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Draft of Proposed
CONSTITUTION AND BYLAWS
for the

SOCIETY OF RADIO AND ELECTRICAL ENGINEERS
(Incorporated)

Revision #1

January 2, 1962

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SOCIETY OF RADIO AND ELECTRICAL ENGINEERS
(Incorporated)

CONSTITUTION
Revision #1

10. Name, Purpose and Territory

1. The name of this society is the Society of Radio and Electrical Engineers, hereinafter called the SREE.
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.
3. The territory in which its operations are to be conducted is the entire world.

11. Bylaws

1. Bylaws shall be established as hereinafter set forth, for the purposes of governing the operations and administration of the SREE. The term "Bylaws" as used in this Constitution refers only to SREE Bylaws.
2. Proposed Bylaw changes and reasons therefor shall be mailed to all SREE 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.

12. Membership

1. The grades of membership of the SREE, the member qualifications, privileges and the requirements for admission, transfer and severance pertaining to each grade shall be specified in the Bylaws.
2. The term "member" when printed without an initial capital, where used in this Constitution, includes all grades of membership.
3. The term "voting member" as used in this Constitution means a member entitled to vote on SREE matters.

13. Dues and Fees

1. Dues and fees shall be specified in the Bylaws.
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.

14. Groups of Members

1. The Board of Directors may authorize the establishment of groups of members for promoting the objectives and interests of the SREE. 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.

15. Annual Assembly

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.

2. The annual Assembly shall meet during January of each year. The President of the SREE 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.

3. All of the Delegates shall be of full age and shall be SREE members of the grades specified in the Bylaws.

16. Board of Directors

1. A Board of Directors shall be the governing body of the SREE 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 SREE shall preside.
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.
3. All of the Directors shall be of full age, shall be SREE 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.
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.
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.

17. President

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.

18. Delegates and Directors

1. The voting members of the SREE 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.
2. The territory of the SREE shall be divided, at the discretion of the Board of Directors, into geographical districts 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.
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.
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.
5. The terms of office of Directors elected by the annual Assembly shall be specified in the Bylaws.

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.

19. Corporate Officers

1. The Corporate Officers of the SREE shall be the President, one or more Vice Presidents as specified in the Bylaws, the Secretary, the Treasurer and the Editor.
2. The Bylaws shall specify those Corporate Officers, other than the President, if any, 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.
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.
4. No Corporate Officer or Director shall receive, directly or indirectly, any salary, traveling expenses, compensation, or emolument from the SREE 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 at a regularly constituted meeting.
5. No Corporate Officer or Director shall be interested, directly or indirectly, in any contract relating to the operations of the SREE, nor in any contract for furnishing supplies thereto, unless authorized by the Bylaws or by the concurring vote of two-thirds of the Directors at a regularly constituted meeting.

20. Vacancies

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.
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.

21. Nominations and Elections

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 publication in a SREE publication which goes to all voting members.
2. 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 SREE no later than twelve o'clock noon on the Friday prior to August fifteenth. Such petition shall be signed by at least one per cent of the total number of voting members as listed in the official membership records of the SREE at the end of the previous year, but in no case shall the number be less than one hundred.

3. 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.

22. Management

1. The President shall be the principal Officer of the SREE 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 SREE members as he is able and promote the objectives of SREE by delivering addresses and other means.
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.

3. The Secretary, under the control 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 SREE.
4. The Treasurer, under the control of the Board of Directors, shall have general supervision of the fiscal affairs of the SREE and shall be responsible for the keeping of records thereof.
5. The Editor, under the control of the Board of Directors, shall be responsible for the general supervision and conduct of SREE publication policies.
6. All funds received by the SREE shall be deposited in an account requiring the signatures of at least two of the Corporate Officers for withdrawal. The Board of Directors shall designate those Corporate Officers authorized to execute such withdrawals.
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.
8. The number of Delegates required to constitute a quorum at the annual Assembly shall be stated in the Bylaws but shall not be less than one-third of the total number of Delegates or if one-third be nine or more, not less than nine.

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.
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.
11. The fiscal year of the SREE shall be defined in the Bylaws.

23. Amendments

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 per cent of the total number of voting members as listed in the official membership records of the SREE 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.
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, by publication going to all voting members.
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.

BYLAWS Revision #1

100. Groups of Members

101. Regions

1. As required by the Constitution, the territory of the United States, its possessions, Canada and Mexico shall be divided into seven Regions which shall be designated by number. The rest of the world shall be designated Region 8.
2. When new Regions are established, or when changes are made in Regional boundaries, the changes shall be made effective so that no Regional Delegate - Regional Director shall have his term shortened by such changes.
3. Regions failing to maintain reasonable activity may be dissolved and the Sections therein may be absorbed into other Regions the boundaries of which are to be correspondingly altered.
4. Each Region shall have a Regional Committee which shall consist of at least the Regional Director, the junior past Regional Director, the Chairman of the Regional Student Activities Committee and two representatives of each Section in the Region, one of these to be the Chairman of the Section and the other to be appointed by the Section's Executive Committee from among a group comprised of the junior past Chairman and the present elected officers of the Section. In case of necessity, a Section may be represented at a Regional Committee meeting by alternates appointed by the Section Executive Committee.

5. The Regional Committee may include additional voting members not exceeding in number one-fourth of the above mandatory number of members representing the Sections in the Region. The purpose for such additional members shall be determined by the Regional Committee based upon each Region's individual requirements. Such additional members shall be appointed on a year-to-year basis by the Regional Director, subject to the approval of the Regional Committee.

6. Each member of the Regional Committee shall be of Member, Senior Member or Fellow grade in the SREE. The term of office of each member other than the Regional Director and the junior past Regional Director shall be one year concurrent with the term of office of the Section officers. Vacancies, except for Regional Director, shall be filled by appointment of the Section Executive Committee in which the vacancy exists.

7. The Regional Committee shall hold at least one meeting each year, within or without the Region. A quorum for a Regional Committee meeting shall consist of at least one-third of the members of the committee or their alternates and shall include representatives from at least half of the Sections in the Region. The Regional Director or, in the event of his unavailability, a Regional Committee Vice Chairman, shall be responsible for calling the necessary number of Regional Committee meetings.

8. The duties of the Regional Committee shall include the making of at least one nomination for Regional Delegate-Regional Director for its Region during election years, participation in the development of the SREE by means of suggestions on national and international matters to the Executive Committee and on Regional and Sectional matters to the Sections comprising the Region.

9. The Regional Director shall be Chairman of the Regional Committee and shall appoint one or more Vice Chairmen from among the membership of the Committee. The Chairman of the Regional Committee shall appoint a Secretary-Treasurer from among the membership of the Region for a two-year term concurrent with that of the Chairman. The duties of the Secretary-Treasurer shall include correspondence, the keeping of the minutes of the Committee meetings, mailing notices, handling of funds, the keeping of financial records, the submission of a report at the end of each year and such other duties as are assigned to him by the Chairman. The Secretary-Treasurer shall not be a voting member of the Committee unless he shall be appointed a voting member for a term of one year by the Regional Director, subject to the approval of the Regional Committee.

10. Pending installation of the first Regional Director of a Region, the Chairman of the largest Section, numerically, in the Region shall act as Chairman pro-tem of the Regional Committee, and the Chairman pro-tem shall appoint a Secretary-Treasurer pro-tem.

11. Each Region shall establish a Regional Student Activities Committee to be responsible to the Regional Committee. It shall be concerned with the encouragement of student and educational activities in the Region including Student Member and Student Branch operations, general supervision of student activities and meetings when held on a Regional basis, and the fostering and coordination of educational activities with the Sections. The Regional Student Activities Committee shall be composed of all Counselors in the Region and any Education Committee members residing in the Region, ex-officio. The chairman of this Committee is to be appointed from the Region membership by the Regional Director; his term of office shall correspond with that of the Regional Director; he shall be a member of the Regional Committee, ex-officio.

