

# Proposed Bylaw Amendment

**T**HE PROPOSED AMENDMENT to the Society's Bylaws that appears on the following pages was approved by the Board of Governors at its January 31st meeting, and is now ready for consideration by the voting members of the Society. At a Business Meeting now scheduled for the Opening Session of the 67th Convention in Chicago on April 24th, members will be asked to submit their comments or criticisms of the proposal and then vote on the adoption of the Amendment. If approved, the Amendment will take effect at once and will be published with the Constitution in the May issue of the JOURNAL.

This is the second basic alteration of the rules governing the Society to be considered as a result of a three-year study of the Constitution, Bylaws and Administrative Practices. The first, developed early in 1949, produced the Constitutional Amendment, including the change of the Society's name, discussed at the Annual Business Meeting on October 10th in Hollywood, and subsequently approved by the voting membership for adoption as of January 1, 1950.

A special Committee on Revision of the Constitution and Bylaws was authorized by the Board of Governors and first appointed on January 23, 1947, by then President, Loren L. Ryder. It has been continued by President Earl I. Sponable and will now turn its attention to the task of preparing a parallel revision of the Administrative Practices.

The guiding principle in this work has been that of eliminating excess verbiage, together with a careful defining of committee procedures and responsibilities, where necessary. Examples of the effect of this reappraisal are the recent changes in organization of certain engineering committees, adopted on recommendation of J. A. Maurer, former Engineering Vice-President, and F. E. Carlson, Chairman of the Standards Committee. Greater responsibility for preparatory work on standards has been placed on members of the Standards Committee, which is now made up largely of chairmen of the several engineering committees.

Members are urged to compare the following proposed Amendment with the present Bylaws, last published in the JOURNAL in April, 1949, p. 463. The recent Constitutional Amendment, including the change of name, last appeared, in the form as finally adopted, in the September, 1949, JOURNAL, p. 306. All voting members who can arrange to attend the April 24th Business Meeting are encouraged to do so and are invited to discuss freely the merits of the following proposal:

# BYLAWS OF THE SOCIETY OF MOTION PICTURE AND TELEVISION ENGINEERS

## BYLAW I

### MEMBERSHIP

*Sec. 1.* Membership of the Society shall consist of the following grades: Honorary members, Sustaining members, Fellows, Active members, Associate members and Student members.

An *Honorary member* is one who has performed eminent service in the advancement of engineering in motion pictures, television, or allied arts. An Honorary member shall be entitled to vote and to hold any office in the Society.

A *Sustaining member* is an individual, company, or corporation subscribing substantially to the financial support of the Society.

A *Fellow* is one who shall be not less than thirty years of age and who shall by his proficiency and contributions have attained to an outstanding rank among engineers or executives of the motion picture or television industries. A Fellow shall be entitled to vote and to hold any office in the Society.

An *Active member* is one who shall be not less than twenty-five years of age and shall be or shall have been either one or an equivalent combination of the following:

(a) An engineer or scientist in motion picture, television or allied arts. As such he shall have performed and taken responsibility for important engineering or scientific work in these arts and shall have been in the active practice of his profession for at least three years, or

(b) A teacher of motion picture, television or allied subjects for at least six years in a school of recognized standing in which he shall have been conducting a major course in at least one of such fields, or

(c) A person who by invention or by contribution to the advancement of engineering or science in motion picture, television or allied arts, or to the technical literature thereof, has attained a standing equivalent to that required for Active membership in (a), or

(d) An executive who for at least three years has had under his direction important engineering or responsible work in the motion picture, television or allied industries and who is qualified for direct super-

vision of the technical or scientific features of such activities. An Active member shall be entitled to vote and to hold any office in the Society.

An *Associate member* is one who shall be not less than eighteen years of age, and shall be a person who is interested in the study of motion picture or television technical problems or connected with the application of them. An Associate member is not privileged to vote, to hold office or to act as chairman of any committee, although he may serve upon any committee to which he may be appointed; and, when so appointed, shall be entitled to the full voting privileges on action taken by the committee.

A *Student member* is any person registered as a student, graduate or undergraduate, in a college, university, or other educational institution of like scholastic standing, who evidences interest in motion picture or television technology. Membership in this grade shall not extend more than one year beyond the termination of the student status described above. A student member shall have the same privileges as an Associate member of the Society.

*Sec. 2.* All applications for membership or transfer should be made on blank forms provided for the purpose, and shall give a complete record of the applicant's education and experience. Honorary and Fellow grades may not be applied for.

