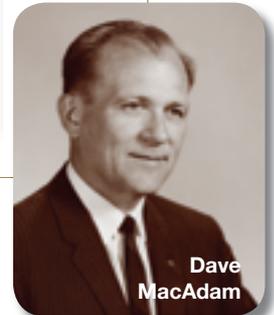
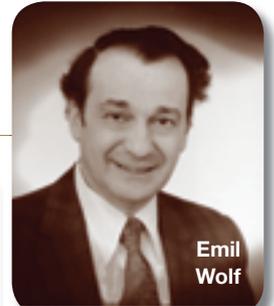
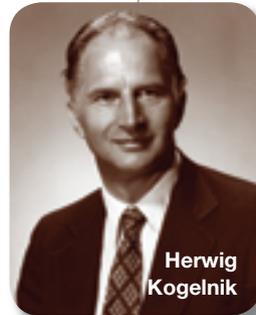


# The Name Change Controversy

John N. Howard

Last month's history column described how OSA's Committee on Society Objectives and Policy (SOAP) convinced the Board to recommend a name change for the Society. This month, we describe how the membership learned of the board's action—and how they reacted to it.



The Board voted in 1989 that OSA's membership be asked to consider a name change for the Society—from the “Optical Society of America” to “The Optics and Photonics Society”—in order to incorporate the recently coined word “photonics” into the Society's moniker. Shortly afterward, OSA Executive Director Jarus Quinn asked OSA's attorney how the Society could go about ratifying the decision.

The attorney told him that, because OSA is incorporated under New York law, a name change could only be legally accomplished by a majority affirmative vote at an official annual business meeting, or perhaps at a special business meeting called for this specific purpose. Such a fundamental change in the articles of incorporation could not be accomplished by a mail ballot.

Having just missed the opportunity to call for a vote at the 1989 annual meeting, Quinn decided to conduct the vote at the following year's meeting, to take place November 9, 1990, in Boston. A one-page lead article was inserted into the December 1989 issue of *Optics News*, titled “Vote Set on Renaming Society.” The article quoted from a letter that had been sent to all past officers and

Board members by OSA President Herwig Kogelnik:

“*The [SOAP] committee has conducted a closely guarded study of the name change for several months. It came to the unanimous conclusion that the name change was in the best interest of our Society ... The Board discussed the matter at length and voted overwhelmingly (15-2) to approve the change.*”

Kogelnik added that the proposed new name, The Optics and Photonics Society, would also be a “strong symbol of our Society's intention to participate vigorously in the rapid growth of photonic science and technology.” He pointed out that “half of the membership now aligns itself with technical groups in the photonics area, and strong growth in this area is projected.” The article concluded by stating that, in accordance with corporate law in New York state, where the Society is incorporated, the vote would take place at the next annual business meeting.

When the SOAP committee suggested a new name for OSA, it also recommend-

ed one for OSA's membership magazine. *Optics News* would become *Optics and Photonics News*, to help popularize the term “photonics” in the optical community. That particular change would not encroach on the articles of incorporation, so the Board went ahead and approved the change in name. The new name became effective in January 1990.

The initial reactions of the “old timers” who received the November 1, 1989, letter from Herwig Kogelnik tended to be negative. Most came from the classical optics or applied optics communities rather than the newer laser and optical engineering crowds. To the classicists, the word “optics” already encompassed all wavelengths and processes involving optical radiation, from the emission of light through various manipulations or interactions and finally to the detection of the radiation. Why, then, adopt a new, gimmicky word?

The reaction at the Institute of Optics in Rochester was particularly disapproving. There was also anxiety about the suddenness of the vote, just after the end of an OSA meeting, and with no advance warning.

They were also concerned by the news that a vote on the matter would

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take place not by a mail ballot to all members, but instead at the annual business meeting in November. Anyone who has ever attended an OSA meeting knows that the annual business meeting, which is sometimes held before breakfast or else very late some afternoon, is often sparsely attended. Twenty or thirty proponents could easily dominate such a meeting, perhaps even changing the name of the Society.

Former OSA president and former JOSA editor David MacAdam wrote that, according to the original OSA constitution (which is reprinted in Hilda Kingslake's "50-Year History," in JOSA, March 1966), a four-fifths vote of the entire membership would be required to change the name of the Society.

Although that may be true, countered OSA's attorney, the constitution was no longer the controlling document; when OSA incorporated in 1932, the articles of incorporation superseded the original constitution. The attorney came to the next Board meeting to explain the legal procedures. He had examined the various documents governing the Society and found many inconsistencies.

Under New York corporate law, the quorum for the business meeting should be a minimum of 100 or one-tenth of the membership, whichever is smaller. Everyone knew that there were seldom as many as 100 people at the meeting.

Thus, one Board member asked: Does that mean everything we did at that meeting was invalid? Not at all, the lawyer responded. All decisions are valid as long as nobody challenges the lack of a quorum. But, in this instance, he recommended that the Society schedule an event or a reception as part of the business meeting to ensure a proper quorum.

Further, he pointed out, the Society had done nothing to specify how proxy votes should be treated. In the absence

of stated procedures, anyone could come to that business meeting and produce a hundred or so proxies and even vote to dissolve the Society! In New York corporate law, a mail ballot is not valid, but proxies are. Thus, proxy forms could be mailed to the members and then returned and counted at the annual meeting, along with the votes of the members who were physically present.

By this time, former OSA presidents Dave MacAdam and Emil Wolf had sent copies of their earlier letters opposing the change to all of their friends, colleagues and former students, as well as to many of the fellows of the Society. Many of these individuals responded by writing to the Executive Office protesting the proposed name change and the failure to subject the vote to a mail ballot by the entire membership.

Perhaps 150 or 200 letters were received on the subject, almost entirely opposed. At this point, the Board beat a hasty retreat and decided that the matter was too divisive to pursue further. The plans for a vote in November 1990 were cancelled. The Society attorney subsequently corrected several weak points in the OSA bylaws, and procedures for proxy voting are now properly specified so that surprises should not occur at annual meetings.

Any proposals for ratification at the annual meeting must be announced and publicized in advance. Even though the original constitution is no longer in force, a vote was passed at the 1991 annual meeting in favor of re-imposing the four-fifths requirement on any vote to change the name. So the present name of the Society will probably endure for the next 75 years. ▲

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