12. Each Regional Committee shall conduct its activities within the Constitution, Bylaws and other rules which by law affect the membership and activities of the SREE.

102. Sections

1. There shall be established throughout the territory in which SREE conducts operations groups of members residing in specified geographical districts designated as Sections.
2. All Sections shall be exclusively those of the SREE. No Section joint with any other organization, society, or group shall be recognized. However, SREE Sections may cooperate with other organizations in the holding of joint meetings and may invite members of such organizations and the public to their meetings.
3. The Executive Committee may dissolve any Section for any reason deemed sufficient by the Executive Committee.
4. A petition for the formation of a Section shall be signed by not fewer than twenty-five members other than Students, having mailing addresses within the territorial limits proposed in the petition. The territorial limits of the proposed Section shall be specifically delineated in the petition.
5. The Executive Committee, upon receipt of a petition for the creation of a Section, may authorize its formation. Each Section so authorized shall within not more than six months thereafter adopt and conform to a Section Constitution approved by the Executive Committee, which Section Constitution shall provide for a Chairman, Secretary-Treasurer and a Section Executive Committee. After the Section is organized and a Section Constitution has been adopted, the Executive Committee may give final approval to its establishment.
6. Each Section shall conduct its activities within the Constitution, Bylaws and other rules which by law affect the membership and activities of the SREE.
7. No Section or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind, the SREE.
8. Failure of a Section to maintain the required activities, which shall include the holding of at least five meetings each year and also the maintenance of a minimum membership of twenty-five members, other than Students, shall place the Section on probation. All members of the Section shall be informed of the probation by the General Manager who shall also call their attention to the requirements for maintaining the Section. If the delinquency continues for a second year, a second notification to the Section membership shall be made by the General Manager, and the Executive Committee shall be informed of the probationary status of the Section. If the delinquency continues for a third year, the Section shall, thereupon, automatically be dissolved. The General Manager shall so report to the Executive Committee and so inform the members previously constituting that Section. The Executive Committee may waive the provisions herein regarding dissolution of a Section in case such Section becomes affected by war or any other force majeure, for the period of the duration thereof and for at least six months thereafter.
9. Section Secretaries shall forward to the General Manager a report of each meeting held by the Section and its Subsections, if any, for the presentation or discussion of papers and at the end of each fiscal year, a financial statement for that fiscal year.

10. For the maintenance of a Section the SREE shall pay to the Section for each calendar year:

- a. One dollar and ten cents (\$1.10) for each member, except Students, up to a total of seven hundred members plus one dollar and twenty-five cents (\$1.25) for each member, except Students, in excess of a total of seven hundred; and
- b. Fifty cents (\$.50) for each Affiliate of each and every Professional Technical Group having a mailing address within the territory of the Section as of December 31 of the calendar year for which payment is made; and
- c. Ten dollars (\$10) per meeting for not more than ten meetings of the Section within the calendar year.

11. Local noncompulsory financial contributions may be accepted by Sections.

12. Any Section that publishes a periodical shall inform the Executive Committee of the establishment thereof and shall provide SREE Headquarters with copies thereof, as published.

103. Subsections

1. In conformance with the Constitution for Sections, a Section may establish Subsections which shall be geographical subdivisions of the Section, subject to the same limitations and control as the Section itself, pursuant to the following conditions:
 - a. In the case of Subsections, a petition shall be submitted to the parent Section Executive Committee signed by not fewer than twenty members other than Students, having mailing addresses within the territorial limits proposed in the petition. The territorial limits of the proposed Subsection shall be specifically delineated in the petition;
 - b. Approval of the petition by the parent Section Executive Committee;
 - c. Notification of the General Manager of actions by a Section regarding Subsections with a copy of petition or petitions;
 - d. Approval by the Executive Committee.
2. For each authorized Subsection, the SREE shall pay to the Section a meeting allowance of ten dollars (\$10) per meeting up to a maximum of ten meetings per year, during the time the Subsection remains in good standing according to the Section Constitution.

104. Professional Technical Groups

1. There shall be established within the scope and objectives of the SREE groups of members interested in specific technical fields or related subjects, designated as Professional Technical Groups.
2. A petition for the formation of a Professional Technical Group shall be signed by not fewer than one hundred members, other than Students, shall state the proposed field of interest and shall be forwarded to the Executive Committee after review thereof by the Professional Technical Groups Committee.
3. The Executive Committee, upon receipt of a petition to form a Professional Technical Group, may authorize its formation. After the Group is organized and a Constitution for it is approved by the Executive Committee, the Executive Committee may give final approval to its establishment.
4. Each Professional Technical Group authorized by the Executive Committee shall within not more than six months thereafter adopt and conform to a Professional Technical Group Constitution which shall have been submitted to and approved by the Executive Committee. A Group Constitution may be amended by the Group subject to the approval of the Executive

Committee. Such Group Constitution shall provide for a Group Chairman and a Secretary-Treasurer.

5. All Professional Technical Groups shall consist exclusively of SREE members and such affiliates as may be recognized by the Executive Committee. No Professional Technical Group joint with any other organization, society or group outside of the SREE shall be recognized. However, Professional Technical Groups may cooperate with other organizations in the holding of joint meetings and may invite members of such organizations and the public to their meetings.
6. A Professional Technical Group may not charge dues. A Professional Technical Group may raise revenues by fees or other means approved by the Executive Committee.
7. For the maintenance of a Professional Technical Group, the SREE shall pay a subsidy equal to one-third of the cost of the Group of printing and mailing all TRANSACTIONS, Newsletters and any other Group-sponsored publications which are distributed to all paid members of a Group free of additional charge; and in addition, there shall be provided for each new Professional Technical Group, matching funds of one dollar (\$1) for each dollar of income derived by the Group from membership fees during the first two years.
8. All SREE members may become members of Professional Technical Groups in conformance with the respective Group Constitutions.
9. All Professional Technical Group meetings shall be open to all members of the SREE on an equal basis with Group members. Any SREE member or any Group Affiliate, upon payment of charges judged to be equitable by the Executive Committee, shall receive any notices of meetings of any Group.
10. A Professional Technical Group may hold or join in holding conferences or conventions or offering courses of instruction and may charge for registration; but a Group may not charge for registration at a meeting, conference, convention or course of instruction when it operates as part of a SREE Sectional, Regional, National or International meeting, Conference, Convention, or course of instruction.
11. All publications of Professional Technical Groups, other than programs, notices, and the like, shall be subject to prior authorization of the Executive Committee and shall be made available to all SREE members and Group Affiliates on equitable bases approved by the Executive Committee.
12. Each Professional Technical Group shall forward to the General Manager a copy of each meeting notice of the Group, an annual report and a financial Statement for each fiscal year prepared immediately following the end thereof.
13. No Professional Technical Group or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind, the SREE.
14. Each Professional Technical Group shall conduct its activities within the Constitution, Bylaws and other rules which by law affect the membership and activities of the SREE.
15. The Board of Directors may dissolve any Professional Technical Group for any reason deemed sufficient by the Board of Directors.
16. Group Affiliates are non-SREE members who have been admitted by a Professional Technical Group to

some of the rights and privileges of a Group membership. In general, a Group Affiliate must be a person whose technological activities do not justify full membership in the SREE, but who may be helped by participation in Group activities or who may contribute benefits to Group members by his participation in their activities. The qualifications for Group Affiliation and the limits in rights and privileges shall be established by the Executive Committee.

