

# NOTICE OF THE ANNUAL MEETING OF THE SOCIETY OF MOTION PICTURE AND TELEVISION ENGINEERS

29 October 2008, 6:00 PM Local Time ■ 1755 North Highland Avenue, Hollywood, CA 90028

## To the voting members of SMPTE :

NOTICE IS HEREBY GIVEN that the Annual Meeting of the members of the Society of Motion Picture and Television Engineers, Inc., (annual membership meeting) will be held at 6:00 pm local time, 29 October 2008, in the Grand Ballroom at the Hollywood Renaissance Hotel, 1755 North Highland Avenue, Hollywood, California 90028.

At this meeting, providing a quorum is met in person or by proxy, a vote will be taken on proposed amendments to the Society's Bylaws pursuant to Article XI of the Bylaws. The following changes to the SMPTE Bylaws were passed by the SMPTE Board of Governors on June 25, 2008 – and are presented for consideration by the SMPTE voting members at the Annual Meeting of the Society:

## ARTICLE I

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

**Sec. 2. Qualifications.** Individuals, firms and corporations qualified in the manner hereinafter prescribed are eligible for membership.

**Subsec. A. Honorary.** An individual who has performed eminent service in the advancement of engineering in motion pictures, television or in the allied arts and sciences, and who has been elected to membership as hereinafter provided.

**Subsec. B. Sustaining.** An individual, firm or corporation subscribing substantially to the financial support of the Society.

**Subsec. C. Fellow.** An individual who has, by proficiency and contributions, attained an outstanding rank among engineers or executives in the motion-picture, television or related industries.

**Subsec. D. Active (Executive and Professional).** An individual who meets the qualifications set forth in one of the following paragraphs.

**Paragraph 1.** An individual engaged in the motion-picture, television or allied arts and sciences who has performed, or been responsible for, engineering or scientific work therein; or

**Paragraph 2.** A teacher in a school of recognized standing who has conducted a major course principally concerned with motion-picture or television engineering or a subject involving the related arts and sciences; or

**Paragraph 3.** An individual who has made a distinct contribution to the advancement of engineering or science in motion pictures, television or the allied arts and sciences, or has contributed to the technical literature thereof, or has made significant inventions therein; or

**Paragraph 4.** An individual who has directed important engineering and responsible work in the motion-picture, television or related sciences and who is otherwise qualified for the direct supervision of the technical and scientific features of such work.

**Subsec. E. Student.** Any student enrolled in school may join in this classification. The application will require the signature of the department head or instructor to certify that the applicant is a bona fide student, taking courses in technology involved in motion-pictures, television or related arts and sciences.

**Subsec. F. Life.** An individual who meets all the following qualifications: (1) is at least sixty-five years old; (2) has been an Active and/or Fellow member for a total of at least twenty years, except that in either case, as much as, but not more than five years of credit may be granted, in exceptional circumstances, by the Board of Governors for other grades of Society membership; (3) has, at least, five years of continuous membership as an 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 will become Life Members.

**Subsec. G. Associate.** This membership grade is designed to encourage early career

professionals to become involved in SMPTE. It is also designed for those professionals who live in countries where the cost to become an Active Member is prohibitive. This membership grade does not qualify for Fellow or Life applications. Members in this grade are not voting members, except as noted in Section 5 of this article. Associate members may not participate in Standards activities unless the annual meeting fee is paid. Member benefits are at a reduced level. Active Members are not eligible to downgrade to this level unless they can prove financial hardship.

**Sec. 3. Application for Membership.** Individuals who meet the qualifications of Article I, Sec. 2 may apply for membership in Student, or Active, or **Associate** grades or for a change in grade to Life Member as follows:

**Subsec. A. Active and Associate.** An applicant for membership in this grade shall complete the Application for Membership form and submit it to the Society Headquarters.

**Subsec. B. Student.** An applicant for membership in this grade must be a full-time student and provide a valid student ID from an educational institution.

**Subsec. C. Life.** An Active Member or Fellow requesting a change in membership grade to Life Member or Life Fellow shall submit a written application to the Secretary/Treasurer. Life membership will not be granted automatically.

## Sec. 4. Election to Membership

**Subsec. A. Honorary.** Honorary membership shall be granted to individuals qualified in the manner prescribed in Subsec. A of Sec. 2 hereof upon recommendation of the Honorary Membership Committee when that Committee's recommendation is concurred in by the affirmative vote of three-fourths of the members of the Board of Governors present at any meeting of the Board.

