



AMERICAN INSTITUTE of ELECTRICAL ENGINEERS

PROPOSALS FOR MERGER OF AIEE AND IRE
Electrical Engineering, Section II, April 1962

April 19, 1962

Mr. W. H. Chase
President, AIEE

Dear President Chase:

In reviewing the 3 basic merger documents published in the Supplement to Electrical Engineering, April 1962, I find:

- A.. The Agreement of Merger contains several objectionable provisions, such as possible limitation of occupancy of the United Engineering Center to the present $2\frac{1}{2}$ floors occupied by AIEE.
- B.. The Constitution is practically word-for-word IRE's current constitution.
- C.. The Principles of Consolidation are essentially the current modus operandi of the IRE organization.

Hence, the proposal upon which the AIEE membership is asked to vote is not a true merger, but a carte blanche permitting IRE to absorb AIEE. All that is to remain of AIEE on a permanent basis is the date of its legal incorporation. Surely I am not alone in believing that:

- 1.. There are many facets of AIEE's operations which are superior to those of IRE, such as AIEE's technical committees vs IRE's professional groups, and AIEE's publication policy.
- 2.. World-wide operations would be financially burdensome and would disturb compatible relationships AIEE has enjoyed with sister societies in other countries.
- 3.. Membership qualifications, and nomination and election procedure for officers, should be spelled out in the Constitution, which is under control of the membership, rather than in the yet-to-be-written Bylaws, which can be changed at any time by the Board of Directors.
- 4.. Future expansion of IEEE headquarters should take place in the new United Engineering Center, for which AIEE members have contributed nearly \$1-million.
- 5.. Insufficient time (October 1961-March 1962) has been allowed for exploration and planning for such a far-reaching step as a merger.
- 6.. Objections voiced to certain provisions of the merger documents have been ignored and left unanswered by the Merger Committee.

I am not opposed to merger with IRE; I am opposed to merger at any price. As a matter of fact, I served on the first joint committee formed in 1956 to explore "amalgamation". At the time, merger was remote, but all of us recognized the desirability of having one American electrical engineering society. When these negotiations were revived, I assumed that plans for a new society would combine the best features of the two Institutes. Instead, I find that the proposal calls for AIEE to be integrated into the IRE structure and operational framework. Improvements in our organizational plan and operations developed by AIEE committees with the aid of management consultants should most certainly have been included in the proposed merger documents.

I cannot conscientiously endorse a plan which I feel is not in the best interests of the AIEE membership. My vote on the proposal to be presented to the 1962 Annual Meeting must be an unqualified, "No."

Sincerely yours,

L. F. Hickernell

L. F. Hickernell
Past President, AIEE

cc: Past Presidents, AIEE
Mr. N. S. Hibshman

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Comments on
PROPOSALS FOR MERGER OF AIEE and IRE*

Agreement of Merger
IEEE Constitution
IEEE Principles of Consolidation

by L. F. Hickernell
Past President, AIEE

AGREEMENT OF MERGER

§1 - Name (p 4, col 2, ¶2)

...the name...shall be changed to "INSTITUTE OF ELECTRICAL and ELECTRONIC ENGINEERS, Inc."

As one of the 5 Founder Societies, we should retain our identity with them as "American". Also, in these days of ideological conflict, such identification is particularly desirable.

§2, II - Territory (p 4, col 2, ¶4)

The territory in which its operations are to be conducted is the entire world...

AIEE has confined the organization of Sections and Student Branches to USA, Canada and Mexico, recently permitting members in other countries to form, if they choose, "Overseas Chapters" without financial support from the Institute.

Since its organization in 1884, AIEE has maintained cordial (in some cases, reciprocal) relations with The Institution of Electrical Engineers (British). By organizing Sections and Branches in the British Commonwealth (other than Canada), this agreeable relationship will be at an end.

Furthermore, on 8/21/58, the AIEE Board of Directors approved a "Memorandum of Organization" of The Conference of Engineering Societies of Western Europe and the USA (EUSEC) which contains among others this "Aim and Object":

4. To give all proper support to each participating Society within its own country, and for this purpose no participating Society will initiate any action within the country of another without first informing the participating Society of that country and obtaining its cooperation.

Overseas operations can only lead to a potential financial burden both for direct support and administration (e.g., travel expenses). I cannot believe that AIEE members wish to support more foreign aid.

