

Proposed Constitution and Bylaws Amendments

To All Voting Members of the Society of Motion Picture and Television Engineers

For consideration at an Annual Meeting, April 30, 1962.

During the Fall of 1960, the Society adopted a complete revision of its Constitution and Bylaws. In a work of this magnitude, it was inevitable that certain items could stand further consideration but it was necessary that the basic documents be approved first.

In January of 1961 the New Revisions Committee on Constitution, Bylaws and Administrative Practices was charged with the responsibility of reviewing all suggestions submitted. The Committee is made up of the following: Don M. Alexander, G. R. Crane, G. C. Graham, W. R. Holm, R. G. Hufford, G. M. Matthews, R. H. Ray, J. L. Wassell and H. E. Farmer, *Chairman*.

The Committee has carefully considered thirty-two suggested changes and has recommended many of them to the Board of Governors. Two Constitutional changes were approved by the Board at its meeting on July 14, 1961, and ten Bylaw Changes were approved by the Board on February 16, 1962, for submission to the voting membership.

The revisions which are being proposed relate to the present Constitution and Bylaws, published in the *Journal* of September, 1960, pp. 604-608. Following each proposed change is a brief statement of the reasons why it is considered necessary or desirable.

Proposed Amended SMPTE Constitution and Bylaws

Constitution

AMENDMENT 1—ARTICLE V

Meetings

Sec. 2. Substitute for Annual Meeting. Whenever the Board of Governors, by a majority vote of all of its members, at either a meeting or by letter ballot, shall declare that by reason of any rule, regulation, request or order of any governmental agency, or for any cause, it is not in the interest of the Society to hold the annual meeting then no such meeting shall be required to be held under this Constitution and these Bylaws, and the Board of Governors shall fix a date by which the members of the Society shall vote by letter ballot on any matters which might be acted upon by the members at the annual meeting. The voting period for such letter ballot shall be thirty days ending on the date fixed as above for voting by letter ballot, and the date upon which the voting period expires shall be deemed to be the date of the annual meeting within the meaning of this Constitution and Bylaws.

Line 15: change the voting period for letter ballots from thirty (30) days to sixty (60) days.

(Sixty days is considered the minimum necessary time to receive the votes of all active members, considering the increasing international character of the Society. This also makes the time interval consistent with Article X, Sec. 1.)

AMENDMENT 2—ARTICLE VIII

Officers

The officers of the Society shall be a President, not more than 6 Vice-Presidents, a Treasurer and a Secretary who shall be elected and have such duties as the Bylaws may from time to time prescribe.

After the existing sentence, add the following:

The Past-President shall also be considered as an officer of the Society.

(Although the Past-President's membership on the Board is provided for in the Bylaws and he has certain assigned duties, it should be clarified that he is an active officer of the Society.)

Bylaws

AMENDMENT 1—ARTICLE IV

Officers

New Sec. 3 to add Past-President, specifying his duties. Renumber balance of the sections (3 to 4, 4 to 5, etc.).

Sec. 3. Past-President. The Past-President shall serve primarily in an advisory capacity to the other officers and governors of the Society. He shall be Chairman of the Fellow Membership Committee and may be requested to assume other duties for which his experience in Society affairs may make him particularly suited.

(This Bylaw change is considered desirable to give proper recognition to the office of Past-President and define his duties.)

AMENDMENT 2—ARTICLE I

Membership

Sec. 6. Termination of Membership.

Subsec. B. Expulsion and Reinstatement. Any member may be expelled for failure to pay dues or for other just cause. If charges other than nonpayment of dues are preferred, expulsion may take place only upon the vote of a majority of the entire membership of the Board of Governors after an opportunity to be heard before the Board shall have been granted such member. No accusing or accused member shall be entitled to vote on the question of any such expulsion. Any former member whose membership has been terminated pursuant to this Subsection for cause other than nonpayment of dues, may be reinstated upon application made to the Board, and upon approval by the vote of a majority of the entire membership of the Board of Governors.

Delete existing Subsec. B (above) and substitute new Subsec. B and Subsec. C.