105. Professional Technical Group Chapters

1. A Professional Technical Group Chapter may be established in a Section to function in the manner of a committee of a Section.
2. A petition to establish a Chapter must contain the following:
 - a. Name of the Section.
 - b. Name of the Professional Technical Group.
 - c. Name of the organizer (who becomes interim Chairman pending election of a regular Chairman at a later organization meeting).
 - d. Signatures of at least ten SREE members, other than Students, who must indicate they are either members of the Professional Technical Group involved, or are prepared to become members if the petition is granted.
3. The petition for a Chapter shall be submitted to the Section Executive Committee for written approval and forwarded with this written approval to the General Manager. The General Manager shall submit this petition to the Executive Committee for approval. Upon receiving approval, the existence of the new Chapter will be recorded at SREE Headquarters and the Section Executive Committee will be informed thereof.
4. For each Chapter, the SREE shall pay twenty-five dollars (\$25) to a Section for each meeting of the Section promoted by a Chapter up to five meetings per Chapter per year, provided such meeting is attended by ten or more Section members and a report of such meeting, including a statement of the number of members attending, signed by a Chapter officer, is forwarded to SREE Headquarters through the Section Secretary-Treasurer. A meeting of the Section promoted by a Chapter may be counted among the above five, or may be counted among the ten meetings of the Section as provided in these Bylaws, but not among both as such would result in duplicate payments for the same meeting.
5. A Chapter will be required to maintain the following activities:
 - a. Hold not less than one meeting each year.
 - b. Maintain a minimum membership of ten members.
6. Failure of a Chapter to maintain the required activities shall place the Chapter on probation. The Section Executive Committee and all members of the Chapter shall be informed of a condition of probation by the General Manager who shall also call their attention to the requirements for maintaining the Chapter. If the delinquency continues throughout a second year, a second notification shall be issued by the General Manager. If the delinquency continues throughout a third year, the Chapter shall, thereupon, automatically be dissolved and all assets reverted to SREE. The General Manager shall so report to the Executive Committee and inform the Section Executive Committee and the members previously constituting that Chapter, of the dissolution. The Executive Committee may waive the provisions herein regarding dissolution of a Chapter in case such Chapter becomes affected by war or any other force majeure, for the period of the duration thereof and for at least six months thereafter.

106. Student Branches

1. There shall be established throughout the territory in which SREE conducts operations, groups of Student members residing in specified geographical localities, designated as Student Branches or Student Associate Branches.
2. There shall be established Counselors who shall be SREE members and teachers of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, at universities, colleges or technical institutes eligible for SREE Student members, and who shall be appointed and released under procedures established by the Executive Committee. Each such Counselor is charged with promoting the welfare of the SREE at his institution, particularly in matters relating to the Student membership.
3. Upon receipt of a petition signed by the SREE Counselor, or in the event one has not been appointed, by a representative of the faculty of the educational institution involved, and by ten or more SREE members who are students in a school of recognized standing, the Executive Committee may upon recommendation of the Regional Director authorize the establishment of an SREE Student Branch in that institution.
4. Upon receipt of a petition signed by the SREE Counselor or by a representative of the faculty of the institution involved, in the event a Counselor has not been appointed, and by ten or more SREE members who are students in an educational institution other than a "school of recognized standing", approved by the Executive Committee, the Executive Committee may authorize the establishment of an SREE Student Associate Branch in that institution.
5. Each SREE Student Branch and each SREE Student Associate Branch shall adopt and conform to a Student Branch Constitution which shall have been submitted to and approved by the Executive Committee.
6. The SREE, by action of the Executive Committee, may join with another national engineering or technical society to co-sponsor a Joint Student Branch in a "school of recognized standing" or a Joint Student Associate Branch in an educational institution, other than a "school of recognized standing," approved by the Executive Committee. The petition for the establishment of the Branch must be signed by the SREE Counselor, or by a representative of the faculty of the educational institution involved, in the event a Counselor has not been appointed, and by ten or more members of the SREE.
7. Each Joint Student Branch and each Joint Student Associate Branch shall adopt and conform to a Joint Student Branch Constitution which shall have been submitted to and approved by, both the Executive Committee and the other co-sponsoring society.
8. No SREE Student Branch, SREE Student Associate Branch, Joint Student Branch or Joint Student Associate Branch, or any officer or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way bind the SREE.
9. Each SREE Student Branch, SREE Student Associate Branch, Joint Student Branch or Joint Student Associate Branch shall forward to the General Manager a report of each meeting held by the Branch for the presentation or discussion of papers, and, during June of each year, a financial statement for the preceding year.
10. An SREE Student Branch, SREE Student Associate Branch, Joint Student Branch or Joint Student Associate Branch may collect dues from its members as provided in its constitution and, in addition, may accept local non-compulsory financial contributions.
11. Failure of an SREE Student Branch or SREE Student Associate Branch to maintain a minimum of ten SREE Student members and to hold at least three meetings each year shall place the Branch on probation. The Regional Director, all officers of the Branch and the SREE Counselor, or a representative of the faculty of the educational institution or other institute involved, in the event a Counselor has not been appointed, shall be informed of the probation by the General Manager who shall also call to their attention the requirements for maintaining the Branch. If the delinquency continues for a second year, the SREE sponsorship shall be withdrawn automatically. The General Manager shall so report to the Executive Committee and Regional Director, and so inform the former officers of the dissolved Branch and the SREE Counselor.
12. Failure of a Joint Student Branch or Joint Student Associate Branch to maintain a minimum of ten SREE Student members and to hold at least three meetings each year shall be reported by the General Manager to the Executive Committee and the Regional Director, and similar action as for delinquencies of SREE Student Branches shall be taken following formal notification to the co-sponsoring society.
13. For maintenance of an SREE or Joint Student Branch upon certification by the SREE Counselor or by a representative of the faculty of the educational institution where the Branch is located, in the event a Counselor has not been appointed, the SREE shall pay to each such Branch upon request the sum of twenty-five dollars (\$25) for any one twelve-month period; and shall also pay to each such Branch the sum of one dollar (\$1) for each SREE student member of the Branch as of November fifteenth of each year and the sum of fifty cents (\$.50) for each additional SREE Student member of the Branch as of the following February first.
14. For maintenance of an SREE or Joint Student Associate Branch, upon certification by the SREE Counselor or by a representative of the faculty of the educational institution where the Branch is located, in the event a Counselor has not been appointed, the SREE shall pay to each such Branch upon request the sum of fifteen dollars (\$15) for any one twelve-month period; and shall also pay to each Branch the sum of fifty cents (\$.50) for each SREE Student member of the Branch as of November fifteenth of each year and the sum of twenty-five cents (\$.25) for each additional SREE Student member of the Branch as of the following February first.
15. The Executive Committee may dissolve an SREE Student Branch or SREE Student Associate Branch or withdraw its sponsorship and support of a Joint Student Branch or Joint Student Associate Branch for any reason deemed sufficient by the Executive Committee and upon notification of the Regional Director.
16. Each Branch shall conduct its activities within the Constitution, Bylaws and other rules which by law affect the membership and activities of the SREE.

200. Annual Assembly

201. How Constituted

1. The annual Assembly shall consist of ten Delegates-at-large elected by the voting members and eight Regional Delegates elected respectively by the members residing in the eight Regions of the SREE, making a total of eighteen.
2. The ten Delegates-at-large shall comprise the President, the senior past President, the junior past President, the Vice President elected by the voting members, and six additional Delegates-at-large. The six additional Delegates-at-large shall serve three-year terms. Two of the six shall be elected each year so that the terms of two of the six additional Delegates-at-large shall expire each year.
3. The Delegates elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years, the Delegates from even-numbered Regions being chosen and elected in even-numbered and those from odd-numbered Regions in odd-numbered years. A vacancy shall occur in the office of Regional Delegate at such time as the incumbent ceases to reside in the Region that elected him.
4. As stated in the Constitution, all Delegates, both Delegates-at-large and Regional Delegates, shall be elected Directors by virtue of their election as Delegates and shall serve terms as Directors concurrent with their terms as Delegates.
5. All Delegates shall be of Fellow or Senior Member grade.
6. The presiding officer of the annual Assembly, as provided by the Constitution, shall be the newly-elected President.
7. Prior to the election of the Secretary or in the event of his absence, the General Manager shall perform the secretarial functions.