§4 - Headquarters Building (p 6, col 2, ¶1)

This Agreement may be terminated at the option of the Board of Directors of IRE unless prior to the merger AIEE has obtained the agreement of United Engineering Trustees, Inc. (UET), in form satisfactory to counsel for IRE, to the effect that the continuing corporation 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 St., New York City, other than to occupy the amount of space in such building presently occupied by AIEE.

AIEE occupies 2½ floors of a modern 20-story office building, the United Engineering Center (UEC), which has 2 vacant and unoccupied floors (15th and 16th) available for expansion. As of 3/30/62, AIEE members have contributed \$917,606.99 to the cost of erection of this building.

IRE occupies a complex of 3 remodeled private residences on 79th Street and Fifth Avenue. From the Agreement, it would appear that:

- 1.. The 79th Street buildings would continue to be occupied by IEEE indefinitely.
- 2.. Future expansion, if any, of IEEE would be accommodated in the old, luxurious but inefficient, 79th Street buildings, instead of in the modern, efficient UEC.

Acceptance of such a provision by AIEE is unthinkable.

§5 - Constitution (p 6, col 2, ¶2)

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.

This provision is unilateral because Exhibit A is essentially the present IRE constitution with a few minor additions. In other words, AIEE is being asked to adopt the IRE constitution.

§9 - Litigation (p 6, col 2, last ¶)

This Agreement may be terminated and abandoned at any time prior to the filing of the Certificate of Consolidation if (a).....
(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.....

AIEE has no impending material litigation.

CONSTITUTION (Exhibit "A")

Art. I - Name....Territory (p 8, col 1)

§1. The name of this society is the Institute of Electrical and Electronic Engineers (IEEE).

§3. The character of its scope is non-national, and the territory is the entire world.

Both provisions are objectionable. (See my comments under Agreement of Merger, §1 & §2, II.)

Art. III - Membership (p 8, col 1)

§1. The grades of membership of the IEEE, the member qualifications, privileges and the requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.

Membership qualifications should be specified in the Constitution under control of the membership, not in the Bylaws which can be changed by the Board of Directors at any of its meetings.

Art. VII - Board of Directors (p 8, col 2)

§1. Composition

(See my comments under Principles of Consolidation, Exhibit B, §IX.)

§4. Administrative Year. There shall be an annual meeting of the Board of Directors during January of each year following the Annual Assembly...

AIEE operates on an administrative year from August 1st to July 31st.

IRE operates on an administrative year consisting of the calendar year (January 1st to January 1st).

Professional engineering societies actively function only from Labor Day to the end of June. In this respect, they resemble the colleges. Changing administrations in January is swapping horses in midstream and leads to confusion. AIEE's practice of holding the Annual Meeting in June, with the new administration taking office August 1st, is preferable from an operating standpoint.

Art. XIII - Nominations and Elections (p 9, col 2)

§2. The method of nominating Delegates, Directors and other officers shall be specified in the Bylaws.

Nomination and election procedure should be specified in the Constitution under control of the membership; not in the Bylaws under control of the Board of Directors.

Art. XIV - Amendments (p 10, col 2)

§3. Amendments to this Constitution shall take effect 30 days after adoption....

To avoid confusion, Constitutional amendments should take effect at the beginning of an administrative year, preferably August 1st.

PRINCIPLES OF CONSOLIDATION (Exhibit "B")

§I - Certificate of Incorporation (p 11, col 1, ¶2)

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.

Both AIEE and IRE are incorporated under the Membership Corporations Law of the State of New York. The above simply means that the Certificate of Incorporation of AIEE, originally filed March 16, 1896 (and amended August 6, 1901, September 28, 1925 and July 17, 1928; also June 27, 1951) will be amended to cover the new society, thus retaining the 1896 date of founding. It does not mean that the Constitution and Bylaws of AIEE will be retained.

§II - Dues (p 11, col 1, last ¶)

(d)-..... the IEEE will establish a dues structure for each grade of membership based upon the lower of the 2 rates charged by either of the present societies for that grade of membership.

Reducing dues and entrance fees to IRE's lower level would be a serious mistake. It would cause substantial operating deficits in 1963 and 1964 under parallel operation of the former AIEE and IRE; and possibly under final consolidated IEEE operation, especially if advertising income from the electronics industry should decline in the future, which is inevitable.

§IV - Regions (p 11, col 2, ¶2)

(a) Since the scientific, literary and educational purposes of the IEEE are not limited by national boundaries, the IEEE shall be of international scope,..... Because the preponderance of the membership of the IEEE is in North America, North America initially shall be divided into 7 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....