*Sec. 3.* (a) Honorary membership may be granted upon recommendation of the Honorary Membership Committee when confirmed first by a three-fourths majority vote of those present at a meeting of the Board of Governors, and then by a four-fifths majority vote of all voting members present at any regular meeting or at a special meeting called as stated in the bylaws. An Honorary member shall be exempt from the payment of all dues.

(b) Upon recommendation of the Fellow Award Committee, when confirmed by a three-fourths majority vote by those present at a meeting of the Board of Governors, an Active member may be made a Fellow.

(c) An Applicant for Active membership shall give as references at least two mem-

bers of the grade applied for or of a higher grade. Applicants shall be elected to membership by a three-fourths majority vote of the entire membership of the appropriate Admissions Committee. An applicant may appeal to the Board of Governors if not satisfied with the action of the Admissions Committee, in which case approval of at least three-fourths of those present at a meeting of the Board of Governors shall be required for election to membership or to change the action taken by the Admissions Committee.

(d) An applicant for Associate membership shall give as reference one member of the Society, or two persons not members of the Society who are associated with the motion picture, television, or allied industry. Applicants shall be elected to membership by approval of the Chairman of the appropriate Admissions Committee.

(e) An applicant for Student membership shall be sponsored by a member of the Society, or by a member of the staff of the department of the institution he is attending, this faculty member not necessarily being a member of the Society. Applicants shall be elected to membership by approval of the Chairman of the appropriate admissions committee.

*Sec. 4.* Any member may be suspended or expelled for cause by a majority vote of the entire Board of Governors, provided he shall be given notice and a copy in writing of the charges preferred against him, and shall be afforded opportunity to be heard ten days prior to such action.

## BYLAW II

### OFFICERS

*Sec. 1.* An officer or governor shall be an Honorary member, Fellow, or an Active member.

## BYLAW III

### BOARD OF GOVERNORS

*Sec. 1.* The Board of Governors shall transact the business of the Society in accordance with the Constitution and By-laws.

*Sec. 2.* The Board of Governors may act on special resolutions between meetings, by letter ballot authorized by the President. An affirmative vote from a majority of the total membership of the Board of Governors shall be required for approval of such resolutions.

*Sec. 3.* A quorum of ten members of the

Board of Governors shall be present to vote on resolutions presented at any meeting. Unless otherwise specified, a majority vote of the Governors present shall constitute approval of a resolution.

*Sec. 4.* A member of the Board of Governors may not authorize an alternate to act or vote in his stead.

*Sec. 5.* Vacancies in the offices or on the Board of Governors shall be filled by the Board of Governors until the annual elections of the Society.

*Sec. 6.* The Board of Governors, when filling vacancies in the offices or on the Board of Governors, shall endeavor to appoint persons who in the aggregate are representative of the various branches or organizations of the industries interested in the activities of the Society to the end that there shall be no substantial predominance upon the Board, as the result of its own action, of representatives of any one or more branches or organizations of such industries.

*Sec. 7.* The time and place of all except special meetings of the Board of Governors shall be determined by the Board of Governors.

*Sec. 8.* Special Meetings of the Board of Governors shall be called by the President with the proviso that no meeting shall be called without at least seven days prior notice to all members of the Board by letter or telegram. Such a notice shall state the purpose of the meeting.

## BYLAW IV

### ADMINISTRATIVE PRACTICES

*Sec. 1.* Special rules relating to the administration of the Society and known as Administrative Practices shall be established by the Board of Governors and shall be added to or revised as necessary to the efficient pursuit of the Society's objectives.

## BYLAW V

### COMMITTEES

*Sec. 1.* All committees, except as otherwise specified, shall be formed and appointed in accordance with the Administrative Practices as determined by the Board of Governors.

*Sec. 2.* All committees, except as otherwise specified, shall be appointed to act for the term served by the officer charged with appointing the committees or until he terminates the appointment.

*Sec. 3.* Chairmen of the committees shall not be eligible to serve in such capacity for more than two consecutive terms.

*Sec. 4.* Standing Committees of the Society to be appointed by the President and confirmed by the Board of Governors are as follows:

Honorary Membership Committee  
Journal Award Committee  
Nominating Committee  
Progress Medal Award Committee  
Public Relations Committee  
Samuel L. Warner Memorial Award Committee

*Sec. 5.* There shall be an Admissions Committee for each Section of the Society composed of a chairman and three members of which at least two shall be members of the Board of Governors.

*Sec. 6.* There shall be a Fellow Award Committee composed of all the officers and section chairmen of the Society under the chairmanship of the Past-President. In case the chairmanship is vacated it shall be temporarily filled by appointment by the President.

