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American Institute of Electrical Engineers

On United Nations' Plaza

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United Engineering Center

John W. Davis
Director at Large

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P.O. Box 2211
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April 24, 1962

Copy to: Mr. N. S. Hibshman
345 East 47th Street
New York, 17, N. Y.

Dear Sir:

This refers to the Special Merger Supplement forwarded to you with the April 1962 issue of Electrical Engineering, and to a letter dated April 19, 1962, forwarded to the Chairmen and Secretaries of A.I.E.E. Sections and Subsections of District 13, with copies to all Officers of the National Organization of A.I.E.E. by Mr. Clarence B. Grund, Jr.

Your attention is directed to paragraph three on page 1 of Mr. Grund's letter of April 19th, and to Article XIII, Sections 7 and 8, and Article II, Section 2, of the proposed constitution of I.E.E.E. revision No. 4, March 9, 1962 incorporated in the Special Merger Supplement.

I believe Mr. Grund's letter is misleading in stating that a revision of the bylaws could conceivably be placed in the hands of as few as two members, or two-ninths of the Board of Directors. While this could conceivably be read into Article VII, Section 2, which simply states a minimum and maximum number of Board members for legal purposes, it is more logical to accept Article IX (b) of the "Principles of Consolidation" which specifies an initial board of twenty-five members. As I read the articles referred to above, a quorum of the Board of Directors cannot be less than nine and a change in the bylaws requires a two-third vote of those present and voting, or two-thirds of the quorum which could not be less than six. For ready reference I am quoting Article II, Section 2, and Article XIII, Section 7 referred to in Mr. Grund's letter plus Article XIII, Section 8, which was not referred to in his letter:

4.17.202

"ARTICLE II

Sec. 2. Proposed Bylaw changes and reasons therefor 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 XIII

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."

It should be borne in mind that the seven Regional Directors will be nominated and elected by the Membership. This group can exercise the same controlling influence on the total board which the A.I.E.E. District Vice Presidents have done in the past.

Long experience on the Board indicates that attendance at all meetings, particularly those, of such importance as the amending of the bylaws which requires twenty days notice to the individual Board members before the meeting, has been very high. An example of this was the March 8th and 9th Special Board Meeting at which all but two members of the Board were present and at which the Board voted affirmatively for the implementation of the Merger. The quorum proposed in the constitution recommended for I.E.E.E. was to permit operation in such times of emergency as war or other similar emergencies where it would not be practicable to convene the normal high percentage of Board members where urgent action might be necessary.

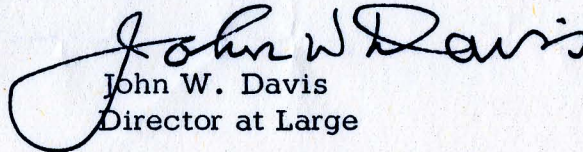
In the interest of time I am not attempting to cover the other details of Mr. Grund's letter as most of them have been under discussion by the committees for quite some time, and will receive due consideration at the proper time.

In reference to the last paragraph of Mr. Grund's letter I would like to say that if all of the details of a merger of this magnitude must be worked out in minute detail, before it is assured that the merger will receive the approval of the constituents, the merger will never be accomplished. Further in this connection the dedicated people in both organizations who have spent much time, effort and money in endeavoring to implement this merger would have little heart

to repeat this effort in the next several years if a negative vote is received from the constituents at this time. It is also doubtful if this merger which is of such vital importance to the profession and to the industries and universities which sponsor these two parallel Societies could be brought to its present stage of consummation again within the next twenty years.

I personally recommend a favorable vote on this merger as a vote of confidence to the dedicated people who have done so much to implement this step toward unity and the elimination of duplicate effort and expense to the Sponsoring Industries and Educational Institutions.

Yours truly,


John W. Davis
Director at Large

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

Copy to: Mr. W. H. Chase, President
Mr. C. H. Linder, Past President
Mr. J. H. Foote, Past President
Mr. E. B. Robertson
Mr. B. R. Teare, Jr.
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Domestic and Commercial Applications Committee
Mr. C. B. Grund, Jr.