Subsec. B. Suspension and Termination of Membership for Nonpayment of Dues. In the event that any member shall fail to pay dues by the end of the third month from the due date, the membership of such person in the Society shall automatically be suspended.

Suspension of membership results in the forfeiture of all membership rights and privileges. Such suspension shall automatically be revoked and all membership rights and privileges restored, upon payment by any such suspended member of all dues in arrears provided that they are paid within one calendar year from the due date. In the event that dues in arrears are not so paid, the membership of such member shall automatically be terminated.

Subsec. C. Expulsion and Reinstatement. Any member may be expelled for just cause, other than nonpayment of dues. Expulsion may take place only upon the vote of a majority of the entire membership of the Board of Governors after an opportunity to be heard before the Board shall have been granted to such member. No accused or accusing member shall be entitled to vote on the question of any such expulsion. Any former member whose membership has been terminated pursuant to this subsection may be reinstated upon application made to the Board and upon approval by the vote of a majority of the entire membership of the Board of Governors.

(This proposed revision separates the problems and makes proper distinction between suspension for nonpayment of dues and expulsion for cause.)

AMENDMENT 3—ARTICLE III

Board of Governors

Sec. 1. Number. The Board of Governors shall consist of: (1) the elected officers; (2) the Past-President of the Society; (3) not more than twelve individuals who shall be members of the Society in either Honorary, Fellow or Active grades each of whom shall be elected for a term of two years in the manner hereinafter prescribed; (4) the Chairman of each Section containing 14% of the total membership of the Society; and (5) not more than five individuals who shall be members of the Society in either Honorary, Fellow or Active grade, elected for a term of one year by the Board.

Add underlined words to heading of Sec. 1. (underlining not to appear).

Sec. 1. Number and Term of Office.

(Clarification.)

AMENDMENT 4—ARTICLE IV

Officers

Sec. 6. Editorial Vice-President. The Editorial Vice-President shall be responsible for the content and publication of a technical magazine which shall be published twelve times each year by the Society. He shall be responsible to have a copy of each such issue mailed to every member of the Society in good standing.

Delete existing paragraph (above) and substitute the following paragraph.

Sec. 6. Editorial Vice-President. The Editorial Vice-President shall be responsible for the content and publication of the Society's *Journal* and the editorial aspects of all other publications of the Society. He shall appoint and supervise the work of certain administrative committees as defined in the Administrative Practices.

(This description is more consistent with other officers' descriptions and more accurately describes the duties of the office.)

AMENDMENT 5—ARTICLE V

Sec. 2. Standing Committees.

Subsec. B. Honorary Membership Committee. The President shall appoint five individuals to this Committee who shall be members of the Society in either Honorary, Fellow or Active grades. The Committee may recommend persons to the Board of Governors for election to membership in the Honorary grade.

Add to the end of the last sentence:

... or their name for addition to the Honor Roll if the person is deceased.

(Clarification.)

AMENDMENT 6—ARTICLE VIII

Publications

Sec. 1. The Society shall publish a technical magazine to consist of twelve monthly issues. The editorial policy of the *Journal* shall be based upon the provisions of the Constitution and a copy of each issue shall be supplied to each member in good standing, mailed to his last address of record. Copies may be made available for sale at a price approved by the Board of Governors.

Delete the first sentence (above) and substitute the following:

The Society shall publish a monthly technical journal.

(Clarification.)

AMENDMENT 7—ARTICLE VIII

Publications

Add the following new paragraph as Sec. 2:

Sec. 2. The Society may publish such books, pamphlets, or other publications as may further the objectives of the Society.

(Clarification.)

AMENDMENT 8—ARTICLE I

Membership

Sec. 1. Membership Grades. The membership of the Society shall consist of the following grades: Honorary, Sustaining, Fellow, Active, Associate and Student.

Add Life Fellow and Life Member to the list:

Sec. 1. Membership Grades. The membership of the Society shall consist of the following grades: Honorary, Sustaining, Life Fellow, Fellow, Life Member, Active, Associate and Student.