#### BYLAW VI

##### MEETINGS OF THE SOCIETY

*Sec. 1.* The location and time of each meeting or convention of the Society shall be determined by the Board of Governors.

*Sec. 2.* The grades of membership entitled to vote are defined in Bylaw I.

*Sec. 3.* A quorum of the Society shall consist in number of  $\frac{1}{5}$  of the total of those qualified to vote as listed in the Society's records at the close of the last fiscal year before the meeting.

*Sec. 4.* The annual meeting shall be held during the fall convention.

*Sec. 5.* Special meetings may be called by the President and upon the request of any three members of the Board of Governors not including the President.

*Sec. 6.* All members of the Society in any grade shall have the privilege of discussing technical material presented before the Society or its Sections.

#### BYLAW VII

##### DUTIES OF OFFICERS

*Sec. 1.* The President shall preside at all business meetings of the Society and shall perform the duties pertaining to that office. As such he shall be the chief executive of the Society, to whom all other officers shall report.

*Sec. 2.* In the absence of the President, the officer next in order as listed in Article V of the Constitution shall preside at meetings and perform the duties of the President.

*Sec. 3.* The seven officers shall perform the duties separately enumerated below and those defined by the President:

(a) The Executive Vice-President shall represent the President, and shall be responsible for the supervision of the general affairs of the Society as directed by the President.

The President and the Executive Vice-President shall not both reside in the geographical area of the same Society Section, but one of these officers shall reside in the vicinity of the executive offices. Should the President or Executive Vice-President remove his residence to the same geographical area of the United States as the other, the office of Executive Vice-President shall immediately become vacant and a new Executive Vice-President shall be elected by the Board of Governors for the unexpired portion of the term.

(b) The Engineering Vice-President shall appoint all technical committees. He shall be responsible for the general initiation, supervision, and co-ordination of the work of these committees.

(c) The Editorial Vice-President shall be responsible for the publication of the Society's *Journal* and all other Society publications.

(d) The Financial Vice-President shall be responsible for the financial operations of the Society, and shall conduct them in accordance with budgets prepared by him and approved by the Board of Governors.

(e) The Convention Vice-President shall be responsible for the national conventions of the Society. He shall arrange for at least one annual convention to be held in the fall of the year.

*Sec. 4.* The Secretary shall keep a record of all meetings; and shall have the responsibility for the care and custody of records, and the seal of the Society.

*Sec. 5.* The Treasurer shall have charge of the funds of the Society and disburse them as and when authorized by the Financial Vice-President. He shall be bonded in an amount to be determined by the Board of Governors, and his bond shall be filed with the Secretary.

*Sec. 6.* Each officer of the Society, upon the expiration of his term of office, shall

transmit to his successor a memorandum outlining the duties and policies of his office.

### BYLAW VIII SOCIETY ELECTIONS

*Sec. 1.* All officers and governors shall be elected to their respective offices by a majority of ballots cast by voting members in the following manner:

Nominations shall first be presented by a Nominating Committee appointed by the President, consisting of nine members, including a Chairman. The committee shall be made up of two Past-Presidents, three members of the Board of Governors not up for election, and four other voting members, not currently officers or governors of the Society. Nominations shall be made by three-quarters affirmative vote of the total Nominating Committee.

Not less than three months prior to the Annual Fall Meeting, the Board of Governors shall review the recommendations of the Nominating Committee, which shall have nominated suitable candidates for each vacancy.

Such nominations shall be final unless any nominee is rejected by a three-quarters vote of the Board of Governors present and voting. The Secretary shall then notify these candidates of their nomination. From the list of acceptances, not more than three names for each vacancy shall be selected by the Board of Governors and placed on a letter ballot. A blank space shall be provided on this letter ballot under each office, in which space the name of any voting member other than those suggested by the Board of Governors may be voted for. The balloting shall then take place. The ballot shall be enclosed with a blank envelope and a business reply envelope bearing the Secretary's address and a space for the member's name and address. One set of these shall be mailed to each voting member of the Society, not less than forty days in advance of the annual fall meeting.

The voter shall then indicate on the ballot one choice for each vacancy, seal the ballot in the blank envelope, place this in the envelope addressed to the Secretary, sign his name and address on the latter, and mail it in accordance with the instructions printed on the ballot. No marks of any kind except those above prescribed shall be placed upon the ballots or enve-

lopes. Voting shall close seven days before the opening session of the annual fall convention.

The sealed envelope shall be delivered by the Secretary to a Committee of Tellers appointed by the President at the annual fall convention. This committee shall then examine the return envelopes, open and count the ballots, and announce the results of the election.

