

Society of Motion Picture and Television Engineers, Inc.

862 Scarsdale Avenue, Scarsdale, New York 10583

Notice of Annual Meeting of the Voting Members
to be held November 8, 1982

To Voting Members of SMPTE:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Society of Motion Picture and Television Engineers, Inc., will be held at 2:00 p.m., local time, 8 November 1982 at the New York Hilton Hotel, New York, New York.

The purpose of this meeting will be to vote on proposed amendments to the Society's Bylaws. These amendments have been processed by the Revisions Committee, and approved by the Board of Governors at its meetings of 9 November 1980, 16 July 1981, 5 October 1981, 4 February 1982 and 16 July 1982.

1. SECTION ELECTIONS

The purpose of the proposed amendment is to clarify Bylaw Article IX, Section 5 which refers to Sections Nominating Committee and to make the Section Nominating Committees consistent with the National Nominating Committee.

Bylaws Article IX, Section 5. Section Elections

Amend to read: 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 plurality of ballots cast by the voting and Associate members residing in the geographical area of the Section. Not later than the last Monday of February, 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, or a Former Chairman (if Past-Chairman is not available), 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. The Chairman of the Nominating Committee shall be the Past-Chairman of the Section when available or a Former Chairman 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 Nominating Committee shall 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 the name of any voting member other than those suggested by the Board of Managers may be written in. Appropriate space is provided in which to indicate a single choice of candidate for each office. Not later than the third Monday of March the ballots shall be mailed to each voting and Associate member of the Society residing in the geographical area covered by the Section.

The ballots which have been returned to the Secretary at Headquarters in accordance with accompanying instructions before or on the last Monday of April shall

be delivered to the Committee of Tellers appointed by the President. Said committee shall tabulate the votes not later than the Monday following the designated closing date for the poll. The election of candidates shall be by plurality vote and in case of tie, the choice shall be decided by lot. Announcement of the results shall be communicated promptly to the respective Sections.

The newly elected officers and managers shall take office on July 1 of the same year.

2. NOMINATING COMMITTEE

The purpose of the proposed amendment is to ensure that the complete Nominating Committee is present at their meetings.

Bylaws Article III, Section 3. Subsec. A. Nominating Committee

Amend to read: Before the last Monday of March, the President shall appoint a Nominating Committee which shall consist of at least nine voting members of the Society. The Committee shall consist of the Past President or one former president, four members of the Board of Governors and four voting members at large. The President shall appoint one member to serve as Chairman of the committee. The President shall also appoint two (2) additional members as alternates who shall attend committee meetings but who shall vote only in the absence of one (or more) regular committee members. The first alternate shall be a member of the Board of Governors; the second, a voting member of the Society, who shall not be a member of the Board of Governors.

3. REVISIONS COMMITTEE AND SECRETARY

It has been the practice that the Secretary of the Society act as Chairman of the Revisions Committee and it is the purpose of this amendment to clarify and become a part of the Bylaws that the Secretary shall be the Chairman of the Revisions Committee.

Bylaws Article IV, Section 10. Secretary

Amend to read: The Secretary shall act as Chairman of the Revisions Committee. The Secretary shall keep a record of all meetings of the Society, the Board of Governors and the Executive Committee. The Secretary shall be responsible for the maintenance of a membership roster. The Secretary shall have the custody of the records of the Society and the corporate seal. The Secretary shall perform such other duties as may be required by these Bylaws or specified by the Board of Governors.

4. DUTIES OF THE SECTIONS VICE-PRESIDENT

The purpose of this amendment is to have the duties of the Sections Vice-President conform with an earlier change in the Bylaws which eliminated the Admissions Committee. The amended change is deletion of the last sentence under the duties of the Sections Vice-President.

Bylaws Article IV, Section 9. Sections Vice-President

Amend to read: The Sections Vice-President shall be responsible for the coordination and administration of Subdivisions to ensure that their activities conform to

the purposes set forth in Article II of the Constitution, and shall aid and assist Subdivisions by interpreting the Society's policy. As a member of the Board of Governors, the Sections Vice-President shall represent on the Board the sectional interest of all Subdivisions. He shall be responsible for aiding and furthering the formation of new Subdivisions.

5. CHANGE IN REQUIREMENTS FOR LIFE MEMBERSHIP

One of the requirements for Life Membership in the Society has been that an individual must have been an Active Member for a total of 20 years, except that credit for as much but not more than 5 years may be granted by the Board of Governors for other membership in exceptional circumstances (Article I, Sec. 2. Subsec. G.) The Board of Governors recommends Life Membership for Associate Members with 30 years with the Society.