Sec. 2. Qualifications

Add Subsec. G as follows:

Subsec. G. Life: An individual who meets all the following qualifications: (1) is at least 65 years old, (2) is retired from active business life, (3) has been an Active Member or Fellow for a total of 20 years, (4) who has at least 5 years of continuous membership immediately prior to application. Individuals who hold the grade of Fellow at the time of application will become Life Fellow and Active Members will become Life Members.

Sec. 3. Application for Membership

Add Subsec. D as follows:

Subsec. D. Life: Life membership grades will not be conferred automatically but will be granted only upon written application to the Secretary by a qualified member.

Sec. 4.

Add Subsec. F as follows:

Subsec. F. Life: Upon determination by the Secretary that an applicant meets the qualifications set forth in Subsec. G of Sec. 2 of this Article, and upon approval of his application by the Executive Committee, the applicant shall be awarded the appropriate Life Membership grade in the Society.

Sec. 5. Voting Rights. Each member of the Society in the Honorary, Fellow, or Active grades shall be entitled to one vote on any matter presented the membership, and such members are eligible to be elected to office in the Society. Members of the Society in the Associate, Student or Sustaining grades are not entitled to vote on any matter presented to the membership, are ineligible to hold office in the Society, and may not be appointed as Chairman of any Committee of the Society. However, Associate and Student members may be appointed to serve as members of committees in which case they shall be entitled to vote on matters considered by the Committee.

Add sentence at end of paragraph:

Life Members and Life Fellows shall be entitled to all the rights and privileges of Active and Fellow Members.

Article VII

Dues and Indebtedness

Sec. 1. The annual dues shall be eighteen dollars (\$18) for Fellows and Active members, twelve dollars (\$12) for Associate members, payable on or before January 1 of each year, and five dollars (\$5) for Student members, payable on or before October 1 of each year. Current or first year's dues for new members in any calendar year shall be at the full annual rate for those notified of election to membership on or before June 30; one half the annual rate for those notified of election to membership in the Society on or after July 1.

Divide Sec. 1 into Subsec. A and C and add new information in Subsec. B:

Subsec. A. The annual dues shall be ... (etc. through first sentence)

Subsec. B. Honorary Members, Life Fellows and Life Members are not required to pay any further dues after the end of the year in which the Honorary or Life Membership is awarded.

Subsec. C. Current ... (etc. through second sentence).

(The report of the Committee to study Membership Dues and Grades, as presented to the July 14, 1961, Board Meeting, recommended that the Society establish a new grade of Life Member. The above Bylaw changes will accomplish this end.)

AMENDMENT 9—ARTICLE III

Sec. 2. Nominations. At least four months before each Annual Meeting of the Society, the President shall appoint a Nominating Committee to nominate not more than three individuals for election to each office of the Society, and not more than three individuals for each vacancy to be filled on the Board of Governors. Individuals nominated for the Board and for offices must be members of the Society in either Honorary, Fellow or Active grade. The President shall designate one of the members of the Committee as Chairman. The members of the Nominating Committee shall be two former Presidents, at least seven voting members of the Society, at least two, and not more than three of whom, shall be members of the Board of Governors.

Delete first two lines (At least ... Society,) and substitute:

Before the last Monday of May, the President ...

Add at the end of the last sentence of this section:

... who are not in the last year of office, and thereby ineligible for nomination.

Sec. 3. Approval of Nominations. At least sixty days before the Annual Meeting the list of nominees proposed by the Nominating Committee shall be reviewed by the Board of Governors, and said list shall be final unless the Board shall, by a three-fourths vote of those present, direct that any individual's name be deleted therefrom. It shall be the duty of the Secretary to notify the individuals appearing on said list of their nomination, and each such person shall notify the Secretary within two weeks thereafter whether he will serve if elected. The names of all such persons who indicate their assent shall then be placed upon a letter ballot prepared by the Secretary.

Delete first two lines (At least ... Meeting) and substitute:

Before the last Monday of July, the list ...