The newly-elected officers and governors of the Society shall take office on January 1, following their election.

### BYLAW IX DUES AND INDEBTEDNESS

*Sec. 1.* The annual dues shall be fifteen dollars (\$15) for Fellows and Active members, ten dollars (\$10) for Associate members, and five dollars (\$5) for Student members, payable on or before January 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.

*Sec. 2.* (a) Transfer of membership to a higher grade may be made at any time subject to the requirements for initial membership in the higher grade. If the transfer is made on or before June 30, the annual dues of the higher grade are required. If the transfer is made on or after July 1, and the member's dues for the full year have been paid, one half of the annual dues of the higher grade is payable less one half the annual dues of the lower grade.

(b) No credit shall be given for annual dues in a membership transfer from a higher to a lower grade, and such transfers shall take place on January 1, of each year.

*Sec. 3.* Annual dues shall be paid in advance.

*Sec. 4.* Failure to pay dues may be considered just cause for suspension.

### BYLAW X PUBLICATIONS

*Sec. 1.* The Society shall publish a technical magazine to consist of twelve monthly issues, in two volumes per year. 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.

### BYLAW XI

#### LOCAL SECTIONS

*Sec. 1.* Sections of the Society may be authorized in any locality where the voting membership exceeds twenty. The geographic boundaries of each Section shall be determined by the Board of Governors. Upon written petition for the authorization of a Section of the Society, signed by twenty or more voting members, the Board of Governors may grant such authorization.

#### SECTION MEMBERSHIP

*Sec. 2.* All members of the Society of the Motion Picture and Television Engineers in good standing residing within the geographic boundaries of any local Section shall be considered members of that Section.

*Sec. 3.* Should the enrolled voting membership of a Section fall below twenty, or should the technical quality of the presented papers fall below an acceptable level, or the average attendance at meetings not warrant the expense of maintaining that Section, the Board of Governors may cancel its authorization.

#### SECTION OFFICERS

*Sec. 4.* The officers of each Section shall be a Chairman and a Secretary-Treasurer. The Section chairmen shall be ex-officio members of the Board of Governors and shall continue in such positions for the duration of their terms as chairmen of the local Sections. Each Section officer shall hold office for one year, or until his successor is chosen.

#### SECTION BOARD OF MANAGERS

*Sec. 5.* The Board of Managers shall consist of the Section Chairman, the Section Past-Chairman, the Section Secretary-Treasurer, and six voting members. Each manager of a Section shall hold office for two years. Vacancies shall be filled by appointment by the Board of Managers until the annual election of the Section.

#### SECTION ELECTIONS

*Sec. 6.* The officers and managers of a Section shall be voting members of the Society. All officers and managers shall be elected to their respective offices by a

majority of ballots cast by the voting members residing in the geographical area of the Section. Not less than three months prior to the annual fall convention of the Society, nominations shall be presented to the Board of Managers of the Section by a Nominating Committee appointed by the Chairman of the Section, consisting of seven members, including a chairman. The committee shall be composed of the present Chairman, the Past-Chairman, two other members of the Board of Managers not up for election, and three other voting members of the Section not currently officers or managers of the Section. Nominations shall be made by a three-quarters affirmative vote of the total Nominating Committee. Such nominations shall be final, unless any nominee is rejected by a three-quarters vote of the Board of Managers, and in the event of such rejection the Board of Managers will make its own nomination.

The Chairman of the Section shall then notify the candidates of their nomination. From the list of acceptances, not more than three names for each vacancy shall be selected by the Board of Managers and placed on a letter ballot. A blank space shall be provided on this letter ballot under each office, in which space the name of any voting member other than those suggested by the Board of Managers may be voted for. The balloting shall then take place. The ballot shall be enclosed with a blank envelope and a business reply envelope bearing the local Secretary-Treasurer's address and a space for the member's name and address. One of these shall be mailed to each voting member of the Society residing in the geographical area covered by the Section, not less than forty days in advance of the annual fall convention.

The voter shall then indicate on the ballot one choice for each office, seal the ballot in the blank envelope, place this in the envelope addressed to the Secretary-Treasurer, sign his name and address on the latter, and mail it in accordance with the instructions printed on the ballot. No marks of any kind except those above prescribed shall be placed upon the ballots or envelopes. Voting shall close seven days before the opening session of the annual fall convention. The sealed envelopes shall be delivered by the Secretary-Treasurer to his Board of Managers at a

duly called meeting. The Board of Managers shall then examine the returned envelopes, open and count the ballots, and announce the results of the election.

