

Blueprint for change

IEEE's Board of Directors urges you to read the proposed Amendments to the IEEE Constitution, contained herein

Donald G. Fink Executive Director, IEEE

March 23, 1972, may go down as a major milestone in IEEE history, for on that day the IEEE Board of Directors decided to recommend changes in the IEEE Constitution that would permit it to undertake non-technical professional activities, while continuing unabated its established programs in technical, scientific, and educational areas. The recommended Amendments appear in Box A.

What went before. When IEEE was founded in 1963, prior votes by the members of AIEE and IRE approved its present Constitution by large majorities (AIEE 87 percent in favor, 61 percent of the members voting; IRE 88 percent in favor, 63 percent voting). Following the traditions of AIEE and IRE, the Constitution states that the Institute's purposes are scientific and educational. Moreover, the "purposes clause" of the Constitution, by omitting any reference to nontechnical purposes, requires that IEEE limit to a substantial degree its activities outside the technical sphere. Consequently, its functions are principally oriented toward technical matters, such as refereeing and disseminating technical information both orally and by publication, and recognizing the technical competence and eminence of its members and others in the professions it serves.

Throughout IEEE's history, and during much of the

history of its predecessors, voices have been raised to urge that the programs of the Institute be broadened to enhance the standing of its members over and above the acknowledged reputation conferred by the technical activities of the Institute. With the onset in the late 1960s of heavy unemployment among members of the Institute, primarily among those in the United States, attention was focused on the need for IEEE to assume an expanded role, to assist its members and others in regaining and retaining employment. Certain steps were taken, as early as 1969 and continuing to the present, to provide such assistance within the limits imposed by the present Constitution. Among these are the establishment of programs of continuing education and career development, the publication of salary surveys and unemployment data, participation in Government-supported programs to assist the unemployed, and the establishment of an IEEE Office in Washington, D.C., as a focal point for the exchange of information to and from the Government. Most recently, IEEE has conducted an experimental program to determine the efficacy of technological forecasting, and is now pursuing this project as a guide to future job opportunities and challenges. Significant and useful as they are, the nontechnical activities are limited by the authorities granted by the present IEEE Constitution to an *insubstantial* fraction of the Institute's efforts and resources. To take substantial steps, amendment of the Constitution is required.

The 1971 proposed Amendments. In the spring of 1971, the IEEE Board received a petition to amend the Constitution, supported by the required number of signatures of voting members to place it on the 1971 ballot. This petition proposed that "the primary purpose of the IEEE is to promote and improve the economic well-being of the membership . . ." and "secondary purposes of the IEEE are scientific, literary and educational. . . ." The petition also proposed that voting and holding office be confined to members in the United States. Among the reasons advanced by the Board, in recommending against passage of the Amendments, were the downgrading of IEEE's technical role, and the disenfranchisement of members outside the United States. The proposed Amendments failed to secure the necessary two-thirds majority of those voting. Only 35 percent of those eligible to vote actually cast their ballots.

This report to the membership, which reflects the views of the IEEE Board of Directors, presents the text of Amendments to the IEEE Constitution recommended by the Board for adoption by the voting members in the balloting this fall. The report outlines the background, explains the proposed new Constitutional objectives, and sets forth programs planned by the Board when and if the Constitutional authority is voted by the members.

Robert H. Tanner
President, IEEE

Within the United States a slight majority (52 percent) was in favor of the proposals; outside the United States a majority (71 percent) was not in favor; overall, the vote was 50.4 percent against 49.6 percent in favor of the Amendments.

The questionnaire. The Board attempted to find a more definitive consensus by examining the issues in detail. A questionnaire was submitted to the 145 000-plus members (voting as well as nonvoting) in the United States, asking for yes-or-no expressions of opinion in eight specific program areas. The questionnaire was intentionally restricted to members in the United States, because action on the major issues at stake would be limited in other countries by their respective laws and customs. In many countries, in fact, the questions at issue were to be dealt with by the national societies in these countries.

