

CONSTITUTION  
OF THE  
AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

[Incorporated March 16, 1896.]

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1885, September 27, 1892, May 15, 1894,  
March 16, 1896, May 21, 1901, May 21, 1907,  
May 21, 1912, and May 16, 1916.]

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ARTICLE I.

1. The name of this association is the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS.

2. Its objects shall be the advancement of the theory and practice of Electrical Engineering and of the allied Arts and Sciences and the maintenance of a high professional standing among its members. Among the means to this end shall be the holding of meetings for the reading and discussion of professional papers and the publication of such papers, discussions and communications as may seem expedient.

ARTICLE II.

MEMBERSHIP.

3. The membership of the INSTITUTE shall consist of Honorary Members, Fellows, Members and Associates. Fellows, Members and Associates shall be equally entitled to all the rights and privileges of the INSTITUTE, excepting that Fellows only shall be eligible to the office of President; and Fellows and Members only shall be eligible to the offices of Vice-President, Manager and Treasurer. Fellows and Members shall be entitled to a diploma. Honorary Members shall be entitled to all the rights and privileges of the INSTITUTE, except the right to vote and to hold office.

4. A Fellow shall be not less than thirty-two years of age and shall be either:

a. An electrical engineer by profession. As such he shall be qualified to design and to take responsible charge of important electrical work; he shall have been in the active practice of his profession for at least ten years, and shall have had responsible charge of important electrical work for at least three years.

When the applicant holds, in a principal national society of an allied branch of engineering, membership of a grade for which the qualifications indicate a standing equal to that required for the grade of Fellow herein, such membership shall be considered equivalent to five of the requisite ten years of active practice of the electrical profession.

b. A professor of electrical engineering or of electrical science. As such he shall have attained special distinction as an expounder of the principles of electrical science and of electrical engineering; he shall have had at least ten years' experience as a teacher of electrical subjects, and shall have had responsible charge for three years, in an electrical course of a principal school of engineering. Any years of experience as defined in paragraph "a" that the applicant may have had as an electrical engineer shall be considered the equivalent of the same number of years of experience as "a teacher of electrical subjects."

c. A person who has done notable original work in electrical science of a character to give him a recognized standing equivalent to that required for Fellows under paragraphs "a" and "b."

d. A person regularly engaged in electrical work for at least ten years, who, by inventions or by special proficiency in contributions to electrical science or the electrical arts or electrical literature has attained a standing equivalent to that required for Fellows under paragraphs "a" and "b."

5. A Member shall be not less than twenty-seven years of age, and shall be either:

a. An electrical engineer by profession. As such, under general direction, he shall have designed and taken responsibility for important electrical engineering work; he shall have been in the active practice of his profession for at least five years.

When the applicant holds in a principal national society of an allied branch of engineering, membership of a grade for which the qualifications indicate a standing equal to that required for the grade of Member herein, such membership shall be considered equivalent to two and one-half years of the requisite five years in active practice of the electrical profession.

b. A teacher of electrical engineering or of electrical science. As a teacher of electrical subjects he shall have had at least five years' experience in a school of recognized standing. Any years of experience the applicant may have had as an electrical engineer shall be considered the equivalent of the same number of years of experience as a "teacher of electrical engineering or of electrical science."

c. A person regularly employed in electrical or closely allied work for at least five years, who, by inventions or by proficiency in electrical science, the electrical arts, or electrical literature, or as an executive of an electrical enterprise of large scope, has attained a standing equivalent to that required for Members under paragraphs "a" and "b." In the case of such an executive the applicant must be qualified to take responsible charge of the broader features of electrical engineering involved in the work under his direction.

6. An Associate shall be not less than twenty-one years of age and shall be either:

a. An electrical engineer by profession.

b. A teacher of electrical subjects.

c. A person who is interested in, or connected with, the study or application of electricity.

7. In all cases, graduation from the electrical course of a school of engineering of recognized standing shall be considered the equivalent of one year's electrical experience.

8. Honorary Members may be chosen from among those who have rendered acknowledged eminent service to electrical engineering or its allied sciences.

