

AGREEMENT OF MERGER

This Agreement made as of this 8th day of March, 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..

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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 furtherance 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 conventions. ← /

- 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 by-laws so provide, may designate one or more committees which, to the extent provided in the constitution or by-laws 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 by-laws, 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 by-laws 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 director; such right of indemnification shall not be deemed exclusive of any other right to which he may be entitled under any by-law, 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 by-laws; and years of service in either of the constituent corporations in any membership grade shall transfer as years of service in the continuing corporation.

(1) 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 Boards 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 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 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 boards of directors of both constituent corporations.

8. If at any time either of the constituent corporations or the continuing corporations 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 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 it 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 Agreement 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

THE INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS
(Incorporated)

TABLE OF CONTENTS

CONSTITUTION

Article

I.	Name, Purpose and Territory	C1
II.	Bylaws	C1
III.	Membership	C2
IV.	Dues and Fees	C2
V.	Groups of Members	C2
VI.	Annual Assembly	C2-3
VII.	Board of Directors	C3
VIII.	President	C4
IX.	Delegates and Directors	C4-5
X.	Corporate Officers	C5-6
XI.	Vacancies	C6
XII.	Nominations and Elections	C6-7
XIII.	Management	C7-8
XIV.	Amendments	C9

INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS
(Incorporated)

CONSTITUTION
Revision #3
March 8, 1962

ARTICLE I

Name, Purpose and Territory

- Sec. 1. The name of this society is the Institute of Electrical and Electronic Engineers, hereinafter called the I.E.E.E. ← ?
- 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 I.E.E.E. 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 I.E.E.E. The term "Bylaws" as used in this Constitution refers only to I.E.E.E. Bylaws. ←
- Sec. 2. Proposed Bylaw changes and reasons therefor shall be mailed to all I.E.E.E. 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 I.E.E.E., the member qualifications, privileges and the requirements for admission, transfer 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 I.E.E.E. 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 I.E.E.E. 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 I.E.E.E. members of the grades specified in the Bylaws.

ARTICLE VII
Board of Directors

- Sec. 1. A Board of Directors shall be the governing body of the I.E.E.E. 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 I.E.E.E. 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 I.E.E.E. 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 I.E.E.E. 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 I.E.E.E. 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 Director-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 I.E.E.E. 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 I.E.E.E. 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 I.E.E.E., 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 I.E.E.E. publication which goes to all voting members.
- Sec. 2. The methods for making nominations shall be as 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 I.E.E.E. no later than twelve o'clock noon on the Friday prior to August fifteenth. Such petition shall be signed by at least 1/3 per cent of the total number of voting members as listed in the official membership records of the I.E.E.E. 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 I.E.E.E. 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 I.E.E.E. members as he is able and promote the objectives of the I.E.E.E.
- 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 I.E.E.E.
- Sec. 4. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of the I.E.E.E. 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 I.E.E.E. publication policies.
- Sec. 6. All funds received by the I.E.E.E. 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 as 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 the I.E.E.E. 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 I.E.E.E. 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 ⁷78-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. m-f-l?
- (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 ² grade, and the annual dues shall be \$10.00 for the ^{Stud to Assoc} first three years of IEEE membership 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 Member-

ship 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.

- 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 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 Technical 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 IEE 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 Indices, 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 conference. This General Meeting shall primarily be devoted to organization 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.