The Board realized that action in certain program areas, based on the responses to the questionnaire, could be effected in the United States, but that application among the membership elsewhere was necessarily an optional matter.

Implicit in this situation is the proposition that the costs of services restricted to members in a particular country, such as the United States, should not be levied on members resident in other countries. Legal opinion was sought as to the authority of the Board to charge dues and fees of different amounts in different Regions under applicable law and IEEE's present Constitution. The opinion was in the affirmative and a Bylaw specifically permitting such differences in charges was passed and is now in effect.

The response to the questionnaire was, in the first place, gratifyingly large. Some 40 percent of the U.S. members (over 57 000 of the 145 000 to whom questionnaires were distributed) have responded. Second, the results are remarkably consistent, as the number of returns has grown. For example, 11 700 returns tabulated as of January 27 and 47 000 returns tabulated as of February 15 have been systematically compared with the nearly 57 400 returns available at a later date. On every major proposition, and in every IEEE U.S. Region, the percentages of yes-vs.-no votes have remained constant within a few percent. Moreover, as the later returns were tallied, the vote in favor of embarking on new objectives increased in each Region and overall. On the basic question of IEEE becoming more active in economic and political matters, the vote was favorable at 11 700 returns by 2.08 to 1; at 47 000 returns by 2.15 to 1; and at 57 000 returns by 2.20 to 1. Extrapolation of these trends has convinced the Board that the returns are indicative not only of the opinions of the 40 percent who expressed themselves, but indeed of a substantial majority of the United States membership. What has emerged from the questionnaire, then, is the more telling and definitive consensus that the Board sought. Table I summarizes the overall results. The detailed tabulation of 47 000 returns was published in the March issue of IEEE SPECTRUM (pp. 50-51), to which members are referred.

The Board's action. In February 1972, following extensive discussion by the Board at its January meeting, President Tanner appointed an *ad hoc* Board Committee on the Constitution, its members chosen to represent the diverse opinions expressed to that date by the Board.

A. Text of the proposed Constitutional Amendments

(New content indicated in *italic type*)

ARTICLE I—

NAME, PURPOSE AND TERRITORY

Sec. 1. The name of this society is The Institute of Electrical and Electronics Engineers, hereinafter called the IEEE.

Sec. 2. Its purposes are: (a) Scientific and educational, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio and the allied branches of engineering and the related arts and sciences; means to these ends include, but are not limited to, the holding of meetings for the reading and discussion of professional papers, and the publication and circulation of works of literature, science and art pertaining thereto; (b) *professional, directed toward the advancement of the standing of the members of the professions it serves; means to this end include, but are not limited to, the conduct and publication of surveys and reports on matters of professional concern to the members of such professions, collaboration with public bodies and with other societies for the benefit of the engineering professions as a whole, and the establishment of standards of qualification and ethical conduct. The IEEE shall not engage in collective bargaining on such matters as salaries, wages, benefits, and working conditions, customarily dealt with by labor unions.*

The IEEE shall strive to enhance the quality of life for all people throughout the world through the constructive application of technology in its fields of competence. It shall endeavor to promote understanding of the influence of such technology on the public welfare.

Sec. 3. The character of its scope is transnational and the territory in which its operations are to be conducted is the entire world. *In addition to its worldwide operations, the IEEE may engage in activities directed to the interests and needs of members residing in a particular country or area of the world. The procedure for undertaking such activities shall be specified in the Bylaws.* The IEEE shall have its principal offices in the State of New York from which it shall carry out its general administrative functions in accordance with the New York Not-for-Profit Corporation Law. Its publication activities are to be principally in the United States, as well as its largest membership meetings.

IEEE's Executive Director Fink, who heads the Headquarters Staff, made an extensive study of all available material bearing on the content of the Constitutional Amendments. Among the sources he consulted were proposals from members of the Board, the 1971 proposed Amendments, a petition by the Committee on Social Responsibility in Engineering (which had not been submitted to the Board, but had been informally discussed), and suggestions from the Committee on Professional Action of IEEE Division IV (embracing a number of the IEEE Groups). Also available were

opinions from a number of the IEEE Sections.

