

Bylaws of the Ethylene Producers' Committee of the American Institute of Chemical Engineers

Includes amendments approved at December 9, 2010 Meeting of the Committee

Article I. Name and Objectives

Section 1. The name of this organization shall be the Ethylene Producers' Committee ("Committee") of the American Institute of Chemical Engineers ("Institute"). This organization is a non-profit corporation organized pursuant to Article 3.02 of the Texas Non-Profit Corporation Act. The registered office and registered agent of this corporation shall be set forth in the corporation's Articles of Incorporation. Bearing "American Institute of Chemical Engineers" as part of the organization's name does not imply any legal relationship between the Committee and the Institute. The Committee further acknowledges that it has no power or authority to make commitments, financial or otherwise, on behalf of the Institute. The relationship between the Committee and the Institute is detailed further in a Memorandum of Understanding document executed on January 27th, 2005.

Section 2. The Committee is formed in the broad field of development, design, engineering, construction, operation, and maintenance of facilities for the manufacture and distribution of ethylene.

Section 3. The objectives of the Committee shall be:

- a. To provide a communication medium through meetings, seminars, courses, and publications for the exchange of non-confidential information concerning the manufacture and distribution of ethylene.

No activity of the committee shall involve the exchange, collection, or dissemination of information among competitors for the purpose of bringing about or attempting to bring about an understanding or agreement, written or oral, formal or informal, express or implied, among competitors, with regard to costs, prices, pricing methods, terms or conditions of sale, distribution, production quotas or other limitations on either the timing or volume of production or sales, or allocation of territories or customers. (The above is referred to as the Committee's General Rules of Anti-Trust Compliance.)

- b. To provide leadership, assistance and expertise as appropriate to the Institute, industrial, educational and governmental groups in all fields of ethylene manufacture and distribution, including safety, health, and environment.
- c. To cooperate with Institute divisions and committees and other professional societies in sponsoring and holding joint programs.

Article II. Organization

Section 1. The Committee will have members, and management of the Committee affairs is vested in its members.

Section 2. The membership of the Committee ("members") shall be comprised of at least two-thirds of individuals in the employ of Ethylene Producers. Other members shall be individuals in the employ of contractors who offer ethylene technology and others as deemed appropriate by the Committee.

Section 3. Committee members shall hold membership in the Institute and in the Institute's Fuels and Petrochemicals Division.

Section 4. Current membership shall not be terminated due to mergers, unless such member(s) so wish. Multiple memberships for producing companies so resulting (with a maximum of two representatives from the merged companies) will be permitted. Memberships terminated as a result of mergers dating back to July 1995 will be eligible for reinstatement. Each member shall be required to make the customary financial contribution.

Section 5. Any waiver of the 2/3 minimum producing company members criteria stipulated in Article II, Paragraph 2 requires a 2/3 majority vote of the then current Committee members voting at the Committee meeting where such a waiver is proposed.

Section 6. In the event of a member's change in employment status, due to retirement, change of employer, or other such change as may occur whereby the member no longer represents his original company, the member, if he so wishes, can request continuation of his membership term on the Committee. Said request should be made to the Chairman of the Committee, who will bring it before the Committee for approval at the next meeting of the Committee. Continuation of the member's term requires the unanimous vote of the then current Committee members voting at the Committee meeting. The member will be responsible for payment of annual dues and all other responsibilities expected of members of the Committee. The guiding principle of committee membership ratio of (2/3 operators, 1/3 contractors) may be waived as a result of change in member employment status. Members falling under this classification must be re-approved for membership each year.

Article III. Election of Committee Members

Section 1. Committee members shall be elected. To be considered for election, candidates shall be nominated by the Committee's Nominating Committee.

Section 2. Terms of membership shall commence on the election. The membership of Committee members who are in their fifth (5th) year of service shall terminate automatically at the close of old business at the Committee meeting at the time of the Spring National Meeting of the Institute. As a member's 5 year term expires, the Nominating Committee, with concurrence of the member, reviews and, as appropriate, recommends renewal of membership and submits a proposal to the Committee for ratification. Committee members shall be eligible for reelection to consecutive terms.

Section 3. At the next regular meeting of the Committee following the Spring National Meeting of the Institute, the Committee Chairman shall appoint a Nominating Committee of not less than three (3) Committee members. If available to serve, one of the three shall be the Past Chairman, who shall serve as Chairman of the Nominating Committee. These appointments are subject to approval by the majority vote of the Committee.

Section 4. The Nominating Committee may present nominations for election to the Committee at any regular meeting of the Committee. Election of a Committee Member requires the unanimous vote of the then current Committee members voting at such Committee Meeting.

Section 5. The newly elected Committee members shall be promptly notified by the Committee Chairman and the results of the election announced at the Spring National Meeting of the Institute.

Section 6. Any member of the Committee who fails to attend at least one-half of the Committee meetings during the calendar year shall be considered as automatically tendering his resignation to the Committee, subject to acceptance or rejection by the Committee, in consideration of possible extenuating circumstances.

Article IV. Officers of the Committee

Section 1. The officers of the Committee, who shall be members of and elected by the Committee, shall consist of a Chairman, a Vice-Chairman, a Past Chairman, a Treasurer, a Program Chairman, and a Program Co-Chairman. The term of office for each shall be one (1) year, commencing and ending with the completion of the old business at the Committee meeting at the time of the Spring National Meeting of the Institute. Except for the Treasurer, officers shall not succeed themselves.

