

Society of Motion Picture and Television Engineers, Inc.

862 Scarsdale Avenue, Scarsdale, New York 10583

Notice of Special Meeting of Voting Members to be held 29 April 1983

To Voting Members of SMPTE:

NOTICE IS HEREBY GIVEN that a Special Meeting of the Society of Motion Picture and Television Engineers, Inc., will be held at 10:00 a.m., local time, 29 April 1983 at SMPTE Headquarters, 862 Scarsdale Ave., Scarsdale, N.Y.

The purpose of this special 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 17 July, 7 November 1982 and 3 February 1983.

1. REGIONAL REPRESENTATION

The purpose of this proposed amendment is to have regional governors elected only by the voting members of their region. Off-shore members will continue to vote for national officers and be represented by Governors-at-Large.

Bylaws Article III, Section 2, Subsection B

Amend to read: The Regions of the United States and Canada shall be represented on the basis of one Governor for each 500 members, or fraction thereof, of any grade, elected by the voting membership residing in their respective Region. Membership in the Regions shall be determined on the basis of an annual membership audit as of December 31 of each year. To increase the number of Governors, the Regional membership must exceed the nearest multiple of 500 by at least 25 members for two consecutive years. Conversely, the number of Governors representing a Region will not be reduced unless the membership falls at least 25 members below the determining multiple of 500 for two consecutive years.

2. AMENDMENTS

The purpose of this proposed amendment is to make this Bylaw consistent with Bylaw Article II, Section 4. Quorum.

Bylaws Article XI, Section 1. Procedure and Required Vote.

Amend to read: 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. All amendments, before they are submitted to the membership for discussion and vote, shall first have been approved by the Board of Governors by resolution adopted by the votes of a majority of the whole membership thereof. 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 or represented by proxy 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.

3. BOARD OF GOVERNORS

The purpose of this proposed amendment is two-fold: 1) to clarify the position of Past President as a non-elected office of the Society; and 2) to delete the offices of the Affairs Vice-Presidents, replacing them with four directors, two each under the direction of the Engineering Vice-President and the Editorial Vice-President to more effectively meet the goals of the Society and to serve the membership. The duties of the Affairs Vice-Presidents will be assumed by the Sections Vice-President, Editorial Vice-President, the Engineering Vice-President and the Directors, as outlined in the Administrative Practices. This change becomes effective Jan. 1, 1984.

Bylaws, Art. III, Sec. 1. Number and Term of Office.

Amend to read: The Board of Governors shall consist of: (1)

the elected officers; (2) the Past President of the Society; (3) individuals elected by the membership as hereinafter prescribed; (4) not more than 4 Directors (see Administrative Practices Sec. XIII, K and Sec. XIV, K, 1) appointed, 2 each by the Editorial and Engineering Vice-Presidents and subject to approval of the Board of Governors, for a term of one year. (5) not more than 3 individuals elected by the Board of Governors for a term of one year when in the opinion of the Board such additional members will more adequately represent the interests and activities of the Society's membership.

All members of the Board of Governors shall be members of the Society in either Honorary, Life Fellow, Fellow, Life Member or Active grades.

All Officers and Governors elected by the voting Membership of the Society and the Past President shall serve for a term of two years (until their successors, except for the Past President, have been duly elected) defined as follows:

January 1 of each odd-numbered year shall begin a term of office for the President, Executive Vice-President, Past President, Editorial Vice-President, Conference Vice-President, Secretary, Treasurer, and approximately one-half of the Governors as specified in Article III, Sec. 2, Subsec. B.

January 1 of each even-numbered year shall begin a term of office for the Engineering Vice-President, Financial Vice-President, Sections Vice-President, and the remaining approximately one-half of the Governors as specified in Article III, Sec. 2, Subsec. B.

Amend by **deleting** the following sections of **Bylaws, Art. IV, Sec. 11, 12, 13, 14.**

4. FILLING OF SECTION OFFICER/MANAGER VACANCY

The purpose of this amendment is to clarify the procedure for filling vacancies, either Manager or Officer, in the Sections.

Bylaws Article XI, Section 4. Board of Managers.

Amend to read: 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.

Bylaws Article IX

Add new Section 6: Filling of Vacancies. Whenever a vacancy shall occur in the Board of Managers or in any office of the Section, the remaining Board of Managers may, by the affirmative vote of a majority of them, elect an individual to fill such vacancy. Individuals so elected shall serve for the unexpired term of their respective predecessors, and shall meet the qualifications required for the office being filled.

Bylaws Article IX

Renumber old Sections 6 through 9 with next highest number — 7 through 10.

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 Special Meeting.

After consideration of the proposed amendment, please mark, sign and return your proxy. If you attend this Special 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.

Leonard F. Coleman
President

28 February 1983