Drawing on these sources, Director Fink prepared the wording of proposed Amendments for the Constitution Committee. After review by this committee, by the Operating Committee of the Technical Activities Board (TAB), the United States Activities Committee, the Regional Activities Board (RAB), and by the IEEE Executive Committee, a modified version was presented to the Board on March 23. At that meeting, further modifications were made, followed by a vote adopting the Amendments in principle. At the Board meeting of May 3 the version shown in Box A was approved for submission to the voting members on the 1972 ballot.

The recommended Amendments

Constitutional provisions by their nature are "enabling legislation," binding on the Board and the membership, that specify the principles and procedures by which the Institute is to be governed. The purposes clause must enable the Board to direct and operate the Institute, within the foreseeable future, to meet the present needs and desires of the membership, and to accommodate future changes in those needs and desires. The need to provide not only for the present, but to avoid foreclosing appropriate responses to the changing needs of the future, argues for Constitutional clauses couched in broad terms and against narrow, potentially restrictive limits on the Institute's government. The clauses should permit a range of choice and implementation within a conceptual base acceptable to the membership. Some procedures, such as those for Amendments, must of their nature be a part of the Constitution. Other procedural and operational matters, requiring the judgment of the Directors in meeting the details of changing situations, properly belong in the Bylaws. These concepts of Institute government underlie the wording of the Amendments.

Purposes Clause (a). The first part of Article I, Section 2 (shown in Box A), beginning "Its purposes are: (a) scientific and educational . . .," is taken essentially unchanged from the present Constitution, that is, *no change in the wording of the technical, scientific, and educational objectives of the Institute is proposed.*

The position of the Board, which it believes is the position taken by those who have recommended changes in other areas, is that the IEEE must continue the functions it is *uniquely* qualified to perform in the interest of the public, the professions, and its members, namely, to serve as the preeminent source of qualified, reliable technical information and opinion. Throughout the world, the Institute has earned the highest respect for its meetings and publications. The Board intends to continue to further IEEE's technical reputation, and it is confident that future Boards will do likewise.

Purposes Clause (b). The remainder of Article I, Section 2, contains the new objectives. The key word is *professional*, with the qualifying clause "directed toward the advancement of the standing of the members of the professions it serves." Given the technical objectives of Clause (a), professional standing based on *technical* qualifications is not in question, and is in fact included in the meaning of the word in Clause (b). But Clause (b) also refers to objectives in *nontechnical* areas of the profession. The means to meet these objectives are stated in the remainder of the paragraph. The Board

believes, and legal counsel concurs, that *all* of the activities called for by affirmative votes responding to the questionnaire, including the basic question of increased activity in economic and political matters, are embraced in these objectives and means.

Professional activities are seen by the Board as covering five major areas: technical, economic, social, legislative, and ethical. Upon passage of the proposed Amendments, IEEE may embark on programs in any or all of these areas. The programs and priorities that must be set by the present and future Boards of Directors to meet the needs of the membership, within their resources, are implied but not explicitly defined by the Constitutional language.

No collective bargaining. The last sentence in Clause (b) contains a specific prohibition against IEEE engaging in collective bargaining. Directors and other officials of IEEE at every level report two major concerns expressed by members after the questionnaire was distributed: (1) that IEEE might abandon its technical role, and (2) that it might become a labor union.

Although some members hold to the view that IEEE should exert pressure by collective bargaining, the Board believes (and there is evidence that a large majority of the members share the view) that IEEE cannot engage in collective bargaining and remain a credible technical and professional institution. The Board's position is that collective bargaining serves an important purpose and that organizations exist to represent employees in such bargaining, but that IEEE should not be involved.

Under the professional purposes clause, IEEE could collect and publish information on the economic status of engineers, and other data pertinent to issues that might be involved in collective bargaining. Such activity is in fact specifically permitted under the clause "conduct and publish surveys and reports on matters of professional concern." But *engaging* in collective bargaining, that is, in negotiation between employers and employees "in such matters as salaries, wages, benefits, and working conditions," is specifically identified as *outside* IEEE's purposes.