### ARTICLE III.

#### ADMISSION, TRANSFER AND EXPULSION OF MEMBERS.

9. Honorary Members shall be proposed in writing by at least ten members, and may be elected only by the unanimous vote of the Board of Directors, a ballot in writing to be forwarded by members absent from the Directors' meeting. The election of an Honorary Member shall be deemed invalid if an acceptance is not received within six months after the date of his election.

10. Application may be made for admission to any grade of membership. Except as otherwise provided in this Article, ap-

plicants shall give references to members of the INSTITUTE as follows:

For the grade of Fellow, to five Fellows.

For the grade of Member, to four Fellows or Members.

For the grade of Associate, to three Fellows, Members or Associates.

Application may be made for transfer from the grade of Member to the grade of Fellow, or from the grade of Associate to the grade of Member or to the grade of Fellow.

Should an applicant for admission or transfer to any grade certify that he is not personally known to the above specified number of Fellows, Members or Associates who are sufficiently familiar with the applicant's experience to justify him in using their names as references, the Board of Examiners may accept, for the deficiency, other references, preferably professional engineers of standing.

11. Regulations as to the form of applications, and of transfers from one grade to another, and as to the method of their consideration, shall be prescribed in the By-laws.

12. All elections and transfers shall be by vote of the Board of Directors; two negative votes shall exclude a candidate.

13. The Board of Directors may refuse to elect or transfer any applicant whose character, reputation or professional conduct would make him, in the opinion of the Board of Directors, an undesirable member.

14. A member of any grade in the INSTITUTE may resign his membership by a written communication to the Secretary. If all his dues and other indebtedness have been paid his resignation shall be accepted.

15. Upon the written request of ten or more Fellows, Members or Associates that, for cause stated therein, a Fellow, Member or Associate of the INSTITUTE be expelled, the Board of Directors shall consider the matter, and if there appears to be sufficient reason, shall advise the accused of the charges against him. He shall then have the right to present a written defence, and to appear in person or by duly authorized representative before a meeting of the Board of Directors, of which meeting he shall receive notice at least twenty days in advance. Not less than two months after such meeting, the Board of Directors shall finally consider the case, and if in the opinion of the Board of Directors a satisfactory defence has not been made, and the accused member has not in the meantime tendered his resignation, he shall be expelled.

## ARTICLE IV.

## DUES.

16. The entrance and transfer fees, payable on admission to the INSTITUTE, or upon transfer, shall be as follows:

Admission to the grade of Fellow,	twenty (20) dollars.
“ “ “ “ “ Member,	fifteen (15) “
“ “ “ “ “ Associate,	five ( 5) “

The transfer fee from one grade of membership to another shall be the difference between the corresponding admission fees.

17. The annual dues shall be as follows:

For Fellows,	twenty (20) dollars.
“ Members,	fifteen (15) “
“ Associates,	ten (10) “

18. Honorary Members shall be exempt from all payments.

19. Persons elected after any portion of the fiscal year shall have expired, shall pay dues pro rata for the unexpired quarters of that fiscal year.

20. A Fellow, Member or Associate in good standing may, by a single payment of an amount equal to twenty times the then annual dues of his grade, become exempt from all future payments for dues in that grade. On transfer to a higher grade, a Member or Associate shall pay the usual transfer fee and an amount equal to twenty times the difference between the annual dues in the grade to which he is being transferred and that which he held prior to such transfer. All amounts now held or hereafter paid of the nature of such life payments shall be placed in the special fund designated as the “ Life Membership Fund.” The interest earned by this fund shall be credited to current income. Should the principal of this fund increase so that the interest on it is in excess of the annual dues which the living Fellows, Members and Associates who contributed to the fund would have paid on an annual basis, the Board of Directors may, by resolution, transfer from the fund to the current income of the Institute an amount not exceeding the excess principal.

21. A Fellow, Member or Associate who is in arrears for one year or more for all or any part of his dues, may be dropped from membership, as delinquent, by the Board of Directors. A Fellow, Member or Associate who has been dropped as delinquent, may be reinstated upon payment of all back dues, retaining his original date of election.