Sec. 4. Election. Not less than forty days prior to the Annual Meeting the Secretary shall mail the letter ballot to each voting member of the Society at his last known address appearing on the books of the Society. On the space provided on the ballot each member who wishes to vote shall indicate the individual and the position to which he wishes to have such individual elected. No individual may cast more than one vote for any one candidate, and the ballots which have been returned to the Secretary seven days before the Annual Meeting shall be delivered by the Secretary

to the Committee of Tellers appointed by the President. Said Committee shall tabulate the votes not later than the first day of the Annual Meeting. Election of candidates shall be by plurality vote, and in the case of tie the choice shall be decided by lot. The names of the individuals elected shall be announced at the Annual Meeting, and they shall take office as of January 1 of the year following the date of the meeting.

Delete whole Sec. 4 (above) and substitute the following:

Sec. 4. Election. Not later than the third Monday of August the Secretary shall cause a letter ballot to be mailed to each voting member of the Society at his last known address appearing on the books of the Society. On the space provided on the ballot each member who wishes to vote shall indicate the individual and the position to which he wishes to have such individual elected. No individual may cast more than one vote for any one candidate, and the ballots which have been returned to the Secretary before or on the last Monday of September shall be delivered to the Committee of Tellers appointed by the President. Said Committee shall tabulate the votes not later than the first Monday of October. Election of candidates shall be by plurality vote, and in the case of tie, the choice shall be decided by lot. The individuals elected shall take office as of January 1 of the next following year.

(All reference to the timing of Society elections in Bylaws, Article III, are related to the Annual

Meeting. This was predicated on the old Constitution which required that the Annual Meeting be held during the Fall Convention. The new Constitution (Article V) and Bylaws (Article II) are somewhat more flexible, and the provision that the Annual Meeting must be held during the Fall Convention has been eliminated. The above changes will insure that elections will be held on schedule according to precedent.)

AMENDMENT 10—ARTICLE III

Board of Governors

Sec. 1 . . Change (3) to read (see Bylaw Amendment 3 for full wording):

(3) not more than thirteen individuals . . .

Add the following as Sec. 2 and renumber remaining sections, 2 to 3, etc.

New Sec. 2. Regional Representation. The thirteen elected governors prescribed in Sec. 1 (3) shall provide for geographical representations as follows:

Subsec. A. Regions. For purposes of representation on the Board of Governors, the United States will be divided into three regions: (1) Eastern, (2) Central, and (3) Western. All of Canada will be considered as a fourth region, (4) Canadian. All countries other than the United States of America and the Dominion of Canada will make a fifth region, (5) International.

The areas of the Eastern, Central and Western Regions of the United States shall be defined as encompassing the geographical boundaries of all those Society Sections having their headquarters city located

within the (1) Eastern Time Zone, (2) Central Time Zone, and (3) Mountain and Pacific Time Zones. The Board of Governors may assign a given Section located in regions 1, 2 or 3 to an adjacent one of these regions when the Board of Governors determines that this better serves the interests of the members of that Section. The geographical boundaries and assigned region of each Section shall be defined in the Administrative Practices.

Subsec. B. Representation. The Eastern, Central and Western Regions of the United States shall each be represented by not more than four governors elected by the voting membership residing in their respective regions. The Canadian Region will be represented by one governor, residing in Canada, elected by the voting membership of Canada. Members residing in countries other than the United States of America or the Dominion of Canada may vote for any two nominees for Governor, regardless of region, who they feel will be best able to serve their interests.

(For some time the Board of Governors has been concerned about the equitable representation of all Society members on the Board. The Revisions Committee was requested to propose changes to provide for regional voting for Governors, to insure that a Governor from Canada be elected to the Board, and to include the voting policy for members residing outside of the United States and Canada. The above changes accomplish these ends.)

The twelve proposed changes will be voted upon at an Annual Business Meeting scheduled for Monday, April 30, 1962, during the 91st Convention in Hollywood. Following this meeting the Constitutional Amendments will be submitted to all the voting members by mail as required, and the Bylaws Amendments will become effective immediately, if approved.

HERBERT E. FARMER
Secretary