The profession and the public. The last paragraph of Section 2 takes account of IEEE's objectives as they relate to the public. The language reflects the intention of IEEE to work for "the constructive application of technology in its fields of competence" for the benefit of all men, and to promote "understanding of the influence of such technology on the public welfare." Without effort expended on these objectives, the effectiveness of IEEE's technical and professional efforts may be blunted through lack of understanding, to the detriment of both the public and the individual engineer.

Localized efforts. The Amendment to Section 3, shown in Box A in italics, takes into account the circumstances, described earlier in this report, that surround implementation of IEEE activities (technical as well as professional) in particular countries or areas of the world. The specific procedures (e.g., different dues and fees, and authority for setting up local programs under IEEE auspices in particular countries or areas) are to be implemented in the Bylaws.

Programs of implementation

In approaching implementation of the new objectives, the Board has adopted the position that it must select

programs that are within the Institute's resources and are otherwise feasible for IEEE to make a constructive contribution, and must avoid ill-timed or ineffective programs that would damage the Institute in the eyes of its members and the public. Although its sense of urgency in responding to member needs is explicit, the Board intends to proceed deliberately. It realizes that the fundamental step implied in the proposed Amendments suggests changes in the administrative and committee structure of the Institute, its volunteer organization, and its staff—none of which can be put in place immediately upon passage of the Amendments. A recommendation against undue haste, independently arrived at by the Committee on Professional Action of IEEE Division IV, is published in a letter to the editor in the February issue of SPECTRUM (p. 13).

Institute programs responsive to the preferences expressed in the questionnaire returns fall into two categories: (1) those permitted in principle under the present Constitution, but requiring additional resources of funding and volunteer and staff effort; and (2) those that can be undertaken only after Constitutional authority is granted and additional resources of money and manpower are provided. In the first category, as detailed in the following, a number of initial steps have been taken and the Board has voted authorization in the 1972 budget to support them. Programs in the second category cannot be undertaken until the effective date of the Constitutional Amendments. A contingent budget to support these programs is being prepared, but will not be officially adopted or rescinded until the results of the balloting are known.

Existing programs. In the first category—programs permitted under the present Constitution, but limited in respect to present funds and support—are the following, in order of their appearance in the questionnaire: salary surveys, public relations, technological forecasting, continuing education, and career development. Programs in all of these areas are currently under way, some continuing from actions of prior Boards, others started in initial stages in 1972. The latest salary information from the Engineering Manpower Commission has been published (SPECTRUM, p. 36, Aug. 1971). Presently authorized is a salary survey to be conducted in 1972 by IEEE within its membership.

The IEEE Public Relations Committee has been asked to recommend specific programs in its area and to estimate their cost. A technological forecasting project has been instituted and financed by the Technical Activities and Regional Activities Boards. Continuing education is an established and continuing function of the IEEE Educational Activities Board. Career development and midcareer guidance are new functions of that Board, funded and provided with staff support early in 1972.

Table I shows that the existing programs are not equally favored by the questionnaire returns and major expansion of continuing education is favored by a minority only. The Board position is that the absolute size of the minority is sufficient to continue such activities at their present level, but that, in accordance with the majority opinion of the members, major expansion in this area will be instituted by the Board only if resources are available after other programs are provided for, or if it becomes self-supporting.