22 The Board of Directors may, in its discretion, remit the

unpaid dues of any Fellow, Member or Associate who is in arrears and who has been upon the membership list for a long term of years.

## ARTICLE V.

### OFFICERS.

23. The officers of the INSTITUTE shall be a President, six Vice-Presidents, twelve Managers, a Secretary, and a Treasurer.

24. The President, the Vice-Presidents, the Secretary and the Treasurer shall hold office for one year, and the Managers for four years. The President, Vice-Presidents and Managers shall not be eligible for immediate re-election to the same office. A Vice-President shall not be eligible for immediate election to the office of Manager. At each Annual Meeting the President, six Vice-Presidents, three Managers and the Treasurer shall be elected by the membership, and their terms of office shall commence on the first of August next succeeding their election. The Secretary shall be appointed by the Board of Directors.

**SPECIAL SECTION.** At the election of Vice-Presidents and Managers held in 1917 there shall be elected three Vice-Presidents to serve for one year each and four Managers, of whom the junior one shall serve for three years and the senior three for four years each.

The terms of office of certain Managers elected in the years 1915 and 1916 shall be increased as follows:

Of the Managers elected in 1916 the terms of the senior two shall be extended for one year so as to expire in 1920, and of the Managers elected in 1915 the term of the senior one shall be extended for one year so as to expire in 1919. Seniority between officers of the same rank and date of election shall be determined in accordance with the provisions elsewhere in this Article.

This special section shall take precedence over any and all other provisions of the constitution that may be inconsistent therewith and shall remain in force until August 1, 1920, after which date it shall cease to be a part of the constitution.

25. A vacancy in the office of President shall be filled by the senior Vice-President who is a Fellow; a vacancy in the office of Vice-President shall be filled by the senior Manager. Seniority between officers of the same rank and date of election shall be

determined by the date of their election to the Institute. In case there be two or more Vice-Presidents or Managers of equal seniority the determination as to which one of such respective officers shall, as herein provided, succeed to a vacancy occurring in a higher office, shall be made by lot under the auspices of the Board of Directors or such other auspices as may be determined by such Board. All other vacancies shall be filled by the Board of Directors for the unexpired term. Such succession to office or appointment by the Board of Directors shall not render an officer ineligible for immediate election to the same office.

26. No officer shall receive, directly or indirectly, any salary, compensation or emolument from the INSTITUTE, either as such officer or in any other capacity, unless authorized by a vote of a majority of the entire Board of Directors.

27. No officer shall be interested, directly or indirectly, in any contract relating to the operations conducted by the INSTITUTE, nor in any contract for furnishing supplies thereto, unless expressly authorized by the By-laws or by the unanimous vote of the members of the Board of Directors present at any meeting.

## ARTICLE VI.

### ELECTION OF OFFICERS.

28. The President, at the Directors' meeting to be held in February, shall appoint, subject to the approval of the Board of Directors, five Fellows, Members or Associates, not members of the Board of Directors, to constitute the Committee of Tellers; should this Directors' meeting not be held, the President, previous to the twenty-first of February, shall appoint this committee by letter to the Secretary, who shall notify the members thereof.

29. Any Fellow, Member or Associate who shall deliver to the Secretary on or before the first day of March, a written petition signed by at least twenty Fellows, Members or Associates, stating their desire that he be a member of the Committee of Tellers, shall also be a member of that committee; provided that the aforesaid signatures shall not have appeared on another similar petition.

30. During the first week in February of each year the Secretary shall mail or deliver to each Fellow, Member and Associate of

the INSTITUTE a form showing the offices to be filled at the ensuing annual election in May, and containing the names of the incumbents, and a copy of this and the next section of this Article, with the request that nominations be made for the various offices to be filled. These nominations shall not be signed, and shall be enclosed in an envelope, identified on the face by the name of the sender and mailed to the Secretary. To be considered, nominations must reach the Secretary prior to March first. The nomination ballots shall be counted and canvassed by the Committee of Tellers, after first eliminating the ballots of members who are delinquent or otherwise disqualified from voting.