The newly-elected officers and managers shall take office on January 1, following their election.

#### SECTION BUSINESS

*Sec. 7.* The business of a Section shall be conducted by the Board of Managers.

#### SECTION EXPENSES

*Sec. 8. (a)* At the beginning of each fiscal year, the Secretary-Treasurer of each section shall submit to the Board of Governors of the Society a budget of expenses for the year.

(b) The Treasurer of the Society shall deposit with each Section Secretary-Treasurer a sum of money for current expenses, the amount to be fixed by the Board of Governors.

(c) The Secretary-Treasurer of each Section shall send to the Treasurer of the Society, quarterly or on demand, an itemized account of all expenditures incurred during the preceding period.

(d) Expenses other than those enumerated in the budget, as approved by the Board of Governors of the Society, shall not be payable from the general funds of the Society without express permission from the Board of Governors.

(e) The Section Board of Managers shall defray all expenses of the Section not provided for by the Board of Governors, from funds raised locally.

(f) The Secretary of the Society shall, unless otherwise arranged, supply to each Section all stationery and printing necessary for the conduct of its business.

#### SECTION MEETINGS

*Sec. 9.* The regular meetings of a Section shall be held in such places and at such hours as the Board of Managers may designate. The Secretary-Treasurer of each Section shall forward to the Secretary of the Society, not later than five days after a meeting of a Section, a statement of the attendance and of the business transacted.

#### CONSTITUTION AND BYLAWS

*Sec. 10.* Sections shall abide by the Constitution and Bylaws of the Society and conform to the regulations of the Board of Governors. The conduct of Sections shall always be in conformity with

the general policy of the Society as fixed by the Board of Governors.

### BYLAW XII

#### STUDENT CHAPTERS

*Sec. 1.* Student Chapters of the Society may be authorized in any college, university, or technical institute of collegiate standing. Upon written petition for the authorization of a Student Chapter, signed by twelve or more Society members, or applicants for Society membership, and the Faculty Adviser, the Board of Governors may grant such authorization.

#### CHAPTER MEMBERSHIP

*Sec. 2.* All members of the Society in good standing who are attending the designated educational institution shall be eligible for membership in the Student Chapter, and when so enrolled they shall be entitled to all privileges that such Student Chapter may, under the Constitution and Bylaws, provide.

*Sec. 3.* Should the membership of the Student Chapter fall below ten, or the average attendance at meetings not warrant the expense of maintaining the organization, the Board of Governors may cancel its authorization.

#### CHAPTER OFFICERS

*Sec. 4.* The officers of each Student Chapter shall be a Chairman and a Secretary-Treasurer. Each Chapter officer shall hold office for one year, or until his successor is chosen. Where possible, officers shall be chosen in May to take office at the beginning of the following school year. The procedure for holding elections shall be prescribed in Administrative Practices.

#### FACULTY ADVISER

*Sec. 5.* A member of the faculty of the same educational institution shall be designated by the Board of Governors as Faculty Adviser. It shall be his duty to advise the officers on the conduct of the Chapter and to approve all reports to the Secretary and the Treasurer of the Society.

#### CHAPTER EXPENSES

*Sec. 6.* The Treasurer of the Society shall deposit with each Chapter Secretary-Treasurer a sum of money, the amount to be fixed by the Board of Governors. The Secretary-Treasurer of the Chapter shall send to the Treasurer of the Society at the

end of each school year or on demand an itemized account of all expenditures incurred.

#### CHAPTER MEETINGS

*Sec. 7.* The Chapter shall hold at least four meetings per year. The Secretary-Treasurer shall forward to the Secretary of the Society at the end of each school year a report of the meetings for that year, giving the subject, speaker, and approximate attendance for each meeting.

#### BYLAW XIII

##### AMENDMENTS

*Sec. 1.* Proposed amendments to these Bylaws may be initiated by the Board of Governors or by a recommendation to the Board of Governors signed by ten voting members. Proposed amendments

may be approved at any regular meeting of the Society at which a quorum is present, by the affirmative vote of two-thirds of the members present and eligible to vote thereon. Such proposed amendments shall have been published in the *Journal* of the Society, in the issue next preceding the date of the stated business meeting of the Society at which the amendment or amendments are to be acted upon.

*Sec. 2.* In the event that no quorum of the voting members is present at the time of the meeting referred to in Sec. 1, the amendment or amendments shall be referred for action to the Board of Governors. The proposed amendment or amendments then become a part of the Bylaws upon receiving the affirmative vote of three-quarters of the entire membership of the Board of Governors.