Other programs currently in place and funded on an

I. Members survey results

Questions	Totals	
	YES	NO
1. Are you in favor of IEEE becoming more active in political and economic matters of concern to the electrical engineering profession?	39 049 69%	17 720 31%
2. As one possible activity, are you in favor of IEEE submitting to Congress and Executive Agencies position papers on economic or political issues of concern to our profession?	38 722 69%	17 420 31%
3. If IEEE supplied you with the basic information on specific matters of legislation concerning our profession, would you be willing to write to your Senators and Representatives expressing your opinions on these matters?	44 715 80%	11 282 20%
4. Would you be willing to become involved in interacting with your local elected civic officials on matters of your professional concern?	35 634 65%	19 582 35%
5. Should IEEE publish recommendations concerning professional employment policies covering patent rights, pension plans, insurance, job termination, and similar items?	42 916 76%	13 266 24%
6. Would you want IEEE to approach your employer with such recommendations?	31 759 58%	22 655 42%
7. In your present employment are you covered by a pension plan?	43 453 79%	11 599 21%
8. If your answer to 7 is 'YES,' do you consider its provisions to be satisfactory?	27 622 63%	16 374 37%
9. Would you be interested in joining a contributory pension plan established and sponsored by the IEEE?	23 467 44%	30 290 56%
10. Should the IEEE conduct an anonymous salary and fringe benefit survey of its members similar to those conducted by Engineers Joint Council (Engineering Manpower Commission) and the National Society of Professional Engineers?	36 812 66%	18 801 34%
12. Do you want IEEE to be actively engaged in public relations activities at the national level?	42 263 76%	13 157 24%
11. Would you be willing to participate in such a survey?	35 333 63%	20 480 37%
13. At the local level?	25 929 47%	29 009 53%
14. Would you be willing to appear before your local civic groups and present information supplied by the IEEE concerning the electrical engineering profession?	28 673 53%	25 791 47%
15. Are you interested in IEEE engaging in technology forecasting for career planning purposes?	41 461 74%	14 528 26%
16. Would you be willing to contribute your services to a technology forecasting project?	31 304 57%	23 437 43%
17. Should the IEEE make a major expansion in its Continuing Education Program?	23 000 43%	30 287 57%
18. Would you be willing to contribute your services to assist in conducting such programs?	18 946 36%	33 381 64%
19. Should the IEEE expand its Career Guidance Program?	27 924 53%	24 639 47%
20. Would you be willing to contribute your services in the development and implementation of such programs?	20 245 40%	30 978 60%
21. Should some of the present member services be reduced to permit undertaking programs implied by questions 1-20 without a special dues assessment for this purpose?	23 596 45%	29 134 55%
22. Should a special dues assessment be made to support such programs without a reduction in present member services?	27 446 52%	25 338 48%
23. If your answer to 22 is 'YES,' what is the maximum additional dues assessment that you would be willing to pay in order to provide funding for member services implied by questions 1-20?	\$ 2. 3 263 (11%) \$ 5. 10 957 (37%) \$10. 9 875 (34%) \$20. 3 796 (13%) \$50. 1 573 (5%)	
24. If the additional dues assessment were to be instituted, should it be:		
Mandatory for all U.S. members above those of Student grade?	32 635 (69%)	
Voluntary on the part of members desiring to contribute?	14 374 (31%)	

experimental basis, to be extended only after evaluation leading to approval by the Board, are decentralized service to members (for example, the IEEE Region 6 Office in Los Angeles) and the IEEE Office in Washington. The funding of the programs mentioned, in conjunction with other factors, has led to a deficit in the 1972 budget. Their continuation in future years therefore depends on the benefits derived and the availability of additional funds.

New programs. The second category, programs to be effective upon passage of the proposed Amendments, deals with the following issues in order of their appearance in the questionnaire: political and economic activity, preparation of position papers, recommendations on professional employment practices, and establishment of a pension plan. The first two of these required substantial lead time to set up the corporate structure to deal with the selection of issues, and the determination of the points of view on those issues held by the membership. The Board has not yet decided on the organizational structure for professional activities; several alternative approaches are now under study. Pending that determination, programs have been suggested by the United States Activities Committee and the Executive Committee, and have been the subject of extensive discussion within the Board itself. The following actions are planned, among others now under consideration.

Upon the effective date of the Amendments, the scope of the IEEE Washington Office would be expanded, beyond its present focus on technical matters, to include legislative matters.

