

14 - MAN COMMITTEE - AIEE-IRE MERGER

MINUTES OF THE EIGHTH MEETING

Meeting Place: Engineers Club, New York, New York

Date and Time: December 11, 1962 - 8:30 P.M. - 11:15 P.M.;
December 12, 1962 - 8:30 A.M. - 4:10 P.M.

Attendance: All members present except L. V. Berkner and J. D. Ryder.
Drs. Weber and Oliver attended as Observers;
D. G. Fink attended as Secretary.

Actions Taken:

1. Minutes of the Previous Meeting. The minutes of the Seventh Meeting were approved unanimously by those present.

2. Hotel Accommodations, March, 1964 Convention. The Secretary reported that, the necessary releases having been secured, the New York Hilton Hotel had been selected as the Headquarters Hotel for the March, 1964 IEEE Convention and Show.

3. Fall General Meeting, Chicago, 1963. Mr. Blackmon requested that this matter be tabled until Chairman Trucksess of the Technical Operating Department could be consulted. At the conclusion of the meeting, since Mr. Trucksess could not be reached, the Committee decided that the Fall General Meeting should not be held in 1963, but that the matter would be reviewed at the first meeting of the IEEE Board of Directors, if serious problems are created by this decision.

4. Summer General Meeting, Toronto, 1963. The Secretary was requested to get in touch with the General Chairman of the Summer General Meeting scheduled for Toronto in 1963 to ask whether the Professional Technical Group on Nuclear Science has been approached to act as a sponsor of this meeting.

5. IEEE Emblem. The Secretary presented renditions of the IEEE emblem which had been prepared by Dr. Clark, Dr. Oliver, the Standard Emblem Company, and the L. G. Balfour Company. After discussion, the Committee voted unanimously to adopt the Balfour design as its recommendation to the Board of Directors. The center figure of the Balfour presentation was chosen, with the understanding that the vertical arrow in the approved badge would have less taper than shown in the rendition. The Secretary was authorized, in accordance with the unofficial ballot of the IEEE Directors-Elect, to proceed with the procurement of badges from the Balfour Company.

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For the IEEE Fellow badge, the Committee approved the design of the Balfour Company, in which the arrow symbols are cast in white gold and applied to the yellow gold field of the badge. It was suggested that 500 Fellow badges be ordered initially, and that they be offered for sale at a price of \$5.00 to all IEEE Fellows who were elected by IRE and AIEE. Fellows elected in the future by IEEE will receive this badge without charge as a part of the award.

The following color schedule was adopted:

Fellow: White gold symbols on a yellow gold background.
Senior Member: Dark Blue, Balfour #10.
Member: Light Blue, Balfour #8.
Associate Member: Maroon, Balfour #14.
Student Member: Green, Balfour #17.

A price of \$4.00, including postage and handling, was set as the price for badges for Associate, Member, and Senior Member grades. The Student badge will be provided gratis to each new Student member elected by IEEE on or after January 1, 1963. Student members elected prior to this date will have received the IRE and/or AIEE badges; these Students may purchase the IEEE Student badge at a price of \$1.00, including postage and handling.

The Secretary was instructed to prepare a version of the IEEE emblem, suitable for two-dimensional display on letterheads, banners, etc., and to arrange for the copyright of the emblem.

The Secretary was also asked to protect by copyright the emblems of AIEE and IRE and the names of the two constituent societies, against their unauthorized use in the future.

The Secretary was asked, if possible, to have sample badges to show the IEEE Board of Directors at its meeting of January 8, 1963.

6. Copyright of "Electrical Engineering Exposition".

It was pointed out that the contract between AIEE and Reber-Friel Incorporated provides that the copyright in the name "Electrical Engineering Exposition" might not be retained by AIEE (and hence IEEE) under certain conditions. The Secretary was instructed to take such action as is required to retain the copyright in this name for IEEE.

7. Ad Hoc Subcommittee on Regional Boundaries. Chairman

Peterson reported that his Subcommittee had had a meeting the previous day, with all members present except Cozzens, Hodson and Noble. The Committee had decided to recommend against the extension of Student dues beyond the normal term in certain foreign countries and to recommend that the existing procedure

in IRE and AIEE, for allocating memberships to Sections in accordance with the post office address of the member, be retained in IEEE.

Chairman Peterson asked the Secretary to report on the returns of Checklists from the Sections. Checklists have been returned by 200 Sections, out of a total of 233. Of these, a total of 51 plan to merge in January and 42 either plan to merge later than August 1, or have not yet made any plans to merge. 13 Sections have reported that they do not have any "opposite number" Section with which to merge.

The Secretary presented a letter to be sent out to the Section Chairmen with Revision 6-A of the Bylaws. The letter, as amended by the Committee, will be sent out over President-Elect Weber's signature. A copy of this letter is attached to these minutes.