31. Prior to the March meeting of the Board of Directors, the Committee of Tellers shall submit to each member of the Board of Directors a classified list of all nominations received and the number of votes for each, omitting, however, any name which has not received a number of votes amounting to at least three per cent (3%) of the total number of ballots counted. The Board of Directors, at its March meeting, shall remove from this list the name of any Fellow, Member or Associate who is ineligible to the office for which he has been nominated, and the remaining names, the nominees, shall be listed on the election ballot, candidates for the same office being listed in the order of the number of nomination votes received, beginning with the highest number and giving on the ballot the number of votes received opposite each name. From the list of nominees the Directors shall select a complete ticket consisting of those whom it deems best suited for the offices to be filled. These nominees shall be known as "Directors' Nominees" and suitably designated on the ballot. An arrangement shall be provided on the ballot so that any nominee may be voted for and also so that the "Directors' Nominees" may be voted for as a group. Any nominee may, prior to the printing of the ballots, withdraw his name by written request to the Secretary, whereupon that fact shall be suitably indicated upon the ballot.

32. The voting for each office shall be restricted to the nominees for that office as printed on the ballot. The ballot, together with an envelope on which shall be printed the title of the Institute, the name and address of the Secretary, and the words "Official Voting Envelope—Enclosing a Ballot Only," shall be mailed by the Secretary not later than the first of April, to every Fellow, Member and Associate, together with a copy of this and the following section of this Article; provided that any qualified

Fellow, Member or Associate not having a ballot and envelopes shall be entitled to obtain them from the Secretary at any time before the first of May.

33. All names voted for shall be written, printed or otherwise marked on a single ticket or ballot, which shall be enclosed in a sealed, unmarked and unidentified inner envelope of any suitable character, which shall in turn be enclosed either in the "Official Voting Envelope" (received from the Secretary), or any other envelope, marked on its face, "Non-Official Voting Envelope—Enclosing a Ballot Only." The outer envelope of either class shall be identified by the name of the sender on its face, shall be sealed, and in order to be counted, shall reach the Secretary not later than the first day of May.

34. The Committee of Tellers shall meet at the office of the INSTITUTE as soon after the first day of May as possible, and shall receive, unopened, all ballots from the Secretary, who shall also make to it a written report of the number of ballots received on and before, and after, the first day of May. It shall forthwith proceed, in secret, to count the vote, after first eliminating the ballots of members who are delinquent or otherwise disqualified from voting, and shall prepare and sign in duplicate a report of the results of the vote, which shall be sealed, and of which one copy shall forthwith be filed with the Secretary, and of which the other copy shall remain in possession of the chairman of the committee who shall hand this report to the presiding officer at the ensuing Annual Meeting. In the absence of this report by the chairman of the committee, the Secretary shall produce the duplicate copy, and hand the same to the presiding officer of the meeting. The presiding officer shall cause the report to be read at the first session of the Annual Meeting and shall declare duly elected the eligible persons receiving the greatest number of votes for the respective offices.

## ARTICLE VII.

### MANAGEMENT. DUTIES OF OFFICERS AND COMMITTEES.

35. The affairs of the INSTITUTE shall be managed by a Board of Directors under this Constitution and the general provisions of the laws under which it is incorporated. The Board of Directors shall consist of the President, two Junior Past-Presidents, the Vice-Presidents, the Managers and the Treasurer.

36. The Board of Directors shall have such powers and duties as are prescribed by statute for a Board of Directors.

37. The Board of Directors shall direct the investment and care of the funds of the INSTITUTE, shall make appropriations for specific purposes, shall pass upon all applications for admission or for transfer, shall act upon all questions of expulsion of members, shall appoint all employees and fix their salaries, and in general shall direct the business of the INSTITUTE, either itself or through its officers and committees. The Board of Directors at its first meeting in each fiscal year shall appoint a member of any grade to serve as Secretary of the INSTITUTE for one year, commencing on the first of August next succeeding, subject to removal only by an affirmative vote of a majority of the members of the Board. The Secretary shall receive a salary fixed by the Board. He shall take part in the deliberations of the Board but shall not have a vote therein.