Section 2. The Vice-Chairman shall automatically succeed to the office of Chairman. The Chairman shall automatically succeed to the office of Past Chairman. The Program Co-chairman shall automatically succeed to Program Chairman.

Section 3. Election of Committee officers shall be conducted annually during the Committee meeting held prior to the Spring National Meeting of the Institute. The Nominating Committee shall nominate candidates for the elective offices of Vice-Chairman, Program Co-Chairman, and Treasurer. The Nominating Committee shall conduct this election by paper ballot. Elected officers are those receiving the majority of votes from the members physically present during this meeting.

Section 4. The Chairman shall preside at all meetings of the Committee. In his absence, these functions will be performed by the Past Chairman or by the Vice-Chairman, in that order.

Section 5. The Vice-Chairman shall keep records of the proceedings of the Committee and handle the general correspondence of the Committee.

Section 6. The Treasurer shall be responsible for conducting the financial transactions of the Committee and keeping a record of such transactions in accordance with good accounting practice. The Treasurer shall also serve as the registered agent for this corporation. His/her name must be filed with the Texas Secretary of State.

Article V. Programming Subcommittees

Section 1. The Committee shall draw up plans and policies for the Committee's programming activities. The Chairman shall appoint Committee members to coordinate the implementation of such plans and policies, in each of a number of specific subject areas which the Committee shall establish from time to time, through Programming Subcommittees. The members of such Programming Subcommittees may be made up of other Committee members and/or other qualified personnel selected by the coordinating Committee Member. Powers and authority of the Programming Subcommittees shall be expressly authorized by the Committee.

Section 2. Programming Subcommittee membership must include at least one member of the Committee. A member of the Committee will provide guidance and leadership to the Programming Subcommittee either in the role of Chairman, Vice Chairman, or Director.

Section 3. Committee programming activities shall be carried out in cooperation with and coordinated with the National Program Committee of the Institute.

Article VI. Meetings

Section 1. There shall be at least one Program Meeting of the Committee, normally held in conjunction with the Spring National Meeting of the Institute each calendar year.

Section 2. The Committee shall meet at least four (4) times each calendar year. Committee meetings may be called by the Chairman at such time and place as he may deem advisable and shall also be called if requested by four (4) members of the Committee. Notice of all Committee meetings shall be sent to Committee members approximately four (4) weeks in advance of such meeting. A meeting agenda shall be provided to all members approximately two (2) weeks in advance of the meeting.

Section 3. Meetings of the Programming Subcommittees of the Committee shall also have an agenda provided in advance of each meeting to every member.

Section 4. At each and every Committee meeting, the Vice-Chairman shall immediately, upon calling to order of such Committee meeting, read aloud the Committee's General Rules of Anti-trust Compliance provided herein in Article 1, Section 3a. The Vice-Chairman shall note in the minutes of the meeting the occurrence of such reading.

Section 5. At meetings of Subcommittees of the Committee, immediately upon calling to order, the meeting chairman or appropriate attendee shall read aloud the Committee's General Rules of Antitrust Compliance as provided herein in Article 1, Section 3a. The occurrence of such reading shall be so noted in the minutes of the Subcommittee meeting. The Vice-Chairman shall also keep records of members attendance at EPC meetings."

Section 6. Minutes shall be kept for each meeting of the Committee. Within four (4) weeks of the meeting, copies of the minutes shall be forwarded to each Committee member.

Section 7. Minutes shall be kept for each meeting of a Subcommittee of the Committee. Within four (4) weeks of the meeting, copies of the minutes shall be provided to each Subcommittee member and to the Committee Chairman, Vice-Chairman, Programming Chairman.

Section 8. A quorum for meetings of the Committee shall consist of the members present. Except as specified elsewhere herein (Article III and Article VII), all actions at meetings of the Committee will be decided by majority vote of those voting.

Article VII. General Provisions

Section 1. To provide for meeting the financial obligations of the Committee, the Committee may from time to time assess members. Each Committee member shall be assessed an equal share. Each Committee member shall be responsible for payment of the assessment by the date agreed by the Committee. Any member in arrears shall be considered to have automatically tendered his resignation to the Committee, subject to acceptance or rejection by the Committee, in consideration of possible extenuating circumstances.

Section 2. The EPC Chairperson will appoint a Knowledge Management (KM) Subcommittee at the first meeting of the EPC following the annual conference. The KM Subcommittee will comprise at least three members of the EPC and will maintain a charter describing the duties of the KM Subcommittee. The membership of the KM Subcommittee and any changes to its charter will be approved annually by vote of the EPC. The EPC will maintain segregated and sufficient funds in the EPC bank account to carry out the routine operation of the KM Subcommittee as set forth in the KM Subcommittee charter. In coordination with the annual EPC budget preparation cycle, the chairperson of the KM Subcommittee will inform the EPC Treasurer of the expected financial needs of the KM Subcommittee in the coming calendar year.

Section 3. In the decision of procedural matters not otherwise covered herein, Robert's Rules of Order will prevail.

Section 4. All proposed amendments and/or changes to these Bylaws hereto must be reduced to writing, with the Nominating Committee having primary responsibility for drafting language associated with all proposed amendments. A two-thirds affirmative vote of all Committee members by written ballot for approval of such amendment is required. In the case of voting for such amendments, the Vice Chairman shall obtain written absentee ballots as required. The Vice Chairman shall revise the bylaws as approved by the Committee and shall maintain the current, official copy of the bylaws in a location agreed upon by the Committee.

Section 5. Whenever used herein, words in the masculine gender shall include the feminine.