Chairman Peterson reported that there seemed to be no serious boundary questions as reported by the Regional Directors to date. His Committee decided that each Regional Director is to send a letter to the General Manager, not later than December 20, which states either that the boundaries of their Region are satisfactory, or require revisions as stated in the letter, after receiving the concurrence of the Regional Directors for Regions adjacent to his Region. The General Manager will then draw a revised Regional Boundary map and accompanying description and will forward it to all Regional Directors.

Director McFarlan reported that there will be no changes in the boundaries of Regions 8 and 9.

8. Pension Plans for IEEE Staff. The Secretary reported that he had arranged for an actuarial review of the IRE and AIEE Pension Trusts, by the firm of Alexander and Alexander. The actuaries report that both funds are in healthy condition, but that it would be highly desirable to consolidate the plan for the combined staff as soon as possible after the merger. The Committee authorized the General Manager to have such a plan drawn up by the actuaries, at an estimated cost of \$1,000.

The meeting adjourned at 11:15 P.M. and reconvened the following morning at 8:30 A.M.

9. IEEE Staff Assignments. The Secretary reported that eleven members of the combined IRE and AIEE staffs had been appointed to report directly to him. These are:

George W. Bailey, Executive Consultant
Nelson S. Hibshman, Executive Consultant
John L. Callahan, In Charge of TOC Staff
William C. Copp, Advertising Manager
L. G. Cumming, In Charge of Field Operations
R. M. Emberson, In Charge of PTG Staff
E. K. Gannett, In Charge of Editorial Operations
George E. Herrmann, In Charge of Fiscal Operations
Joan Kearney, Administrative Assistant to the General Manager
Charles Rich, Publications Advisor
Emily Sirjane, In Charge of Membership Services

10. Bonding of IEEE Officers. The Secretary reported that the bonding of officers specified in the IEEE Constitution could be for a nominal amount. Officers signing checks on the General Account (maximum balance \$5,000,000) will use only a special form of non-negotiable "transfer check" payable to the Chase-Manhattan Bank for the account of the IEEE Operating Fund. The latter Fund (maximum balance \$500,000) will be accessible only to General Manager Fink and Miss Sirjane, both of whom will be bonded in the amount of the maximum balance. This procedure will save an estimated \$10,400 in bonding fees over a three-year period. All members of the IEEE Staff having access to or responsibility for handling funds, will be bonded in a general policy in line with the current practice of AIEE and IRE.

11. Office for Executive Consultant Hibshman. Dr. Clark reported that Mr. Hibshman was averse to the enlargement of his new office from its present size, as has been planned by the General Manager. It was the sense of the Committee that the General Manager should be authorized to provide an office for Mr. Hibshman appropriate to his high standing in the affairs of the IEEE.

12. Letter to Sections on Financial Reporting. The Secretary was instructed to prepare a letter and questionnaire, to be addressed to all IEEE Section Chairmen, for reporting in full the balance sheet and operating statement of each Section at the time of the merger. The Committee instructed the Secretary to request permission from the Internal Revenue Service to render income tax returns of each Section through IEEE Headquarters, as has been the custom in the IRE. The form of the questionnaire will be designed to aid in the study of Section finances mentioned in Item 2 - e. of the minutes of the Sixth Meeting.

13. Fourth Draft of IEEE Operating Budget for 1963.

Dr. Clark and the Secretary presented a Fourth Draft of the 1963 IEEE Operating Budget, together with a memorandum explaining the changes between the Third Draft and the Fourth Draft.

The Committee adopted this Budget, as its recommendation to the IEEE Board of Directors, but directed that the sum of \$8,000 for "Moving Expense, Staff Relocation and Equipment Relocation" be charged as an Operating Expense rather than against the Surplus.

It was decided that the provision for Bylaw 403.10.e. would be retained in principle but that the amount would not be set down pending a later determination of the structure of Section finances and costs.

This Budget, as amended by the Committee in the present meeting, is attached to these minutes.

Considerable discussion was devoted to various methods of increasing income. The General Manager will undertake a special campaign to sell badges and diplomas to former AIEE and IRE members. It is anticipated that at least \$10,000 of net income can be derived from this source in 1963.

Dr. Clark mentioned that this would be an offset against the additional \$8,000 of expense noted above. The possibility of increasing dues for new members, other than those transferring from Student grade, from \$10 to \$15 was discussed and will be referred to the IEEE Board of Directors. It was further suggested that the dues, for three years, for those transferring from Student grade, might be set at \$12.50.

The possibility of increasing the registration fee for the 1963 IEEE International Convention and Show was discussed. The Secretary will consult Legal Counsel on this matter. The Secretary was requested to inquire into the prices charged for back issues, the charge for subscriptions to libraries, etc., to see whether more income might not be derived from these sources.