38. The Board of Directors shall prepare and adopt a series of By-Laws which shall govern its procedure and that of the committees, under this Constitution. Such By-laws shall be adopted or may be amended by a concurring vote of not less than a majority of the Board of Directors; provided, that the text of a proposed By-law or amendment shall be furnished to each member of the Board of Directors at least ten days before the meeting at which a vote on the same will be taken.

39. The President shall have general supervision of the affairs of the INSTITUTE, under the direction of the Board of Directors. He shall preside at the meetings of the INSTITUTE, and of the Board of Directors at which he may be present, and shall be *ex-officio* member of all committees. He shall deliver an address at the Annual Convention. In the absence of the President, a Vice-President, or, in the absence of all of the Vice-Presidents, a Manager, shall preside at meetings of the INSTITUTE and the Board of Directors. The President shall appoint the standing committees of the INSTITUTE. He may also appoint special committees from time to time.

40. The Secretary shall be the executive officer of the INSTITUTE under the direction of the President and the Board of Directors. He shall attend all meetings of the INSTITUTE and of the Board of Directors, and record the proceedings thereof. He shall collect and deposit, subject to the order of the Treasurer, all moneys due the INSTITUTE, re-

porting such deposit to the Treasurer, who shall receipt for the same. He shall personally certify the accuracy of bills or vouchers on which money is to be paid, and shall draw and countersign all checks, and these shall be signed by the Treasurer when such drafts are known to him to be proper, and duly authorized by the Finance Committee and in accordance with warrants executed by the Secretary. He shall have charge of the books and accounts of the INSTITUTE. He shall furnish to the Board of Directors from time to time such statements as may be required. He shall conduct the correspondence of the INSTITUTE, and shall keep full records. He shall be in responsible charge, under the President and the Board of Directors, of all the property of the INSTITUTE. He shall, with the approval of the Board of Directors, employ such clerical force as may be necessary and shall be responsible for the work of all employees of the INSTITUTE. He shall perform such other duties as may be assigned to him. His entire time must be devoted to the affairs of the INSTITUTE, unless otherwise authorized by the Board of Directors.

41. The Treasurer and the Secretary shall invest such funds as may be ordered by the Board of Directors. They shall pay bills when approved by the Finance Committee, for expenditures authorized by the Board of Directors. The Board of Directors may authorize the Treasurer and the Secretary to pay certain specified routine expenses in advance of approval by the Finance Committee. The Treasurer shall make an annual report and such other reports as may be prescribed.

42. The Board of Directors may delegate any or all of its powers to an Executive Committee of seven members, consisting of the President and the Treasurer, *ex-officio*, and five other members of the Board of Directors, which committee shall conduct the affairs of the Board of Directors between its meetings.

43. The Board of Directors or the Executive Committee (subject to the direction of the Board) may at any time authorize any officer, director, other person, or committee, to perform any acts or functions, which in the Constitution or By-laws may be prescribed to be performed by any specified officer, other person, or committee whenever by reason of death, absence, disability or other cause, sufficient ground therefor shall appear to the Board or Executive Committee.

44. The standing committees to be appointed by the President shall be the Finance Committee, the Board of Examiners and such other committees as may be so specified in the By-laws or by resolution of the Board of Directors. The Finance Committee shall have direct supervision of the financial affairs of the Institute. All of its members shall be members of the Board of Directors. The Board of Examiners shall consider the qualifications of applicants for election and for transfer, whose applications have been received by the Secretary and which are in conformity with Article III, and shall report its findings to the Board of Directors for action. All of its members shall be Fellows of the Institute.

Each standing committee shall include at least one member of the Board of Directors. All committees shall be directly responsible to the Board of Directors, shall act under its direction and shall perform such duties and have such powers as specified in this Constitution, in the By-laws, and as delegated to them by the Board of Directors. The Board of Directors may, at any time, at its own discretion, remove any or all members of any committee and appoint others. The terms of the members of all standing and special committees shall terminate at the close of the administrative year, July 31, or as soon thereafter as their successors are appointed.

