. Haggerty, President
The Institute of Radio Engineers, Inc.
1 East 79 Street
New York 21, N. Y.

Dear Mr. Haggerty:

It was indeed a pleasure to meet you and to have the opportunity to discuss the proposed IRE-AIEE merger face to face. The Executive Committee of the Boston Section very much appreciates your having fitted us into a very busy schedule in order to give us a first-hand picture of the situation.

In view of our conversation, I believe it only fair to you and to our Section membership that the editorial on the subject of merger, which is to be published in the April *Reflector*, present your views as well as ours. Accordingly, we are not publishing my letter of February 28 to you, but instead, the editorial enclosed (*below*). Although I well realize that you would have preferred to see us endorse the proposed merger wholeheartedly, I hope that you will feel that I have tried to present two possible points of view fairly.

Very truly yours,
G. P. McCOUCH
Chairman, Boston Section, IRE
General Radio Company
West Concord, Mass.

MERGER IMPLICATIONS

What would a merger between IRE and AIEE mean to you? Some clues are to be found in the Supplements to the March and April PROCEEDINGS. In an effort to understand the implications, your Section Chairman has studied a mass of correspondence, and has discussed the problem with numerous distinguished men in our profession, including our Section Executive Committee, representatives of other large metropolitan sections, two Vice Presidents of AIEE, two Past Presidents of IRE, and with President Haggerty. The crystal ball is still a very cloudy one, largely because there are many generalizations and few specifics in the merger proposals.

Why are there so few specifics when the negotiations are so far advanced that we will soon be asked to vote on whether or not we should merge? Past President Berkner and President Haggerty have concluded that merger would provide the most satisfactory solution to the growing problem of overlapping fields of interest between the two Societies, providing a reasonable mechanism for merger can be worked out. They regard the solution to this problem as a truly significant gain both for the IRE and for the profession as a whole.

Under the present proposal, the merged Institute will initially be essentially the sum of the two separate Societies; only over a period of years will true consolidation occur. A gradual streamlining will eventually trim the unwieldy combination into shape. President Haggerty assures us that the flexibility and adaptability which the IRE organization possesses will be preserved, and will make it possible to solve financial and publication problems, and to reconcile differences in local policies and boundaries. He regards it as unreasonable to try to solve the problems unless we are sure of going ahead with the merger. Messrs. Berkner and Haggerty are convinced that all the specific problems are soluble when tackled in good faith, and that they will be solved sooner in a single, united society.

What has the IRE to lose? The AIEE has agreed to an organization patterned closely after that which has worked so well for IRE. A considerable proportion of the AIEE membership is primarily interested in the same kinds of activities as are IRE members. They would add to our strengths, especially in the areas of instrumentation, automatic control and computers. We would avoid wasteful duplication of meetings and publication in the emerging fields of energy generation through the techniques of fuel cells and magnetohydrodynamics.

If you agree with the basic philosophy that marriage should come first, and a look at the bride, her background, your mutual compatibility, and your ability to support her afterwards, then you will have no doubt that the proposed procedure is correct, and you should vote in favor of merger without further thought.

But, if you are one of that inherently cautious Yankee breed, you may want to know how some things are likely to work out, and whether the proposed timetable makes sense. A more cautious approach appears preferable to many responsible engineers. Merger potentially offers an opportunity to adopt the best features of each society, and to effect much of the eventual consolidation simultaneously with merger. Only when it is clear that the new society will indeed better meet the needs of its members, would we proceed with merger.

Some specific questions which have arisen regarding a merged society are: How sound will the financial structure of the new organization be? Will advertisers find the enlarged membership to be a sufficiently homogeneous market that they will gladly pay the increased rates necessary to support the larger circulation, or will they transfer their advertising to the "controlled-circulation" publications, thus plunging the society into

financial difficulties? Will it be possible to retain the present dues structure beyond an initial transitional period? Will financial pressures soon lead to abandonment of the PROCEEDINGS and relegation of its broad-top technical level coverage entirely to the limited-circulation TRANSACTIONS? Would not acceptance of advertising by the TRANSACTIONS provide a service desired by both members and advertisers, and at the same time help cover costs of publication? Will the representation of the new membership on the Board of Directors be less interested in the technical leadership so consistently espoused by IRE in the past, and more interested in the nontechnical aspects of an engineering society? Will the new society be interested in unity of the Engineering Profession, and seek closer ties with still other Engineering Societies? How will the new society react to local involvement with attempts to influence legislation such as those by ESNE, of which the Boston Section of AIEE is a member? Will the new society solicit contributions from individuals and industry to support its activities, or will it insist that these be self-supporting?

Many of these questions are significant because attitudes on them have, in the past, been sharply divergent in the two Societies. No detailed or solid answers are available to these questions, although Mr. Haggerty is optimistic regarding the ability of the merged organization to maintain the vitality of the IRE, and come up with solutions which will serve the membership and the profession well. He believes that the solutions will generally be in line with past IRE policy. Some of us feel that firm answers should be given before we are asked to vote. It would obviously be necessary to defer the vote at least until fall to permit these "details" to be explored. Yet it is the sum of such details which makes up the Institute, and we would have more confidence in the proposal if more of the details had been worked out. It is too much to hope for a clear crystal ball, but a few more breaks in the cloudiness would be reassuring.