202. Meetings

1. The annual Assembly of the SREE, required by the Constitution to be held during January of each year, shall be held as early in that month as feasible, at SREE Headquarters. Notice of time and place shall be mailed not less than thirty days in advance. In the case of extraordinary circumstances, a special meeting of the Assembly or the designation of a place of meeting for annual Assembly other than SREE Headquarters may be authorized by a two-thirds vote of those present at a regularly constituted meeting of the Board of Directors held at least thirty days in advance of the date of such specially designated meeting.
2. A meeting of the Assembly may be held without notice if waivers of notice signed by all of the Delegates are filed with the Secretary with notation thereof entered in the minutes of the meeting.
3. Ten Delegates shall constitute a quorum at meetings of the Assembly.
4. Any notices of meetings or other official business required by the Constitution or these Bylaws to be mailed to Delegates shall be sent by airmail if the addresses are located at places beyond the continental United States or Canada, or at any place where ordinary mail might be unusually slow and airmail more expeditious.
5. Reimbursement of necessary travel expenses incurred by Delegates for the purpose of attending any special or extraordinary meeting of the Assembly not associated with a meeting of the Board of Directors held contiguously with it, is authorized.

203. Functions

1. The annual Assembly shall elect seven 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, the Secretary, the Treasurer and the Editor. The annual Assembly shall also elect such alternate Directors as may be necessary to insure the attaining of a total number of seven Directors including the Corporate Officers, in the event that consent to serve by any of the electees cannot be secured prior to the conclusion of that Assembly meeting.
2. The annual Assembly shall receive reports, verified by the President and Treasurer, or by the Board of Directors, showing the amount and status of real and personal property owned by the SREE, its fiscal condition, changes in membership, changes in groups of members and other vital statistics, all of which are to be as of the most recent date available from the records kept by the Officers. These reports shall be filed with the records of the SREE and abstracts thereof entered in the minutes of the proceedings of the Assembly.

300. Membership

301. Grades

1. The grades of SREE membership are:
 - a. Honorary Members
 - b. Fellows
 - c. Senior Members
 - d. Members
 - e. Associates
 - f. Students
 - g. The designation "Life Member" is applicable only to all members who have attained the age of 65 years and who have been members of the SREE for at least 35 years, or who have attained the age of 70 after having been members for 30 years.
2. The designation "Group Affiliate" refers to persons entitled to participate in certain group activities under provisions established by the Executive Committee as specified in the Bylaws.

302. Rights and Privileges

1. Honorary Members shall be entitled to all rights and privileges of the SREE except the right to hold office therein.
2. Fellows shall be entitled to all rights and privileges of the SREE.
3. Senior Members shall be entitled to all rights and privileges of the SREE except the right to serve on the Awards and Fellow Committees.
4. Members shall be entitled to all rights and privileges of the SREE except the right to hold any corporate office, the office of Director, and to serve on the Admissions, Awards and Fellow Committees.
5. Associates shall be entitled to attend meetings of SREE members, to vote only on matters presented to groups of members, to be appointed on committees when specifically approved by the Board of Directors or the Executive Committee, but shall not have the right to hold any office.
6. All voting members shall have the right to use the SREE emblem (dark background) on letter heads and business cards to indicate their professional membership status in the SREE provided that a sample of each letterhead or business card is first submitted for approval to the SREE General Manager, who shall have the discretion to refuse such permission if the

intended use of the emblem does not meet ethical and professional standards.

7. The emblem of the SREE is protected by trademark registrations and shall be reproduced only in connection with official business of the SREE or to indicate professional membership status in the SREE.

8. Emblems purchasable from SREE Headquarters may be worn by members.

9. Assertion of SREE membership by members for purely personal purposes is authorized, including the right to use the following abbreviations:

Hon. Mem. SREE
Fel. SREE
Sen. Mem. SREE
Mem. SREE
Assoc. SREE

10. Every member of the SREE shall receive The Proceedings of the SREE and Electrical Engineering.

11. Every Student member shall receive the SREE Student Journal.

303. Qualifications

1. Honorary Members are elected by the Board of Directors from among those who have rendered meritorious service to mankind in engineering or other allied fields. Election is by unanimous secret ballot of the members of the Board of Directors present at a regularly constituted meeting. Nominees may be proposed to the Board of Directors in Writing by not less than ten members. Proposals for the election of Honorary Members do not come under the review of the Board of Examiners. The election of an Honorary Member shall be deemed invalid if acceptance is not received within six months from the date of his election.

2. Fellow: The grade of Fellow is one of unusual professional distinction and shall be conferred only by invitation of the Board of Directors upon a person of outstanding and extraordinary qualifications and experience in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, who meets the requirements for Senior Member as stated in the Bylaws and who has been a member in any grade for a period of seven years preceding the year of nomination, except that the seven-year provision in any individual case may be waived for cause by the Board of Directors.

3. Senior Member is the highest professional grade for which application may be made and shall require experience or attainment reflecting professional maturity. For admission or transfer to the grade of Senior Member, a candidate shall qualify under one or more of the following categories in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences:

- a. Engineer who has attained proficiency in important design, construction, operation or manufacturing.
- b. Educator who has attained proficiency in the teaching of a major course in an electrical engineering or science curriculum approved by the Executive Committee.
- c. Originator who has attained proficiency by reason of inventions or original work in electrical science, arts or literature.
- d. Executive who has attained proficiency as an executive of electrical engineering or allied work of large scope, or by the application of electricity to important engineering or technical projects.
- e. Scientist who has achieved unusual standing in the profession.

He shall have been in the active practice of his profession for at least ten years and shall have attained distinction as measured by performance over a period of at least five of these years, such performance including one or more of the following:

- a. Publication of important original engineering or scientific papers, books or inventions, or
- b. Technical direction with evidence of accomplishment of important scientific or engineering work, or
- c. Creative contributions to the welfare of the scientific or engineering profession, or
- d. Establishment or furtherance of important scientific or engineering courses in a school of recognized standing, or
- e. Contributions equivalent to those of "a" to "d" above in such areas as technical editing, patent prosecution or patent law, provided these contributions serve to advance progress substantially in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences.

4. Member is a professional grade limited to those who have demonstrated professional competence in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences. For admission or transfer to the grade of Member, a candidate shall be either:

- a. An engineer or scientist in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, who shall have had at least three years of professional experience.
- b. A teacher or electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, for at least three years, who shall have held the rank of instructor or higher, and shall have participated in planning and conducting courses.
- c. A person regularly employed in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, for at least six years who, by experience, has demonstrated competence in work of a professional character.
- d. An executive who, for at least six years, has had under his direction important technical, engineering or research work in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences.

5. Associate: For admission or transfer to this grade the application must satisfy the SREE that he is interested in and capable of rendering service to electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences and that his work is so related to applications of electricity that his admission to this grade will contribute to the welfare of the SREE.

6. Under the membership grade of Student there shall be two classifications: Student and Student Associate.

- a. For classification as a Student, a candidate shall be devoting 50 per cent or more of his working time as a resident and registered undergraduate or graduate student in a regular course of study in electrical engineering, electronics, radio, an allied branch of engineering or the related arts and sciences, in a school of recognized standing.
- b. For classification as a Student Associate, a candidate shall be devoting 50 per cent or more of his working time as a resident and registered student in a regular course of study in electrical engineering, electronics, radio, an allied branch of engineering or the related arts and sciences in an institution, other than a "school of recognized standing," approved by the Executive Committee.