**Subsec. B. Fellow.** Active members qualified in the manner prescribed in Subsec. C of Sec. 2 hereof shall be admitted to membership in this grade upon

recommendation of the Fellow Membership Committee when that recommendation is concurred in by the affirmative vote of three-fourths of the members of the Board of Governors present at any regularly constituted meeting of the Board.

**Subsec. C. Active.** Upon determination by Headquarters that an applicant meets the qualifications set forth in Subsec. D of Sec. 2 hereof and upon approval of the application, the applicant shall become a member of this Society. Any application upon which the Headquarters takes adverse actions shall be referred to the Sections Vice-President stating the reasons for such action. The Sections Vice-President, in consultation with the appropriate Section Chairperson, shall determine whether the staff action shall be sustained or overruled. The results of this consideration will be made known, and the applicant will be advised accordingly by Headquarters. If the finding is adverse, the applicant or the sponsors may appeal to the Board of Governors by a letter addressed to the President. A determination by the Board of Governors shall be final.

**Subsec. D. Student.** Upon determination by Headquarters that an applicant meets the qualifications set forth in Subsec. E of Sec. 2 of this Article and upon approval of the application, the applicant shall become a member of the Society.

**Subsec. E. Life.** Upon determination that an applicant meets the qualifications set forth in Subsec. F of Sec. 2 of this Article, and upon approval of the application by the Executive Committee, and in those cases with less than 20 years but no less than 15 years of Active or Fellow Membership, upon approval by the Board of Governors, the applicant shall be awarded the appropriate Life Membership grade in the Society.

**Subsec. F. Associate.** Upon determination by Headquarters that an applicant meets the qualifications set forth in Subsec. G of Sec. 2 hereof and upon approval of the application, the applicant shall become a member of this Society. Any application upon which the Headquarters takes adverse actions shall be referred to the Sections Vice-President stating the reasons for such action. The Sections Vice-President, in consultation with the appropriate Section Chairperson, shall determine whether the staff action shall be sustained or overruled. The results of this consideration will be made

known, and the applicant will be advised accordingly by Headquarters. If the finding is adverse, the applicant may appeal to the Board of Governors by a letter addressed to the President. A determination by the Board of Governors shall be final.

**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 to 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 to chair any committee of the Society. However, **Associate**, Student and Sustaining 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. **In addition, Associate Members shall have the right to vote in Section elections.** Life Members and Life Fellows shall be entitled to all the rights and privileges of Active and Fellow Members.

## ARTICLE II Meetings of the Society

**Sec. 3. Members Entitled to Vote.** Each member of the Society in the Honorary, Fellow, Active and Life grades shall be entitled to one vote on each matter presented to the membership at an Annual or Special Meeting. Unless a greater proportion is required by these Bylaws, by the Society's Certificate of Incorporation or by the District of Columbia Non-Profit Corporation Act, the affirmative vote of a majority of votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

## ARTICLE III Board of Governors

**Sec. 1. Number and Term in Office.** 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 six Directors (See Administrative Practices Sec. III, D.10; E.8; H.16 and 17) appointed, two each by the Editorial Vice-President, the Engineering Vice-President and the Sections Vice-President,

subject to approval of the Board of Governors for a term of one year; (5) two 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 members.

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

## ARTICLE IX Sections

### Sec. 1. Section Authorization.

Sections of the Society may be authorized in any locality where the number of members of **Associate**, Active and above exceed fifty. 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 fifty or more members of the grade of **Associate**, Active or above, the Board of Governors may grant such authorization.

## ARTICLE X Student Chapters

### Sec. 1. Chapter Authorization.

Following a written petition for a Student Chapter, the Board of Governors of the Society may authorize Student Chapters at an educational institution. This petition must be signed by a minimum of 12 SMPTE student members who are currently enrolled and in good standing at the educational institution (application for Society membership may be included with the petition), an adviser (an active or higher grade member), and the dean or the department head of the institution.

End of ByLaws Revisions

For the purpose of voting on these proposed amendments to the Society's Bylaws, the SMPTE Board of Governors has authorized me to solicit proxies pursuant to Article XI of the Bylaws in order to ensure a quorum be present at this meeting.

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

By Direction of the SMPTE Board of Governors

Respectfully submitted,  
Robert Kisor, President