International operations are undesirable. See comments under Agreement, §2,II, above.

AIEE has increased its number of Districts from 10 in 1921 to 15 in 1960, so that the following Resolution of the Board of Directors may be operative (1961-62 Organization Manual, Resolutions, p 162):

R13 -Duties of AIEE District Vice Presidents

(b) The District Vice-President shall be made fully responsible for the visits to Sections and Branches....

(c) It is essential to the growth and development of the Institute that an effective means of communication be established and maintained between the Board of Directors and the membership. The most effective means of accomplishing this objective is the personal visitations to the Sections and Branches by the District Vice-President.

(d) The District Vice-President should endeavor to visit each Section and Branch in his District once each year.

With only 7 Regions in North America, reciprocal contact between Regional Directors and Sections & Branches would be lost. An appointed IEEE "District Chairman" (permitted under §IV, Clause b) would not replace in effectiveness AIEE's elected District Vice-President.

§VI - Professional Technical Groups (p 12, col 1, ¶4)

(a) A Professional Technical Group consists of a voluntary association of IEEE members (and nonmembers called "Affiliates") who are interested in seeing that their field or branch of scientific endeavor is adequately covered by the IEEE's activities..... 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.....

(b)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 Technical Group Committee to organize a Professional Technical Group Executive Committee.

The Group System is not without its disadvantages. It creates a multiplicity of meetings. If a member has technical interests transcending the scope of one Group, he must join more than one Group, for which he pays additional dues. Since each Group publishes its own "Transactions" (§XIV, d), reference to the literature becomes more difficult and complex compared to AIEE's 3 bi-monthly Division publications.

§VI f(4) - Professional Groups vs Technical Committees (p 13, col 1, ¶1)

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

The wisdom of adopting IRE's Group System with 27 separate Group Transactions in 1960 (possibly 35 or 40 in the future) with a "publication fee" for each, in preference to operation with AIEE's

Technical Committee papers published in 3 bimonthly publications is questionable.

Also, fragmentation into narrow technical Groups holding separate meetings and publishing separate Transactions defeats one of the purposes of membership in a professional society: cross-fertilization of ideas and the broadening of one's interests.

§IX - Board of Directors (p 13, col 1, ¶5)

The composition and election of the Board of Directors for the proposed IEEE herein described is that of the present IRE.

AIEE election procedure is shown on the attached chart, reproduced from 1961-62 Organization Manual, p 165. Representation is obtained from the 15 Geographical Districts, 4 Operating Departments, 6 Technical Divisions, and the Membership-at-Large.

IRE election procedure consists of an Annual Assembly of Delegates which selects Officers and Directors as follows:

No	Designation	Term	Nominated by	Elected by
10	Directors-at-Large including:		Board Members*	Voting Members ⁺
	President	1 yr		
	Vice President	1 yr		
	Sr. Vice Pres.	1 yr		
	Jr. Vice Pres.	1 yr		
	6 Dir.-at-Large	3 yr		
8	Regional Directors	2 yr	Regional Committee	Regional Membership
7	Directors including:		Board Members*	10 Directors-at-Lge and
	Vice President	1 yr		8 Regional Directrs
	Secretary	1 yr		acting as
	Treasurer	1 yr		Delegates to Annual
	Editor	1 yr		Assembly
	3 Directors	1 yr		

25 Members of Board of Directors

*Acting as a Nominations & Appointments Committee (§VI g)

⁺Member grade or above (Constitution, Art. III, §3)

While a small Board of Directors of 25 members (§IX b) is probably more efficient, it certainly is not as representative of the varied membership interests and wide range of activities as is the larger AIEE Board (40 in 1961, reducing 1 per year to 37 in 1964).

Of the total board of directors membership of 25, 17 board members and all of the officers are to be nominated by board members; consequently, the body can be self-perpetuating.

§XIV(d) - Periodicals (p 14, col 1, ¶3)

... In accordance with Principle VI(f), IEEE shall also publish periodicals sponsored by the Technical Committees taken over from the AIEE TOD (Technical Operations Department), until such functions have been fully absorbed by appropriate Professional Technical Groups.

Presumably, this refers to the 3 bimonthly publications, 6 issues of which annually become one of the 3 Parts of the AIEE Transactions (a consecutive series started in 1884):

<u>Part</u>	<u>Title</u>
I	Communication and Electronics
II	Applications and Industry
III	Power Apparatus and Systems

Replacing these 3 bimonthly collections of "Transactions Papers" - which are papers which have been reviewed and accepted by the cognizant Technical Committee, presented at an AIEE General or District Meeting or Special Technical Conference, and discussed and rebutted by the author - with "35 or 40" publications called "Transactions of Professional Technical Groups" will certainly not be favored by a large segment of the AIEE membership.