7. Membership in the Student grade shall not extend more than six months beyond the termination of student status as described in these Bylaws except that, if a Student goes into military service he shall retain his Student status until six months after the termination of the military service or until six months beyond the termination of additional courses of study of the kind prescribed in these Bylaws in the event the Student resumes such studies following the cessation of military service.
8. Graduation from a course of study of at least four years' duration in electrical engineer, electronics, radio, allied branches of engineering or the related arts and sciences, in a "school of recognized standing," may be accepted as equivalent to the professional experience requirements of the lowest professional grade of membership.
9. Graduation from a course of study of at least two years' duration in electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, in an institution other than a "school of recognized standing," approved by the Executive Committee, may be accepted as equivalent to one year's professional experience in those fields.
10. Full-time graduate work, or part-time graduate work with teaching or research, in the fields of electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, in a "school of recognized standing," may be accepted as equivalent to professional experience.
11. The time requirements for admission or transfer to any grade of membership may be satisfied by applying pro rata the experience of the candidate under the various alternative requirements for the grade.
12. The term "school of recognized standing" refers only to schools which award degrees for not less than four academic years of full-time academic study in electrical engineering, electronics, radio, allied branches of engineering or the related arts and sciences, and are designated as such by the Executive Committee.

304. Applications

1. Applications for admission to the SREE or for transfer to a higher grade shall be made on a form provided by the SREE and shall embody a full record of the general technical education of the applicant and of his professional career. Applicants shall refer to the required number of members of the grades as specified below. Except in the case of Students applying for admission to Member or Associate grades, each of these references shall be requested by the General Manager to fill out a prescribed confidential form for consideration by the Board of Examiners.
2. Applicants for membership shall furnish names of references as follows:
 - For Senior Member - Five fellows or Senior Members.
 - For Member - Four Fellows, Senior Members or Members.
 - For Associate - Three Fellows, Senior Members, Associate or other responsible individuals.
 - For Student - The Counselor at his institution, if such Counselor exists; otherwise, a member of the faculty of his institution.

Should an applicant for admission or transfer certify that he is not personally known to the above specified number of SREE members, who are sufficiently familiar with the applicant's experience to justify him in using their names as references, the Board of Examiners may, in its discretion, accept other references who are familiar with his

professional work, preferably engineers or scientists of standing.

3. Applications for admission or transfer to any grade of membership, except the grades of Honorary Member and Fellow, shall be addressed to the Board of Directors and submitted to SREE Headquarters. Recommendation of election or transfer of an applicant to any grade, except the grades of Honorary Member and Fellow, shall be by three-quarters affirmative vote of the Board of Examiners.
4. A re-application for admission or transfer to a particular grade may be made after the expiration of one year from the date of a rejection.
5. The Executive Committee is authorized to act for the Board of Directors in electing members, a re-admitting members or transferring their membership grades, except where involving Honorary Member and Fellow grades, and may waive application and reference requirements in the transfer of members from Student to Associate or Member grade.

305. Proposals

1. Each year, the Fellow Committee shall recommend to the Board of Directors nominees for Fellow grade. A citation summarizing the accomplishments of the nominee shall be a part of each recommendation.
2. Admission or transfer to any grade except Fellow may be proposed by any member acting as sponsor by supplying to the Board of Examiners sufficient information and testimonials from the required number of references to satisfy the Board of Examiners as to qualifications. Such proposals shall be acted upon by the Board of Examiners and, if approved, transmitted to the Executive Committee. If approved by the Executive Committee, an invitation blank shall be sent to the proposed member inviting him to accept the grade of membership proposed, which membership shall become effective automatically and immediately upon his supplying the biographical and professional information required and paying the necessary dues and fees. The name of an invitee shall be placed on the mailing list for the Journal of the SREE immediately upon receipt of dues and fees.

306. Admissions and Transfers

1. The entrance fee for all grades shall be seven dollars and fifty cents (\$7.50) except that there shall be no entrance fee for the Student grade or from members of another society with which there is an approved reciprocal agreement. The Board of Directors may, under special circumstances, waive the entrance fee.
2. No entrance fee shall be charged a non-SREE member of a Joint Student Branch or Joint Student Associate Branch, who is a student member of another national engineering society which is a sponsor with SREE of the Joint Student Branch or Joint Student Associate Branch, and who applies for membership in the SREE within six months after the termination of his student member status.
3. There shall be no transfer fees. A notice of approval of a transfer shall be sent to the member. A member whose grade of membership is changed during his annual dues period shall be billed pro rata for the remainder of the period.
4. When an applicant for membership is elected, the membership period shall be dated as of the first day of the first month following receipt of application, if received on or before the nineteenth day of the month, or as of the first day of the second month following receipt of application, if received after the nineteenth day of the month.

5. The entrance fee and dues are payable on notification of election and if not received within six months from notification, the election shall be considered void.
6. A notice that he has been elected shall be sent to every newly-admitted member together with a bill for entrance fee and dues, if not previously paid, dues being computed for the annual period concurrent with the membership period. Entrance fee or dues remaining unpaid, additional bills shall be sent the newly-elected member two months and four months after notification of election, in the last instance accompanied by a warning that the election will be considered void if the entrance fee and dues are not received within six months of notification of election.
7. Agreement with ASME. A member of the American Society of Mechanical Engineers, upon admission to the SREE to an equivalent or lower grade, is not required to pay the entrance fee, provided a formal application is filed with all necessary qualifications set forth for the grade of membership applied for.
8. Agreement with IEE. A corporate Member of Graduate of the Institution of Electrical Engineers (Great Britain) in good standing is not required to pay the entrance fee for admission to an equivalent grade of membership in the SREE.
3. Membership so terminated may be resumed on payment of all dues in arrears, or on payment of a new entrance fee and current dues.
4. On resuming membership and paying dues in arrears, a member may receive available copies of the Journal of the SREE during the period covered by the back dues. A rebate of 25 cents per copy shall be made in lieu of copies not available.
5. The mailing of bills or statements to the last known address of a member, of record in the SREE, shall be considered a valid notice of indebtedness.

309. Resignations

1. A member in good standing may resign by submitting a written resignation to the Secretary.
2. Subject to the approval of the Executive Committee, a resigned member may resume his membership upon payment of current dues.

310. Severances

1. To initiate action toward expulsion of a member, a written complaint must be submitted to the Board of Directors which, if it deems the reason sufficient, shall notify the accused by letter of the charges against him and of the place and date of a hearing to consider such charges which shall be held not less than thirty days after mailing of the notice. The accused may present his defense in person, in writing, or by an authorized representative. There shall be a majority of the members of the Board present at the hearing and the votes cast must be unanimous in order to expel, suspend or permit a resignation. The action of the Board of Directors shall be final and conclusive.

400. Management

401. Board of Directors

1. The Board of Directors shall consist of ten Directors-at-large elected by the voting members, eight Regional Directors elected respectively by the members residing in the eight Regions of the SREE and seven Directors elected by the annual Assembly, making a total of twenty-five.
2. The ten Directors-at-large shall comprise the President, the two surviving Past-Presidents most recently retired from that office, the Vice President elected by the voting members and six Directors elected for three year terms. Two of the six shall be elected each year so that the terms of two of the six Directors shall expire each year.

The Past-Presidents shall be named Senior Past-President and Junior Past-President, the junior being the most immediate past holder of the Presidency.

3. The Directors elected by the Annual Assembly shall, for the purposes of determining the total number of Directors-at-large as distinguished from those elected by the Regions as specified in the Constitution, shall have Director-at-large status.
4. The Directors elected by Regions shall be members of and reside in the Regions electing them and shall have terms of office of two years, the Directors from even-numbered Regions being chosen and elected in even-numbered, and those from odd-numbered Regions in odd-numbered years. A vacancy shall occur in the office of Regional Director at such times as the incumbent ceases to reside in the Region that elected him.
5. All Directors shall be of Fellow or Senior Member grade.