Sec. 45. All official communications of committees to the Board of Directors shall be made through the Secretary unless otherwise specially ordered by the Board of Directors.

46. The Board of Directors may, at its discretion, appoint Local Honorary Secretaries to represent the INSTITUTE in foreign countries. Such appointments shall be made for a period of two (2) years and may be renewed.

47. The following numbers shall constitute a quorum of the Board of Directors:

For all business prescribed by statute for a Board of Directors—a majority or such larger number as the statute may require.

For expulsion of members—fifteen members.

For all other business—five members.

48. Unless otherwise specifically provided in this Constitution, the action of the Board of Directors shall, in all cases, be determined by the concurring vote of a majority of the members present, providing there exists the quorum required for the particular business.

## ARTICLE VIII.

## MEETINGS

49. The Annual Meeting of the INSTITUTE shall be held in the City of New York, beginning on the third Friday in May, when a report of the proceedings of the INSTITUTE for the past fiscal year shall be furnished by the Board of Directors. This report shall be verified by the Secretary and approved by the Board of Directors. It shall show the whole amount of real and personal property owned, where located, where and how invested; the amount and nature of the property acquired during the past fiscal year and the manner of its acquisition; the amount applied, appropriated or expended during the year, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and all other essential facts bearing upon the status of the INSTITUTE. This report shall be filed with the records of the INSTITUTE and an abstract thereof entered in the minutes of the Annual Meeting. The reports of all officers and of the standing committees shall be presented at the Annual Meeting, and the vote for officers for the ensuing year shall then be announced. In addition to the above, professional papers and the discussions thereof may be presented, and any other business may be brought before, and transacted at, this meeting. Notice of the Annual Meeting shall be sent by mail or otherwise to all Fellows, Members and Associates at least ten days in advance.

50. There shall be held outside the City of New York not later than August first an Annual Convention of the INSTITUTE, for the presentation and discussion of professional papers, and for the transaction of other business not affecting the organization or policy of the INSTITUTE. All questions affecting the organization or policy of the INSTITUTE may be brought up for discussion at this Convention, and may be referred by a majority vote to the Board of Directors, with recommendations. The time and place of such Convention shall be fixed by the Board of Directors.

51. Except as otherwise provided by law or by the Constitution, special meetings of the Institute for the transaction of business may be called by the Board of Directors at any time, by written notice stating the specific object thereof mailed to each Fellow, Member and Associate at least ten (10) days prior to the date of said meeting.

52. Other meetings of the INSTITUTE may be held at such times and places as the Board of Directors shall select, at

which no business affecting the organization or policy of the INSTITUTE shall be transacted.

53. Cushing's Manual shall govern the procedure at meetings of the INSTITUTE and of the Board of Directors, when not in conflict with the Constitution and By-laws.

## ARTICLE IX.

### INSTITUTE SECTIONS AND BRANCHES.

54. Whenever, in the judgment of the Board of Directors, a sufficient number of Fellows, Members and Associates shall petition, in writing, these members may form, subject to the Constitution and all By-laws and regulations which may be hereafter prescribed by the Board of Directors, a Section organization for the purpose of more effectually carrying out the aims of the INSTITUTE.

55. Any Fellow, Member or Associate may become a member of such Section, but a Fellow, Member or Associate shall be entitled to vote, or hold office, in one Section only.

56. The officers of each Section shall consist of a Chairman, a Secretary, and such other officers as each Section may find desirable. These officers shall be elected by the votes of the Fellows, Members and Associates of that Section, in the manner provided in the Section By-laws. The election of any Fellow, Member or Associate as a Section officer, shall not debar him from election or appointment to any other office in the INSTITUTE.