From Halifax to Vancouver

To assess the wishes of its members and plan a program for 1973, the Canadian Region earlier this year sampled the opinion of its membership. The response was uniformly high and informative. The "average" Canadian member belongs to 1.5 Groups and/or Societies and attends 2.5 meetings per year. He feels that the benefits of membership are well worth the cost. He believes membership improves his professional status and he is prepared to increase his role in Section activities. Furthermore, I believe he is prepared to spend up to \$7 more per year in the form of a Regional assessment to support specific Region 7 activities. This assessment would be in addition to any increase in general membership dues. The Canadian Region dues assessment is expected to yield an additional \$42 700 for support of activities confined to the Region, such as continuance of the Regional office that was started using Regional Member Service Experiment Fund (REMSEF) funds, and the Regional Newsletter.

D. M. Hinton
Director, Region 7

A start has already been made, on a contingent basis, for IEEE to take an active part in the preparation of guidelines respecting professional employment practices. This has taken the form of a detailed examination of similar guidelines in other professions, and the establishment of the IEEE Employment Practices Committee. The need for an intersociety approach has been recognized and, if authorized by the membership, the program will stress joint action with other societies.

Pensions have been under active study by the Board and the staff since January 1970 (see *SPECTRUM*, p. 34, Nov. 1970). The prospect for portable pensions retaining tax deferral of the employer's contribution is at present heavily influenced in the United States by Federal law and regulations. Legislation presently before the Congress may relax some of the present restrictions. The Board would, upon passage of the Amendments, investigate the avenues open to IEEE to influence pension legislation, short of lobbying. In addition, if a plan advantageous to the members can be devised, an IEEE Pension Plan would be established. Such a plan under present law could not afford tax deferral on the members' contribution, but would have other advantages of a group nature, inherent in IEEE's broad membership base.

Finally, with respect to programs to be implemented under the proposed Amendment to Section 3, the Board has sought the counsel of the Director of the Canadian Region concerning particular activities of a technical and professional nature that would meet the special needs of Canadian members. A proposal has been made for such a Canadian program and implementation of it is planned.

Funding—who pays and how

The Board is convinced that the programs outlined here cannot be funded under the existing dues structure of the Institute. For this reason, the responses to the questionnaire on funding are of particular interest (see Table I, questions 21–24). A majority of the respondents are against reducing the present services to permit new programs to be installed (question 21), by a vote of 29 134 to 23 596.

Noting that opinion among the U.S. membership on this matter is thus divided, the Board has adopted the position that (1) the proposed new services are of value, (2) the priorities and scale of effort must be adjusted to keep their cost within limits acceptable to the membership at large, and (3) the costs of the new programs should be borne by fees, or by a dues increase, over and above the dues required to maintain IEEE's present programs.

A smaller majority (27 446 to 25 338), responding to question 22, approve a special dues assessment, which would be required to support new programs without a reduction in present member services.

Questions 23 and 24 deal with the specifics of the dues assessment. By a vote of more than two to one, the respondents favor a mandatory assessment over a voluntary one. The preferred amount, among the 29 464 members voting on the amount, is \$5, with \$10 running a close second, and \$20 in third place. The average of *all votes*, taking the 27 909 who did not vote on the question as favoring \$0 (no increase), is \$5.48.

The Board cannot responsibly discharge its duty to the members without facing the potential conflict for funds between worldwide programs and those restricted to a particular country. It has reached a decision on the course of action that, in its opinion, will best serve the present and future needs of the Institute, as follows:

1. The Board will determine without special reference to the costs of the new, nationally restricted programs, as it has done in the past, what programs are of value to the membership on a worldwide basis. Support for these programs will be provided, with such economies as are feasible by careful budgeting and strict control of operations, but without reduction by transfer of funds to the programs restricted to a particular country.

2. The costs of the restricted programs will be reflected in the dues and fee structure of the Institute, the increased cost of services restricted to members in the United States being assessed against the U.S.A. members only. Outside the United States different dues may also be charged in different Regions, reflecting the costs of specific programs undertaken for the members in the respective Regions.

This new mechanism for dealing equitably with the special needs of members in different countries is applicable not only in professional areas but it will also accommodate differences in technical needs in different parts of the world. The proposed Amendment dealing with localized services (Section 3, Box A) thus strengthens IEEE's transnational character.