307. Dues

1. Every member's annual dues period and the period during which he shall receive at least one SREE publication shall run concurrently with his membership period. The annual dues shall be payable in advance at the beginning of the annual dues period.
2. The annual dues shall be ten dollars (\$10.00) for the first three years of SREE membership in any grade other than Student, and fifteen dollars (\$15.00) for each succeeding year. The annual dues for Student grade shall be five dollars (\$5.00).
3. Dues shall be waived for all SREE members who have both attained the age of sixty-five (65) years and who have been SREE members, or members of the former American Institute of Electrical Engineers or Institute of Radio Engineers, for at least thirty-five (35) years.
4. Under exceptional circumstances, as provided for in the constitution, such as inability of a member to remit dues due to wartime conditions, the Board of Directors may, if it waives dues, also declare that during the period of such waiver, the member has maintained continuous membership.

308. Billing, Termination and Reinstatement

1. A bill covering his dues for the following year shall be mailed to every member not later than one month prior to the beginning of his annual dues period. A second bill shall be mailed after a lapse of two months to every member whose dues remain unpaid. There shall be mailed with the second bill a notice that, if the member's dues remain unpaid for four months, it shall be the duty of the General Manager, in accordance with the Bylaws of the SREE, to notify the member that his membership has terminated.
2. After a member has been in arrears four months, his membership shall terminate and his name shall be removed from the roll of membership. Every such person shall be mailed a notice to the effect that, according to the Bylaws of the SREE, his membership in the SREE has in fact terminated. Accompanying the notice of termination shall be a final bill, with the suggestion that the former member pay the bill and resume his membership.

6. The annual meeting of the Board of Directors, required by the Constitution to be held during January of each year, shall be held immediately after the adjournment of the annual Assembly and at the same place. Notices thereof shall be mailed at the same time that notices are mailed for the annual Assembly.
 7. At the annual meeting, the Board shall determine the time and place of other meetings to be held throughout the year, which normally shall not be more than three.
 8. The time and place of any scheduled Board meeting may be altered or the meeting cancelled only by majority vote at a regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors secured by or transmitted to the Secretary, not less than twenty days before the original date or the new date set for the meeting, whichever is the earlier. Notice of such approved change shall be mailed to all Directors not less than ten days before the original or the new date, whichever is the earlier.
 9. Special meetings of the Board of Directors may be called by any five Directors on notice to all other Directors. Notice of such special meetings giving the time and place of meeting, the purpose of the meeting and the names of the Directors calling the meeting shall be mailed to all Directors not less than twenty days before the date set for the special meeting. The place of such special meetings may be only at SREE Headquarters unless otherwise authorized by a majority vote of all Directors, such vote to be secured by or transmitted to the Secretary.
 10. In the absence or incapacity of the Secretary, the General Manager shall perform the secretarial functions.
 11. A meeting of the Board of Directors may be held without notice if waivers of notice signed by all of the Directors are filed with the Secretary with notation thereof entered in the minutes of the meeting.
 12. Notices of meetings and any other documents required to be sent to Directors pursuant to provisions of the Constitution and these Bylaws shall be sent by such routings as shall ensure prompt delivery.
 13. Twelve Directors shall constitute a quorum at meetings of the Board of Directors.
 14. Reimbursement of necessary travel expenses incurred by Directors for the purpose of attending meetings of the Board of Directors, the Executive Committee and meetings taking place during the SREE International Convention and Engineering Show, and the SREE _____ is authorized.
 15. The Board of Directors may appoint or direct the appointment of representatives of the SREE on joint committees, boards and other local, national, and international bodies.
402. Executive Committee
1. The Board of Directors at its annual meeting shall appoint an Executive Committee composed of Directors and Officers, to exercise powers and assume duties of management as directed by the Board of Directors and as may be outlined in the Bylaws, subject to the following limitations:
 - a. That the Board of Directors may at any meeting overrule any act or decision of the Executive Committee except insofar as any act has in fact been carried out, or
 - b. Suspend at any meeting any power conferred upon the Executive Committee, such suspension to remain in effect pending repeal of any Bylaw conferring such power, or
 - c. Direct any action or plan of the Executive Committee.
 2. The Executive Committee shall consist of nine members and shall comprise 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 two other Directors. The President shall be Chairman, the Vice-President elected by the voting members shall be Vice Chairman and the Secretary shall be Secretary thereof.
 3. At the first meeting of a newly-appointed Executive Committee, it shall schedule other meetings throughout the year. Minutes of the meetings of the Executive Committee shall be mailed to all Directors.
 4. The terms of office of members of the Executive Committee shall begin with the annual meeting of the Board of Directors and shall continue until the succeeding annual Assembly.
 5. The Executive Committee may divide its duties and responsibilities among its members as it sees fit and conduct its business as it finds necessary. It shall appoint certain of its members as "Coordinators" charged with functional supervision of activities such as membership, standards, sections, etc. The Executive Committee shall specify those activities to be administered by the General Manager.
 6. The Executive Committee shall be responsible for the management of SREE Headquarters. The Executive Committee shall prepare and present an annual budget to the Board of Directors for approval.
 7. The Executive Committee shall be charged with broadly considering SREE policies and making appropriate recommendations to the Board of Directors on its own initiative.
 8. The Executive Committee shall appoint, direct and coordinate the work of all Standing Administrative Committees except those appointed directly by the Board of Directors.
 9. The Executive Committee shall appoint, direct and coordinate the work of all Standing Technical Committees.
 10. The Executive Committee shall approve or disapprove the formation, dissolution and operation of groups of members.
 11. The Executive Committee may authorize conventions, conferences, and meetings of the SREE and approve their dates and locations.
 12. The Executive Committee shall direct and manage SREE standardization activities, working relations with other organizations, special activities, technical activities, advertising and publications.
 13. The Executive Committee shall establish an office account, limited in size, the funds for which shall be made available from the funds received by the SREE by authorization of at least two Corporate Officers, as provided in the Constitution. Funds shall be withdrawn from the office account only by authorized bonded employees of the SREE.
403. Corporate Officers
1. As provided in the Constitution, the Corporate Officers of the SREE shall be a President, two Vice-Presidents, a Secretary, Treasurer and an Editor, a total of six. Corporate Officers shall be of Fellow or Senior Member grade.

