

# Minutes of the Annual Meeting of the Voting Members of the SMPTE

Los Angeles, Calif., October 28, 1985

The meeting was called to order by President Harold J. Eady at 2:00 p.m. The Executive Director having in her possession 876 signed proxies, a quorum was declared to be present in person and by proxy.

The proposed amendments to the Bylaws were read, and the meeting proceeded to vote on each. The text of the amendments and the total votes follow:

## 1. INTERNATIONAL

### **Bylaws, Article III, Section 2, subsec. A, Regions**

*Amend to read:* For the purpose of representation on the Board of Governors, the membership is divided into Regions, each Region having no less than 500 members of any grade. These regions are as follows: (1) New York, (2) Southern, (3) Eastern, (4) Central, (5) Western, (6) Hollywood, (7) Canada, (8) International consisting of all countries other than the United States and Canada. The Board of Governors will assign Sections to the Regions in which they are located geographically.

### **Bylaws, Article III, Section 2, subsec. B, Representation**

*Amend to read:* Each region shall be represented on the basis of one Governor for each 500 members, or fraction thereof, of any grade. Governors representing regions in the United States and Canada shall be elected by the voting membership in their respective region. International Governors shall be elected as specified in Article III, Section 6 below.

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.

### **Bylaws, Article III, Section 3, subsec. B, Nominees**

*Amend to read:* The committee shall nominate one or more candidates for each office of the Society to be filled for the term beginning the next following January 1. The Committee shall nominate at least two and not more than three candidates for each vacancy to be filled on the Board of Governors for the term beginning the following January 1, with the exception of International Governors who shall be nominated by the International Relations Committee as in Section 6 below. Individuals nominated must be in voting membership grades of the Society.

### **Bylaws, Article III, New Section 6, International Governors**

*Add:* International Governors shall be nominated by the International Relations Committee. Two candi-

dates for each available position, (as specified in Article III, Sec. 2, subsec. B above) after agreeing to serve if elected, shall be presented to the Executive Committee for final selection. International Governors shall serve two-year terms. Timing of the nomination shall be in concert with that of the Nominating Committee.

### **Bylaws, Article V, Section 2, subsec. D, International Relations Committee**

*Amend to read:* The President shall appoint at least three members to this committee. At least one of these members shall be from a country where there is a section of the Society outside the United States of America. All appointees must be voting members of the Society. The Committee shall advise the Board of Governors concerning matters involving the organizational relations of the Society with individuals or groups outside the U.S.A. The Committee shall nominate candidates for International Governor as specified in Article III, Section 6.

For: 863

Against: 13

## 2. NOMINATIONS

### **Bylaws, Article III, Section 3, subsec. A, Nominating Committee**

*Amend to read:* Before the second Monday in January, the President shall appoint eleven voting members of the Society to form a National Nominating Committee. The committee shall consist of the Past-President, five members (one being an alternate) from the current Board of Governors who are serving in the first year of a two-year term of office and five members (one being an alternate) from any previous Board of Governors within the past six years.

The President shall be an honorary member of the committee, voting only when his presence is required to maintain a quorum. The Past-President shall be the Chairman and a voting member of the committee. In the event that the Past-President is not available, a former President shall be appointed to chair the committee.

### **Bylaws, Article III, Section 3, subsec. D, Nomination by Petition**

*Amend to read:* The name of any voting member in good standing may be placed in nomination for an office by a petition signed by at least five percent of the Society's voting members as published in the latest official membership list issued prior to the closing date for nomination. For a Governor, the petition must be signed by five percent of voting

members in the Governor's region published in the latest official membership list issued prior to the closing date for nominations.

Nomination petitions must be delivered to the Secretary at Society Headquarters before the closing date for nominations, which shall be the close of business on the first Monday of August and must be accompanied by an assurance in writing from the nominees that they are willing and able to serve, if elected. The names of petition nominees will be added to the ballot and identified accordingly.

**Bylaws, Article III, Section 4, Approval of Nominations**

*Amend to read:* Before the last Monday of July, the list of nominees proposed by the National Nominating Committee shall be reviewed by the Board of Governors, and said list shall be final unless the Board, by a three-fourths vote of the members present, directs that any individual's name be deleted therefrom. If the Board directs that a name be removed from the list of nominees, it must remain in session until it selects, by a simple majority vote, a replacement candidate and has received the candidate's agreement that he/she is willing and able to serve if elected. It shall be the duty of the Chairman to notify affected individuals of any changes resulting from Board action, and to obtain further confirmation of acceptance if deemed appropriate. The Chairman of the National Nominating Committee shall present to the Secretary copies of all letters of notification and acceptance derived from these changes and from the procedures of subsection C above. The names of all such persons who indicate their assent shall then be placed upon a letter ballot prepared by the Secretary.

**Bylaws, Article III, Section 5, Election**

*Amend to read:* 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 the last known address appearing on the records of the Society. The ballot shall contain, under the title of each position to be filled, the names of the candidates whose nominations have been approved, any petition nominees and a blank space. This blank space shall be provided for the voting members to indicate, if they so wish, an alternate choice of candidate for each position to be filled. Completed ballots shall be returned and received by the Secretary at Society Headquarters before the closing date indicated on the accompanying instructions. The closing date shall be before or on the last Monday of September or on the Monday two weeks preceding the opening of the Fall Conference, whichever shall be earlier. Immediately after the closing date, all sealed ballots shall be delivered to a Committee of Tellers appointed by the President. This Committee shall tabulate the votes not later than the Monday following the designated closing date for the poll. Election of candidates shall be by plurality vote, and in the case of a tie, the choice shall be decided by lot, conducted by the Committee of Tellers. The individuals elected shall take office on January 1 of the following year.