§XV - General Meetings (p 14, col 1, last ¶)

(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".

The IRE Annual Convention and Show held in March is already too large for maximum value to members and exhibitors. Such a Show attracts a large attendance by curious "laymen".

(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 organization matters of the Sections, Districts, Regions, and Standing Committees.

AIEE tried devoting its Annual Meeting in June primarily to Institute affairs with a light technical program. It was found that Industry will not support a program essentially non-technical and the policy was rescinded.

Also, holding a General Meeting in June - 3 months after the New York meeting, is impractical from a technical program standpoint.

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Procedure for Nominating and Electing Officers

SECTIONS 117			
No. OF SECS	DISTRICT ODD NUMBERED	No. OF SECS	DISTRICT EVEN NUMBERED
6	EMPIRE No. 1	6	MIDDLE EASTERN No. 2
2	METRO. N.Y. No. 3	10	SOUTH EAST No. 4
13	GREAT LAKES No. 5	3	NORTH CENTRAL No. 6
6	MID-AMERICA No. 7	7	PACIFIC No. 8
9	NORTH WEST No. 9	6	CANADA No. 10
9	EAST CENTRAL No. 11	10	NORTH EASTERN No. 12
11	SOUTH CENTRAL No. 13	9	ALLEGHENY-OHIO No. 14
10	SOUTH WEST No. 15		VALLEY

OFFICERS	
PRESIDENT	1
PAST PRESIDENTS	2
VICE-PRESIDENTS	21
DIRECTORS	12
TREASURER	1

DEPARTMENTS	
ODD NUMBERED YEARS	EVEN NUMBERED YEARS
GENERAL ADMINISTRATION DEPARTMENT	PROFESSIONAL DEVELOPMENT AND RECOGNITION DEPARTMENT
PUBLICATIONS DEPARTMENT	TECHNICAL OPERATIONS DEPARTMENT

TECHNICAL COMMITTEES 55			
No. OF COMM.	ODD NUMBERED YEARS	No. OF COMM.	EVEN NUMBERED YEARS
8	COMMUNICATION DIVISION	14	INDUSTRY DIVISION
5	GENERAL APPLICATIONS DIVISION	8	INSTRUMENTATION DIVISION
11	POWER DIVISION	9	SCIENCE & ELECTRONICS DIVISION

GEOGRAPHICAL DISTRICTS 15
DISTRICT EXECUTIVE COMMITTEE

C 60.013
BOARD OF DIRECTORS 6
DELEGATES AND ALTERNATES NOT TO EXCEED NUMBER OF TECHNICAL DIVISIONS

DEPARTMENTS 4

TECHNICAL DIVISIONS 6

C 60.020
NOMINATES DISTRICT VICE-PRESIDENTS
ODD-EVEN NUMBERED DISTRICTS IN ALTERNATE YEARS

C 60.011
EACH DISTRICT
(1) REPRESENTATIVE
(1) ALTERNATE

C 60.020
NOMINATES DEPARTMENT DIRECTORS
ODD-EVEN NUMBERED ALTERNATE YEARS

C 60.012
EACH TECHNICAL DIVISION
(1) REPRESENTATIVE AND (1) ALTERNATE

C 60.020
NOMINATES TECHNICAL VICE-PRESIDENTS
ODD-EVEN NUMBERED ALTERNATE YEARS

C 60.010
NOMINATING COMMITTEE
6 BOARD OF DIRECTOR DELEGATES
15 DISTRICT DELEGATES
6 TECHNICAL DIVISION DELEGATES
EXECUTIVE SECRETARY (NO VOTE)

C 60.020
INDEPENDENT NOMINATIONS
25 PETITIONERS
FOR THE OFFICE OF DISTRICT VICE-PRESIDENT, THE PETITIONERS MUST BE FROM THE DISTRICTS CONCERNED

SLATE

C 60.020
DISTRICT VICE-PRESIDENTS (7 OR 8) 2 YR

C50.020
PRESIDENT (1) 1 YR
TREASURER (1) 1 YR
DIRECTORS-AT-LARGE (2) 4 YR

DEPARTMENT DIRECTORS (2) 2 YR

TECHNICAL VICE-PRESIDENTS (3) 2 YR