Bylaws Article I, Section 2. Subsec. G. Life Membership

Amend to read: An individual who meets all the following qualifications: (1) is at least 65 years old; (2) has been an Active and/or Fellow member for a total of at least 20 years, except that in either case, as much as, but not more than 5 years of credit may be granted, in exceptional circumstances, by the Board of Governors for other grades of Society membership, or has been an Associate, Active and/or Fellow member for a total of at least 30 years; (3) has, at least, 5 years of continuous membership as an Associate, Active or Fellow member immediately prior to application. Individuals, who hold the grade of Fellow at the time of application, will become Life Fellows, and those holding the grade of Active or Associate will become Life Members.

6. EXECUTIVE COMMITTEE

The purpose of this amendment is to increase the number of members to eight who may serve on the Society's Executive Committee, and to define the make-up of this committee.

Bylaws Article V, Section 2. Subsec. A. Executive Committee

Amend to read: The members of the Executive Committee shall consist of the President, Executive Vice-President, Past President, Engineering Vice-President, Editorial Vice-President, Financial Vice-President, Conference Vice-President and Sections Vice-President of the Society. Subject to direction by the Board of Governors, the Committee shall have all powers of the Board of Governors to transact business between meetings of the Board and shall have such other powers and duties as may be delegated to it by the Board. All transactions of the Committee shall be fully reported to the next scheduled meeting of the Board of Governors.

7. INCREASE IN MEMBERSHIP DUES

The Board of Governors requests the membership to approve an increase of \$10 per year for all membership dues, except those of student. This will bring the annual dues from \$40 to \$50.

The Board's decision was taken after careful discussion and is based on thorough evaluation of all the factors involved. And while expenses have been cut by the curtailment of some programs, income also continues to decline. The Society is currently operating with a deficit budget for 1982, and 1983 projections are similar. With the spectacular cost increases that have taken place over the past few years, it is obvious that even with the most stringent control of expenses, the Society cannot continue to provide its normal services unless revenue can be increased.

The Board earnestly hopes members will approve this action.

Bylaws Article VII, Section 1. Amount of Dues

Amend to read: Sec. 1. Amount of Dues. Annual dues for grades of membership other than sustaining are as follows:

Honorary	None
Life Fellow	None
Life Member	None
Fellow	Fifty dollars (\$50.00)
Active	Fifty dollars (\$50.00)
Associate	Fifty dollars (\$50.00)
Student	Fifteen dollars (\$15.00)

8. TITLE CHANGE FOR EXECUTIVE DIRECTOR

The Executive Committee and the Board of Governors, after carefully examining the operations of the Society through its officers, are recommending that the title Executive Director be changed to Executive Secretary to more accurately reflect the functions of that position, in relation to the active role of its officers. The duties of the Executive Secretary shall continue as shown under this Bylaw.

Bylaws Article XIII. Executive Director

Amend to read: Executive Secretary. The Board of Governors shall appoint an Executive Secretary who shall be employed by the Society on such terms and conditions as the Board shall determine. Subject to approval by the Board of Governors, the Executive Secretary may employ administrative, technical or other specialists to serve the Society. The Executive Secretary shall be responsible to the Board of Governors for the operations of the principal and such other offices as the Society may maintain and shall be responsible to the Board for the supervision of other employees of the Society.

Bylaws Article V, Section 2, Subsec. E. Conference Committee

Amend to read: Subsec. E. Conference Committee. The membership of this committee shall consist of the Executive Vice-President, serving as Chairman, the Conference Vice-President, the Editorial Vice-President, the Engineering Vice-President, the Sections Vice-President, and the Financial Vice-President, or in his absence the Treasurer, and the Executive Secretary of the Society serving as an ex-officio member. The Committee shall maintain a continuing long-range plan for scheduling, business arrangements, and subject matter of all regular SMPTE conferences. Sanctioning and coordination of scheduling of special, regional or sectional conferences, jointly sponsored conferences or section meetings shall be the responsibility of this committee.

For the purpose of voting on these proposed amendments to the Society's Bylaws, the Board of Governors has authorized me to solicit proxies pursuant to Article II, Section 5 of the Bylaws in order to ensure a quorum at this Annual Meeting.

After consideration of the proposed amendments please mark, sign and return your proxy. If you attend this Annual Meeting in person, your proxy will be returned to you upon request and you may then vote in person if you so desire.

By direction of the Board of Governors.

CHARLES E. ANDERSON
President

15 August 1982