**Bylaws, Article IV, Section 3, Past-President**

*Amend to read:* The Past-President shall serve in an advisory capacity to the other officers and governors of the Society. He shall be Chairman of the National Nominating Committee and 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.

For: 853

Against: 23

**3. SECTION ELECTIONS**

The purpose of this amendment is to clarify the procedures for Section Elections.

Entire article amended to read:

**Bylaws, Article IX, Section 5, subsec. A, Section Nominating Committee**

Before the first Monday in January, the Chairman of the Section shall appoint seven voting members of the Section to form a Section Nominating Committee. The Committee shall consist of the Past Section Chairman (or a former Section Chairman if the Past Chairman is not available), the Section Chairman, two other members of the Board of Managers who are serving in the first year of a two-year term, and three other voting members of the Section who are not members of the Board of Managers.

**Bylaws, Article IX, Section 5, subsec. B, Nominations**

The Section Nominating Committee shall nominate one or more persons for the offices of Section Chairman and Secretary/Treasurer, and at least two but no more than three persons for each Manager's office to be filled. All nominees shall be voting members of the Section. Nomination shall be made by three-fourths affirmative vote of the Section Nominating Committee.

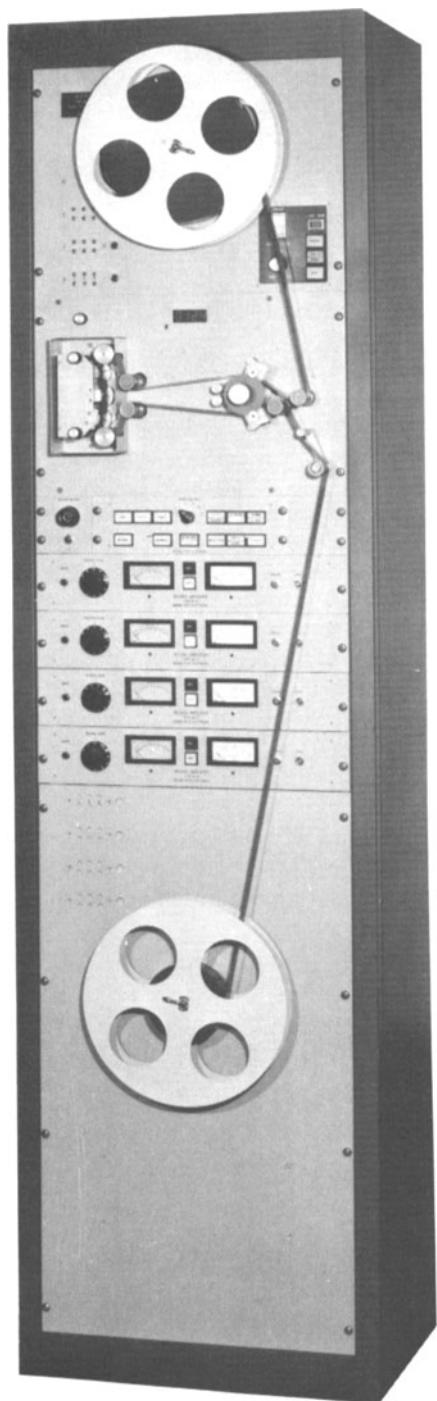
In addition, each Section Nominating Committee shall select, for consideration by the National Nominating Committee, two or more persons for each Governor's position to be filled in their respective Region.

**Bylaws, Article IX, Section 5, subsec. C, Approval of Nominations**

The Section Nominating Committee shall determine that nominees are willing and able to accept the position if elected. No later than the first Monday of February, the list of persons selected for consideration as nominees for Governor shall be forwarded to the Chairman of the National Nominating Committee through Headquarters. No later than the last Monday of February, the list of nominees for Section offices shall be presented to the Section Board of Managers. Nominations shall be final unless any nominee is rejected by a three-fourths vote of the Board of Managers, and in the event of such rejection, the Board of Managers shall make its own nomination by majority vote of the members present.

**Bylaws, Article IX, Section 5, subsec. D, Election**

The list of nominees as approved by the Board of Managers shall be forwarded to the Secretary of the



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Society at Headquarters no later than the first Monday of March. No later than the third Monday of March, the Secretary of the Society shall cause a letter ballot to be mailed to each voting and Associate member of the Society residing in the geographical area covered by the Section.

On the ballot, under each office to be filled, the names of those candidates approved by the Section Board of Managers shall be listed along with a blank space in which the name of any other voting member of the Section may be written in. Appropriate space shall be provided on the ballot to indicate a single choice of candidate for each office.

The ballots having been returned to the Secretary at Headquarters in accordance with the 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 first Monday of May. 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 shall take office on July 1 of the same year.

#### 4. ACTIVE MEMBERSHIP

##### **Bylaws, Article I, Section 3, subsec. A, Active**

*Amend to read:* An applicant for membership in this grade shall give as a reference at least one Active, Fellow, or Honorary member of the Society and shall have a signed endorsement by one such member on his application form.

For: 833                      Against: 43

#### 5. TERMS OF OFFICE

##### **Bylaws, Article III, Section 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) International Governors elected as hereinafter prescribed; (6) 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, International Governors 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, 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, Conference Vice-President, Secretary, and the remaining approximately one-half of the Governors as specified in Article III, Sec. 2, subsec. B.

For: 857                      Against: 19

There being no other business, the President called for a motion to adjourn. A motion was made, seconded, and passed, and the meeting declared adjourned at 2:15 p.m.

Respectfully submitted,  
STEPHEN KERMAN, Secretary