2. As provided in the Constitution, 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. His term as President shall be one year.
3. There shall be two Vice-Presidents of the SREE. One of these shall be elected by the voting members for a term of office of one year, by virtue of which election he shall also be a Delegate-at-large and a Director-at-large. He shall be able, by reason of availability and qualifications, to effectively assist the President in the performance of his presidential duties. The other Vice-President shall be elected by the annual Assembly, for a term of one year, by virtue of which election he shall also be a Director. His duties shall be to serve as a coordinator between the Professional Technical Groups and the Executive Committee and he shall be selected because of availability and qualifications for such activity.
4. The Vice-President elected by the voting members shall take precedence as regards assumption of presidential duties as provided in the Constitution.
5. The Secretary, Treasurer and Editor shall be elected by the annual Assembly by virtue of which election they shall also be Directors. The terms of the Secretary, Treasurer and Editor shall be one year and their terms as Director shall also be one year.
6. Reimbursement of necessary travel expenses of the Corporate Officers, incurred for the performance of their SREE duties other than their duties as Delegates or Directors is authorized.
7. Incapacity of the President to perform his duties and the length of time such incapacity may continue shall be determined by the Board of Directors, or by the Executive Committee, if the incapacity occurs at a time when it is not feasible to convene a meeting of the Board and there is need for action. The President, however, may declare a condition of incapacity and the duration thereof by written communication to the Secretary, in which event the Secretary shall notify the Vice-President elected by the voting members to assume the presidential duties and the Secretary shall take such other action as provided in the Constitution if that Vice-President is unavailable or incapacitated.
8. A vacancy among the Corporate Officers and the duration thereof shall be determined by the Board of Directors which may fill such vacancy as provided by the Constitution. If a vacancy occurs among the Corporate Officers at a time when it is not feasible to convene a meeting of the Board of Directors and there is need for action, the Executive Committee shall make such determination and fill such vacancy if the approval of a majority of all the Directors is secured by mail or telephone, such approval to be recorded by the Secretary with the names of the approving Directors.
9. The President shall determine the extent of the assistance to be rendered him by the Vice-President charged with the duty of assisting the President.
10. The Secretary shall prepare an Annual Report on membership, meetings and SREE activities, to be submitted to the Board of Directors.
11. The Treasurer shall cause to be prepared an annual audit of the affairs of the SREE by certified public accountants and a report thereof submitted to the Board of Directors. The Treasurer shall also make a report to the Executive Committee semi-annually concerning the status of the SREE investments. The Treasurer, before making changes in the SREE portfolios, shall report the proposed changes to the Executive Committee and obtain its approval.

12. The Editor shall be responsible to the Executive Committee and shall be Chairman of the Editorial Board.

404. General Manager and Headquarters Staff

1. The Executive Committee shall appoint a General Manager and shall fix his tenure of office and determine his salary.
2. The General Manager serves as the executive officer of the SREE, shall be in charge of SREE Headquarters, its staff and operations, and shall be custodian of all property and equipment owned and used by the SREE, for which he shall be responsible to the Executive Committee.
3. He shall, under the supervision of the Secretary, perform the functions necessary to meet the responsibilities assigned to the Secretary.
4. He shall cooperate with the Finance Committee and, under the supervision of the Treasurer, perform the functions necessary to meet the responsibilities of the Treasurer and direct SREE fiscal policies and operations.
5. He shall attend such meetings of the SREE, its units and related bodies as may be required in the discharge of his duties.

405. Committees

1. The SREE shall have Standing Committees each of which shall normally consist of five or more persons. These shall be classified as Standing Administrative Committees and Standing Technical Committees. Each Standing Committee shall have the right to create subcommittees of its own selection.

2. The Standing Administrative Committees shall be:

Awards
Board of Examiners
Editorial Board
Education
Fellow
Finance
History
Nominations and Appointments
Professional Technical Groups
Student Branches Committee
Tellers

The following shall be appointed by and be advisory to the Board of Directors:

Awards
Editorial Board
Fellow
Nominations and Appointments
Tellers

The others shall be appointed by and be advisory to the Executive Committee. The appointments to these committees, except the Nominations and Appointments Committee, shall start with the first day following appointment and shall continue until the date of the succeeding terms of appointments take effect.

3. The Standing Technical Committees shall be:

A Standards Committee having supervisory and coordinating functions.

They shall be appointed by and be advisory to the Executive Committee; the appointments to them shall be made between January first and May first, and the terms of appointment shall be from May first of the year when the appointments are made through April thirtieth of the following year.

4. Additional appointments may be made to any standing committee to fill vacancies or to care for special cases as the need arises, but such appointments shall expire with the expiration of the term of the Committee.
5. The functions and responsibilities of each Committee, together with rules for operation and guidance, shall be compiled by the General Manager under the direction of the Executive Committee and contained in a document titled "... Committee Manual." Following appointment, each new member of a Committee shall be provided with a copy of the applicable Manual.
6. The Awards Committee shall be responsible for making recommendations to the Board of Directors for the following SREE Awards:

The specifications for all of these awards shall be set forth in the Awards Committee Manual.

The Board of Directors may assign other matters concerning SREE awards to the Committee.

The Awards Committee shall consist of twelve members chosen from among those of Fellow grade, eight being selected so that each of the eight Regions will have representation. The twelve members shall be appointed for a term of one year, as well as the Chairman, who shall be appointed from among the twelve members. As far as possible, approximately one-half of the Committee shall be reappointed.

7. The Board of Examiners shall be responsible for advising the Executive Committee as to the admission and transfer of applicants to the professional grades of Senior Member and Member. It shall be concerned with determining whether the applicants meet the requirements of the Constitution and the Bylaws, functioning primarily as a jury and acting as a guardian of the membership standards of the SREE. As far as possible, its meetings shall be held just prior to the scheduled meetings of the Executive Committee in the interest of expediting the processing of applications. Members of the Board of Examiners shall be of Fellow or Senior Member grade. As far as possible, approximately one-half of the Committee shall be reappointed.

Applications for the grades of Associate and Student shall be handled by SREE Headquarters and periodic reports shall be made to the Executive Committee by the General Manager.

8. The Editorial Board shall be advisory to the Board of Directors through the Executive Committee concerning all matters of editorial policy including policy determination of the editorial and technical content of all SREE publications.

The Board of Editors shall consist of the Editor as Chairman, Vice Chairman, the Managing Editor and not less than three nor more than five other members.

9. The Education Committee shall be a policy advisory group for the SREE in the field of education and shall report to the Executive Committee at periodic intervals concerning the status of and proposals affecting that field. These reports shall be circulated to the members of the Board of Directors.

The Committee shall study the needs of education in electrical or electronic engineering, or the allied sciences, including the high schools, the technical institutes and the colleges and universities and determine whether the general area of electrical engineering, electronics and science is adequately covered.

The Committee shall seek contributions to the formulation of policy recommendations from the Professional Technical Groups, encouraging them to provide for exchange of information through seminars and publications and for discussion of educational philosophy, problems and methods.

10. The Fellow Committee shall be responsible for making recommendations to the Board of Directors for nominees to be conferred the grade of Fellow. The Committee shall also provide a citation for each such nominee. The recommendations may not exceed a total of one hundred in any one year. Sources from which nominations of candidates and other useful information shall be obtained shall be set forth in the Fellow Committee Manual.

The Fellow Committee shall consist of twelve members chosen from among those of Fellow grade, eight being selected so that each of the eight Regions will have representation. Six of the twelve members shall be appointed each year for terms of two years each. A Chairman shall be appointed from among the twelve members to serve for a term of one year.

11. The Finance Committee shall consist of not more than five members of the Board of Directors and shall include the Treasurer, ex-officio. The Chairman of the Finance Committee shall be chosen from among the members of the Executive Committee.

The Committee shall be responsible for periodically reviewing the fiscal affairs of the SREE concerning which it is to take the initiative for making recommendations to the Executive Committee when warranted. It shall review the annual budget in advance of its submission to the Executive Committee and the Board of Directors.

12. The History Committee shall be responsible for considering questions concerning historical matters in the fields covered by SREE activities, including assistance to the Editorial Board, assisting institutions of a public nature such as the Smithsonian Institution where helpful information is requested and can be secured, and for providing information and recommendations to the Executive Committee when pertinent.

13. The Nominations and Appointments Committee shall be appointed at the last meeting of the Board of Directors held prior to December tenth and shall continue during the following year until such time as it has submitted all of its recommendations. Its membership shall be chosen from among those members of the Board of Directors whose terms continue through the following year and shall include two of the new Directors-elect and the President-elect.

At least fourteen days before the next annual Assembly, the Nominations and Appointments Committee shall mail to the Delegates whose terms continue through the following year and to the new Delegates-elect, a list of candidates for the offices of Secretary, Treasurer, Editor and Directors to be elected by the annual Assembly.

A list of candidates to fill vacancies that will exist among the chairmen and members of the Awards, Executive, Fellow and Tellers Committee and the Editorial Board shall be sent to all the Directors whose terms continue through the following year, to the new Directors-elect and to those candidates recommended by the Nominations and Appointments Committee for election as Directors by the annual Assembly.