57. The Chairman of the Section shall perform the duties usually devolving upon the Chairman of any organization, and in addition shall be *ex-officio* a member of the Sections Committee of the INSTITUTE. He shall have the privilege of appearing before the Board of Directors at any meeting, on giving due notice of his intention to do so, for the purpose of conference with the Board of Directors, in regard to any matters pertaining to the affairs of the INSTITUTE in his Section. The Chairman shall perform such other duties and shall have such others powers as may be delegated to him by the Board of Directors.

58. The Secretary shall report the proceedings of the Section to the Secretary of the INSTITUTE; he shall, in general, discharge the duties of a Secretary both to the Section itself and in its relation to the INSTITUTE; he shall perform such other duties

as may be prescribed in the Section By-laws, or in the By-laws of the INSTITUTE, or delegated to him by the Board of Directors.

59. Each Section may have the privilege of being represented at the Annual Convention, by an official delegate, who shall be the Chairman of that Section, or, in his absence or inability to attend, by an alternate delegate selected by the Section. The official delegate attending the Annual Convention may have his expenditures for transportation refunded by the INSTITUTE, as provided in the By-laws.

60. The Sections may hold meetings at such times and places as may be determined by their officers, for the purpose of carrying on their work.

61. Any Section may adopt for its own government such By-laws to be known as "Section By-laws" as it may find expedient, provided that no provision thereof shall be incompatible with the Constitution or the By-laws of the INSTITUTE.

62. Branches may be formed at institutions of learning and Student meetings may be held as provided in the By-laws.

63. Sections and Branches may be dissolved in the manner specified in the By-laws for failure to comply with the Constitution and By-laws of the INSTITUTE.

## ARTICLE X.

### GENERAL.

64. A quorum at the Annual Meeting, or at any special business meeting, present in person or by proxy, shall consist of not less than three per cent (3%) of the total membership of the Institute.

65. Every Fellow, Member or Associate entitled to vote at any meeting may so vote by proxy, signed by the Fellow, Member or Associate and filed with the Secretary before the meeting at which it is to be voted. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the Fellow, Member or Associate executing it shall have specified therein the length of time it is to continue in force, which shall be for some limited period. Every proxy shall be revocable at the pleasure of the person executing it.

66. The fiscal year of the INSTITUTE shall terminate with the thirtieth day of April.



## ARTICLE XI.

## AMENDMENTS.

67. Amendments to this Constitution may be proposed by means of a petition signed by not less than one hundred (100) Fellows, Members or Associates and received by the Secretary not later than February first; or by means of a Resolution adopted by the Board of Directors not later than February first. Such proposed amendment or amendments shall be submitted to legal counsel by the Board of Directors, and if, in the opinion of such counsel, they are in accordance with the laws under which the INSTITUTE is organized, a copy shall be mailed, with a letter ballot, to each Fellow, to each Member and to each Associate, not less than sixty (60) days before the Annual Meeting.

68. Votes, to be considered, shall be written or printed and received, through the mail or otherwise, by the Secretary not later than one week before the Annual Meeting. The Secretary shall hand these votes unopened to the committee of Tellers, which shall count such votes and make a sealed report to the Board of Directors in duplicate, of which one copy shall forthwith be filed with the Secretary, and of which the other copy shall remain in possession of the chairman of the committee, who shall hand this report to the presiding officer at the annual meeting. In the absence of this report by the chairman of the committee the Secretary shall produce the duplicate copy and hand the same to the presiding officer of the meeting. The presiding officer shall then cause the report to be read. If the total vote be not less than twenty per cent. (20%) of the total membership of the INSTITUTE, and if seventy-five per cent. (75%) or more of all the Fellows, Members and Associates voting shall declare themselves in favor of the proposed amendment or amendments, the same shall become a part of the Constitution.

69. Amendments shall take effect thirty (30) days after their adoption, but officers and officers-elect of the INSTITUTE at the time any amendment becomes effective shall continue in office until the end of the terms for which they were elected.

70. Without changing their import the Board of Directors may number, and from time to time re-number, the various sections of the Constitution so as to serve the purpose of ready reference thereto.

71. The Secretary shall print copies of the amendments as soon as practicable after adoption, and distribute the same to Fellows, Members and Associates.

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