Mr. Pratt, at the suggestion of Dr. Berkner, reported on the termination of the "Abstracts and References" Section of the PROCEEDINGS, owing to the discontinuance of this service by the compilers in great Britain. He noted that the British Institution of Electrical Engineers publishes a superior set of abstracts in the IEEE fields, which are available by subscription. IEEE members can secure subscriptions to these abstracts at a special price of \$30.00. If the IEEE were to subsidize the abstract service, at a rate of about 15¢ per member, or a total cost of about \$25,000 per year, IEEE members could then subscribe to these abstracts at a price under \$5.00. Dr. Berkner felt strongly that this subsidy should be included in the present Budget. After discussion, the Committee decided not to take action on this matter at this time, but to refer it to the Executive Committee and Editorial Board for decision.

Treasurer-Elect Clark suggested that the minutes of the present meeting should show a resume of budget estimates, for the years 1963-65 inclusive, on a comparable basis, as follows:

ORIGINAL BUDGET ESTIMATES

<u>Year</u>	<u>Budget Deficit as Published to IRE and AIEE Membership</u>	<u>Adjustment for IRE Pension Plan</u>	<u>Total Deficit or Surplus, as Published</u>
1963	\$259,900 Deficit	\$40,000	\$299,900 Deficit
1964	\$131,250 Deficit	\$40,000	\$171,250 Deficit
1965	\$ 45,000 Surplus	\$40,000	\$ 5,000 Surplus

REVISED BUDGET ESTIMATES

<u>Year</u>	<u>Revised Estimate, Including Adjustment for IRE Pension Plan, and Assuming Same Decrease in costs for 1964 and 1965</u>
1963	\$287,100 Deficit
1964	\$158,450 Deficit
1965	\$ 17,800 Surplus

14. Material on Merger in IEEE Publications. The Committee suggested that in as early an issue as possible, news stories on the merger, the combined staff, the Headquarters, the history of the Founders Societies, a description of the United Engineering Trustees and related activities, a description of the Engineering Societies Library and the Engineering Index, be published in the PROCEEDINGS and in ELECTRICAL ENGINEERING. It was also suggested that those attending the March Convention might be asked to participate in the readership survey and that placards suggesting visits to Headquarters be displayed at that Convention.

15. Agenda for First IEEE Board of Directors Meeting.

The Secretary presented a list of items to be taken up at the first meeting of the IEEE Board. Additional items were offered by the Committee. The tentative agenda, arrived at by the Committee, are as follows:

1. Adoption of IEEE Bylaws.
2. Designation of Directors-Emeritus Goldsmith and Robertson.
3. Election of Officers.
4. Election of Director for Region 9.
5. Appointment of Executive Committee.
6. Appointment of Standing Committees: Awards Board, Editorial Board, Fellow Committee, Inter-Society Relations Committee, Nominations and Appointments Committee, and Tellers Committee.
7. Consideration of Standing Committees to Be Appointed by the Executive Committee.
8. Adoption of the IEEE Emblem.
9. Approval of the 1963 Operating Budget.
10. Approval of Other Actions Recommended by the Joint Merger Committee.
11. Report from the Editor.
12. Report of the Editorial Policy Committee.
13. Reports from the Regional Directors.
14. Adoption of IEEE Regional Boundaries, in Accordance with Recommendation of the Ad Hoc Subcommittee of the Joint Merger Committee.
15. Report on New Sections, Districts, Chapters, and Branches.
16. General Manager's Report.
17. Report on IEEE Finances.
18. Appointment of Auditor.
19. Schedule of Board of Directors Meetings.
20. Schedule of Executive Committee Meetings.
21. Members for Life Resolution.
22. Bank Resolutions.
23. Appointment of Representatives to Other Bodies.
24. Discussion of Procedure and Schedule for Revision of Bylaws.
25. IEEE Policies.
26. Any Other Business.
27. Adjournment.

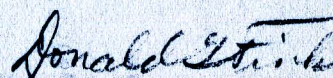
16. Suggestions on Committee Appointments. The Committee received a report from President-Elect Weber concerning possible candidates for officers and members of the various Standing Committees. The Merger Committee offered numerous additional suggestions. It is understood that these are not formal nominations but are merely suggestions for the consideration of the Board and the Executive Committee at their meetings of January 8 and 9.

The list of suggestions on Committee appointments is appended to these minutes.

17. Resolution of Appreciation. Mr. Elgin Robertson offered a Resolution of Appreciation to Co-Chairmen Chase and Haggerty for the manner in which they have conducted the affairs of the Joint Merger Committee. This resolution was unanimously adopted, with hearty thanks, by the other members.

18. Adjournment. In view of the shortness of time, it was decided not to consider suggestions for Committee memberships on the Tellers Committee or the Student Branches Committee, which had not been covered. The other business before the Committee having been completed, the Committee voted to adjourn without plans for a further meeting, but subject to the call of the Chairmen should another meeting be required before the merger takes place.

Respectfully submitted,



Donald G. Fink
Secretary

Attachments (3)

December 13, 1962.