The Nominations and Appointments Committee shall also, subsequent to the termination of the fiscal year in which it was appointed, carry out the other provisions of these Bylaws. In addition, the

Nominations and Appointments Committee shall recommend to the Board of Directors nominees for the Nominations and Appointments Committee to be appointed later in that year.

14. The Professional Technical Groups Committee shall administer the formation and discontinuance of Groups. It shall also recommend to the Executive Committee the establishment or dissolution of a Group, provide a uniform Constitution, approve By-laws for Groups involving specialized matters, provide a Manual of Instructions and develop the Group system to its fullest capacity consistent with a healthy growth, all within the limits of whatever framework the Executive Committee shall establish for the conduct of Groups.

The Professional Technical Groups Committee shall consist of the Chairman of each Professional Technical Group, the President of the SREE, the Vice-President elected by the annual Assembly, the Technical Secretary and the General Manager. The Professional Technical Groups Committee shall additionally include a Chairman and a Vice Chairman, neither of whom shall be an officer of any Professional Technical Group.

15. The Standards Committee shall be responsible for the coordination of the standardization activities of the Standing Technical Committees, the initiation of Standards activities, the establishment of the scope of activity of each Technical Committee and the rendering of final approval of all Standards evolved by the SREE prior to submission to the Executive Committee for publication.

It also recommends to the Executive Committee appointments to serve on standardization committees for which SREE may be a sponsor, or on delegations for standardization purposes which will serve under the sponsorship of other societies or organizations.

It may invite the chairman or other designated representatives of Technical Standards Committees to such of its meetings when assistance may be necessary to resolve questions of coordination.

The Standards Committee shall consist of twenty or more members with broad experience in the generation and use of Standards.

16. The Student Branches Committee shall have general supervision of the Student Branches of the SREE and is also concerned with the problems of individual student members having no Student Branch affiliation.

The Student Branches Committee shall include the Chairman of the Regional Student Activities Committees.

17. The Tellers Committee shall be responsible to the Board of Directors for the supervision of the counting of ballots required to be obtained by the Constitution on questions submitted to the membership of SREE or to groups of members. The staff at SREE Headquarters will assist the Committee in the performance of its work. Reports by the Committee to the Board of Directors shall be signed by the Chairman of the Committee.

18. Scopes of Technical Committee activities, organization and membership, procedures and methods of coordination between them, and with other standardization bodies shall be compiled in a Manual for Technical Committees (including the Standards Committee).

406. Nominations and Elections

1. The Secretary shall circularize all Section Chairmen and Secretaries before March first of each year requesting the submission of suitable names to be considered by the Nominations and Appointments Committee for the various elective offices.
2. The Nominations and Appointments Committee shall submit the name or names of one or more candidates for the office of President and for the office of the Vice President to be elected by the voting members and the names of more than one candidate for each of the other elective offices.
3. The Nominations and Appointments Committee shall transmit its list of proposed nominees to all Directors at least one week before the date at which the Board of Directors is expected to act upon them. Under normal conditions, this date is the first Wednesday of May.
4. Each Regional Committee shall submit to the Board of Directors by April thirtieth of the Regional election year, the names of at least one qualified nominee for the office of Regional Delegate-Regional Director. To qualify, each candidate shall indicate to the Regional Committee his acceptance of the nomination.
5. Nominations by petition for the office of Regional Delegate-Regional Director may be made by the submission, by the date stated and according to the procedure outlined in the Constitution, of a petition signed by at least one per cent of the total number of voting members residing within the Region, as listed in the official membership records of the SREE at the end of the previous year, but in no case shall the number be less than one hundred.
6. During the period between August fourteenth and September first of each year, the Executive Committee is authorized to take any necessary actions on any petitions and to approve the ballot.
7. Each proposed nominee named by the Board of Directors shall be consulted, and, if he so requests, his name shall be withdrawn.
8. The list of nominees required to be submitted to all voting members by the Constitution shall contain at least one name for the office of President, at least one name for the office of Vice President to be elected by the voting members and at least four names for the two offices of Delegate-at-large-Director-at-large.

The ballot going to each of the Regions where an election of a Regional Delegate-Regional Director is to take place shall contain at least one name for the office of Regional Delegate-Regional Director for that particular Region.

For those cases where more than one candidate is on the ballot for any single office, the names shall be arranged in alphabetical order and the ballot shall carry a statement to the effect that the order of the names is alphabetical for convenience only and indicates no preference.

9. Voting members shall vote for the candidates whose names appear on the list of nominees, by written ballots in plain sealed envelopes, enclosed within mailing envelopes marked "Ballot" and bearing the member's written signature. No ballots within unsigned outer envelopes shall be counted. No votes by proxy shall be counted. Only ballots arriving at SREE Headquarters before twelve o'clock noon on

the last working weekday prior to October twenty-fifth shall be counted. Ballots shall be checked, opened and counted under the supervision of the Tellers Committee between October twenty-fifth and the first Wednesday in November. The result of the count shall be reported to the Board of Directors at its next succeeding meeting and the nominee for each office for which the election is being held, receiving the greatest number of qualified votes shall be declared elected. In the event of a tie vote, the Board of Directors shall choose between the nominees involved.

407. Pension Benefit Plan

1. The SREE shall have a Pension Benefit Plan for its full-time paid employees, operated under the control of the Executive Committee.

408. Amendments

1. Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by legal counsel designated by the Executive Committee and a written opinion secured that such amendment is in accordance with the laws under which the SREE is incorporated and operated.
2. Ballots for Constitutional amendments shall carry a statement of the time limit for return to SREE Headquarters. The ballots after marking shall be placed in plain sealed envelopes, enclosed within mailing envelopes marked "Ballot" and bearing the member's written signature. Only ballots with signed outer envelopes shall be counted. No votes by proxy shall be counted. Only ballots arriving at SREE Headquarters prior to the stated time limit shall be counted. The votes will be counted under the supervision of the Tellers Committee and the results reported to the Board of Directors at its next meeting.
3. Proposals for amending these Bylaws may be initiated by the Board of Directors or by the Executive Committee. As provided in the Constitution, proposed Bylaw changes and the reasons therefor shall be mailed to all 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.
4. A complete history of amendments shall be kept in the files of the SREE.

500. Publications

501. Periodicals

1. The SREE shall publish a monthly magazine of the highest quality named "Proceedings of the SREE". The Proceedings shall contain advertising.
2. The SREE shall publish a monthly magazine named "Electrical Engineering" which shall contain material of general tutorial interest, review papers, news items, advertising and other information.
3. The SREE shall publish periodicals produced by the various Professional Technical Groups named "Transactions on _____", where specialized technical papers shall be published. The Transactions shall carry no advertising.
4. The SREE shall publish a periodical named the "SREE Student Journal". This shall contain both technical material and items of news of interest to Students.

5. The SREE shall publish an Annual Directory containing lists of its members, lists of manufacturers, supplies and products and shall contain advertising.

502. Other Publications

1. The SREE shall issue other special publications such as convention and conference records, cumulative indices, etc., when warranted.

503. Standards

1. The SREE shall publish from time to time, in one of the monthly publications circulated to all members, SREE Standards concerning technologies encompassed within the scope of the purposes of the SREE, which have been issued by its Standards Committee.

600. Conventions and General Meetings

601. Annual Convention

1. There shall be held annually in New York City in the month of March or as near thereto as possible, a convention named the "SREE International Convention and Radio Engineering Show". The SREE shall be the sole sponsor.

602. Other General Meetings

1. There shall be held annually a summer meeting named the "SREE _____", which normally shall be at some place other than New York City. The SREE shall be the sole sponsor.