G. P. MCCOUCH

President P. E. Haggerty
Comments on Editorial, "Merger Implications"
Boston Section "Reflector"

An interesting editorial. Most of the questions raised are covered by comments in my letter of March 12 which leads off this Supplement to the PROCEEDINGS, so I will not repeat them here.

Dr. Karl Willenbrock, Regional Director for Region I, who was present during a meeting of the Boston Section Executive Committee referred to in Mr. McCouch's letter, very ably presented the questions raised by the Boston Section to the IRE Board of Directors at its meetings on March 8 and 9. There was a good deal of discussion on most of these points, with particular reference to the date for mailing the ballot to the membership. When the question of submitting the ballot to the membership on May 5 was submitted to the Board for vote, Dr. Willenbrock voted present only, not affirm-

atively for that date. Although all of the Directors would have preferred having another thirty to sixty days for discussion prior to submission of the ballot to the membership, the exigencies of the timing were such that all of the other Directors present voted affirmatively for submission on May 5.

TELEGRAM: BEVERLY HILLS, CALIFORNIA

Received March 8, 1962

P. E. Haggerty
President
Institute of Radio Engineers, Inc.
1 East 79 Street
New York

Strongly recommend IRE Board make haste slowly on plans for consolidation with AIEE. Urge planned transition stage of several years before either organization commits. Suggest this will reveal and permit adjustment to many unique situations in an atmosphere conducive to amicable settlement. As past Board member, believe Board has respect and confidence of membership who would approve consolidation any time Board submits it to a vote. Suggest a way be chosen which minimizes the impact of inevitable adjustments particularly in the more highly organized sections.

C. FREDERICK WOLCOTT

March 12, 1962

Mr. C. Frederick Wolcott, Jr.
Gilfillan Bros., Inc.
1815 Venice Boulevard
Los Angeles 6, Calif.

Dear Mr. Wolcott:

Thank you for your telegram of March 8 which I read to the IRE Board of Directors during our meeting in New York this past week. As you are perhaps aware, on the afternoon of March 9 after two full days of discussion, the IRE Board voted unanimously to proceed with merger plans. The question will be submitted to IRE members on May 5 with the actual ballots to be counted at a special meeting of the IRE Assembly to be held on or about July 5.

Much of the material discussed by the Board is covered in a letter dated March 12 which I have sent to IRE Section Chairmen along with enclosures. All of this material is to be included in a Supplement to the April PROCEEDINGS and thus reach all of our members. However, I thought you would like to see this information in advance of receipt of the April PROCEEDINGS so my letter and its enclosures are being sent you separately.

In the interest of saving your time, I will not review items discussed in the letter and its enclosures. There is, however, one important point covered in your telegram on which I would like to comment. That point is the transition stage.

The transition stage, in actual fact, is planned for in

the Principles of Consolidation to be followed in merger. These are included in the literature sent you separately, and I would appreciate your reviewing them. A few of the principal points with respect to transition are:

1) Time is allowed for IRE and AIEE Sections in the same geographic locality to consolidate. They may do so, according to their choice, either immediately, at the time of selection of new officers, or still later if circumstances so dictate.

2) Both ELECTRICAL ENGINEERING and the PROCEEDINGS will be published for at least one year, with ELECTRICAL ENGINEERING sent to former AIEE members and the PROCEEDINGS to former IRE members for the same period. An Editorial Committee to be appointed immediately upon the merger will study intensively publication policy to ensure the satisfaction of the need for publications of both the highest technical quality and broad general interest. Final publication policy will be determined by the Board of the IEEE only after reviewing carefully the recommendations of this Committee.

3) Although it is expressly stated that it will be the policy of the IEEE to utilize the Professional Technical Group system wherever possible, time is allowed for transition of the publication and meeting activities of the present AIEE Technical Committees to be converted to the Professional Technical Group System.

4) The IEEE will have a Board of twenty-five members meeting at least four times each year and handling policy and procedure. The nine-man Executive Committee will meet approximately ten times per year and manage the affairs of the Society on a month-to-month basis. Since the board has the power to amend the By-laws and is sufficiently small to act promptly, it will be responsive to the needs of the members. In addition, with the Executive Committee meeting so regularly, there should be ample opportunity to ensure flexibility and prompt reaction to member needs during the difficult transition period.

The correspondence sent you separately covers in much greater detail some of these questions of transition, but it was the opinion of the Board of Directors, in summary, that a single society with a single Board operating under the Principles of Consolidation was far more likely to be able to meet the problems of transition than would two separate societies continuing to operate under separate Boards with different policies and different procedures during the same length of transition period.

I do appreciate your having taken time and shown the interest to send me your telegram. I hope this letter and the additional information to follow will prove helpful.

Sincerely,
P. E. HAGGERTY
President