Changes in By-Laws

The Board of Directors of the Alumni Association, California Institute of Technology, amended the By-Laws of the Association at its regular meeting, held on January 15, 1957. The purpose of the amendments was to clarify certain portions which have in the past led to confusion. These amendments were passed by the unanimous vote of all Directors.

—Donald S. Clark
Secretary

Article III
Board of Directors

SECTION 3.01 Constituency of Board
The affairs of the Association shall be managed by a Board of Directors, consisting of nine (9) members of the Association, of whom the President of the Association shall be a member ex-officio; four (4) Directors shall be senior directors serving the second year of their two-year term; and four (4) Directors shall be junior directors serving the first year of their two-year term. The President of the Association shall serve as the chairman of the Board with voting power.

SECTION 3.02 Powers of the Board
The Board of Directors shall be given special notice of such meeting and may remove any member of the Board from his position. Such removal shall be made for good cause shown and upon a regular or special meeting of the Board of Directors duly called and held. All members of the Board shall be given special notice of such proposed action at least ten (10) days prior to the meeting.

SECTION 3.03 Regular Meetings
Regular meetings of the Board of Directors shall be held at any place within the State of California which has been designated by vote of all members of the Board; or by written consent of all members of the Board; or in the absence of such designation, regular meetings shall be held at the principal office of the Association. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another in the County of Los Angeles, California.

SECTION 3.04 Special Meetings
Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by any two Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the Association, or if it is not so shown on such records or is not readily ascertainable at the place in which the meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the Association is located, at least two days prior to the time of the holding of the meeting. Such special meetings may be held at any place within the State of California which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, special meetings shall be held only at the principal office of the Association.

SECTION 3.05 Waiver of Notice
Written notice shall be given to absent Directors of the time and place of holding an adjourned meeting of the Board of Directors.
Article IV
Officers of the Association

SECTION 4.01 Officers
The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

SECTION 4.02 President
The powers and duties of the President are:
(a) To preside at all meetings regular and special of the members and of the Board of Directors;
(b) To call special meetings of the Board of Directors to be held at the office of the Association, or such other place as may be fixed by the Board of Directors, at such time as he shall deem proper;
(c) To affix the signature of the Association to all papers and instruments in writing that may require the same, when authorized to do so by the Board of Directors, to affix the signature of the Association to all certificates of membership that may require the same, and to supervine and control, subject to the direction of the Board, all officers, agents, and employees of the Association;
(d) To give, or cause to be given, notice of all meetings of members and of the Board of Directors required by the By-Laws to be given;
(e) To prepare and present the annual report as provided in Section 2.08 of these By-Laws. All powers and duties hereby or by law conferred or imposed upon the President may be exercised and performed by him either within the State of California or elsewhere.

SECTION 4.03 Vice-President (change section number only—
from Section 4.06)

SECTION 4.04 Secretary
The powers and duties of the secretary are:
(a) To keep full and complete records of the proceedings of the Board of Directors and of the meetings of members;
(b) To keep the corporate seal of the Association and to affix the same to all of the instruments that may require it;
(c) To give, or cause to be given, notice of all meetings of members and of the Board of Directors required by the By-Laws to be given;
(d) To keep and maintain the membership book provided for in Section 2.05 of these By-Laws;
(e) To sign membership certificates and other instruments when authorized to do so by the Board of Directors;
(f) Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors.

SECTION 4.05 Treasurer
The powers and duties of the Treasurer are:
(a) To receive and provide for the custody of all monies belonging to or paid into the Association;
(b) To deposit in the name of the Association all funds in his custody, in such banks or other places of deposit as the Board of Directors may from time to time designate;
(c) To sign all checks, making sure the disbursements are made only in accordance with authorizations of the Board of Directors. All checks shall be countersigned by the President or the Vice-President or the Secretary;
(d) To supervise and control the keeping of the accounts and books of the Association;
(e) To prepare and present to the Board of Directors an annual budget;
(f) To prepare and submit to the Board of Directors and to the annual meeting of the members a preliminary report of the financial transactions and affairs of the Association;
(g) To prepare a final audited financial report for the preceding fiscal year to be published in the first issue of the Association publication following the close of the books for the fiscal year.

SECTION 4.06 Compensation
The Officers and Directors shall serve without compensation except the Secretary and Treasurer, who, at the discretion of the Board, may receive compensation, the conditions and amount of which shall be set by the Board of Directors.

SECTION 4.07 Removal from Office
The Board of Directors may remove any officer from his position. Such removal shall be made for good cause shown at a regular or special meeting of the Board of Directors duly called and held. The person to be considered for removal shall be given special notice of such proposed action at least ten (10) days prior to the meeting.

Article V
Nomination, Election, and Terms of Office

SECTION 5.01 Nomination
Not later than December fifteenth, the President shall appoint a committee consisting of three (3) members of the Association who may be Directors: the President shall be ex-officio member of this committee. The duty of this committee shall be to propose a member for nomination for each of the four (4) Directors to be elected with at least one (1) alternate for each. The President shall present the names of these members to the Board of Directors in January for discussion. The Board of Directors also shall discuss possible candidates for the office of President, Vice-President, Secretary, and Treasurer at the January meeting.

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Alumni News . . . CONTINUED

The Board of Directors shall meet at least once each year, not later than April first, for the purpose of installing the officers elected at the annual meeting. If a nominee dies prior to the annual meeting, the Board of Directors shall make provision for the unexpired portion of the term, or to serve until the close of the annual meeting, as the case may be.

SECTION 5.03 Qualification
Each member of the Board of Directors shall be a regular member of the Association.

SECTION 5.04 Eligibility for Immediate Re-election
No officer or director may serve more than one (1) term consecutively in the same office except the Secretary or the Treasurer each of whom shall succeed himself.

SECTION 5.05 Term of Offices
The term of each officer and director shall begin at the close of the annual meeting following the election. The President, Vice-President, Secretary, and Treasurer shall serve until the close of the first succeeding annual meeting and until their successors are chosen and qualified. The four (4) Directors shall serve until the close of the second succeeding annual meeting and until their successors are chosen and qualified.

SECTION 5.06 Vacancies
If a vacancy in any office or directorship occurs for any reason, the remaining members of the Board shall elect a qualified person to fill the vacancy for the unexpired portion of the term, or to serve until his successor is duly elected and qualified. Such appointments shall not be made for any person who has been a Director within the twelve months last preceding the appointment. In the event that more than two vacancies occur on the Board of Directors, said Board shall have no authority to transact other business until said vacancies have been filled.

ARTICLE VI CHAPERS (change Article number only—from Article V)

ARTICLE VII ALUMNI FUND (change Article number only—from Article VI)

ARTICLE VIII ALUMNI MAGAZINE (change Article number only—from Article VII)

ARTICLE IX LIABILITIES (change Article number only—from Article VIII)

ARTICLE X FISCAL YEAR (change Article number only—from Article IX)

ARTICLE XI OFFICE (change Article number only—from Article X)

ARTICLE XII AMENDMENTS (change Article number only—from Article XI)

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