An unambiguous assignment of such costs to specific Regions may not always be possible because it is the nature of IEEE that benefits to members in one area often have incidental but important beneficial effects on members in other areas. But the principle will be followed that the costs of restricted services will be assigned, to the best of the Board's ability, to the dues and fees paid by those members enjoying the services. Whatever dues and fees are charged in a particular country or Region will be established by the Board and will be mandatory and uniform.

At its May 3 meeting, the Board voted to increase the dues, on a worldwide basis, from \$25 to \$30, effective January 1, 1973. For services restricted to the United States, an additional fee of \$5 will be payable by U.S. members only. Each U.S. member may indicate on the return portion of his bill, for the guidance of the Board, whether he wishes this \$5 fee to be applied to technical programs or to nontechnical professional programs. If no choice is indicated, the choice will be at the discretion of the Board. Members in Canada, on the recommendation to the Board by the Canadian Regional Committee, will pay an additional fee of \$7. Elsewhere in the world, no additional fee will be charged. No change in Student dues will occur.

Timing—the legal effective date

The Tellers Committee will meet after the balloting closes, early in November, and the effective date of the Amendments, if approved by the required two-thirds majority, would occur early in December, were it not for the fundamental nature of the proposed Amendments. Since they would change IEEE's corporate purposes, under the Not-for-Profit Corporation Law of New York State (in which IEEE is incorporated), a further step must be taken. The Certificate of Consolida-

tion ("State Charter") of IEEE also must be amended to conform to the amended Constitution, and the Charter Amendment must be approved by a Justice of the New York State Supreme Court. New York law requires that action on a Charter Amendment be taken before the Constitutional Amendments can go into effect, and such action must take place at a meeting of members, which will be called as soon as practicable after the Amendments to the IEEE Constitution are approved by the members. This meeting of members will be called for the purpose of voting on the Charter Amendment, which should not be in question so far as the members are concerned since they already will have decided the same issue in the IEEE balloting on the Constitutional Amendments. Members wishing to attend in person may do so; others should sign a proxy appointing either of two named Directors to vote for them at the meeting. The proxy form will be mailed with the ballot. Proxies will be used if, and only if, the purposes clause of the Constitution is amended. The effective date of the Amendments will be the date on which the approving order is signed by the New York Supreme Court Justice.

Passage of the Amendments, in the opinion of legal counsel, will probably entail a change in IEEE's tax-exempt status. If so, the Institute will thereby incur additional costs in postage rates, sales taxes, and real estate taxes. These costs have been taken into account in determining the additional fees to be paid by U.S. members. Under the revised tax-exempt status, dues and fees paid by U.S. members could not be claimed as taxfree contributions. In most cases, however, U.S. members would be qualified to claim a tax deduction for dues and fees as business expenses.

Upon the Amendments becoming effective, the Institute plans to set up a separate corporation whose tax-exempt status will permit it to receive taxfree contributions and bequests. The Board is presently studying additional roles that this separate corporation could undertake to serve the Institute.

Conclusion

The Board urges that every voting member carefully consider the issues and cast his ballot this fall. This report has been published approximately ten weeks before the ballots are to be mailed and 18 weeks before the balloting closes. There is sufficient time before the question is decided for full discussion of the issues at stake. Your thoughts and suggestions are urgently requested by the Directors. They may be addressed to the President at IEEE Headquarters, the President of your IEEE Group or Society, your local Section or Group Chapter Chairman, or to your Divisional or Regional Director.

IEEE is at a crossroads. The members, by their votes, will decide what course we shall take. Thereafter, by the extent of their renewal of membership, involvement, and direct support of IEEE activities, they will determine the rate of progress and effectiveness of the Institute's expanded programs. The Board has recommended a favorable vote on the Amendments in the conviction that, with its new objectives, the IEEE will be following a trend of professionalism of long-range importance, while acting to meet new challenges, as indeed we must, in a time of uncertainty and frustration. The Board believes that IEEE has the resources and talent required to proceed confidently along the new road.