

PROPOSED REVISED DIVISION 15 BY-LAWS

March 10, 2011

ARTICLE I. Name and Objectives

Section 1. The name of this organization is "The Food, Pharmaceutical, and Bioengineering Division of the American Institute of Chemical Engineers."

Section 2. This Division is formed to serve the Institute's members in the broad fields of food, pharmaceutical, and bioengineering, in accordance with the Institute's Constitution, By-Laws, and Rules.

Section 3. The objectives of the Division are:

- a. To provide opportunities for engineers and scientists interested in the fields of food, pharmaceutical, and bioengineering to meet and to discuss topics of mutual concern.
- b. To promote dissemination of information in these fields, including paper presentations at Institute meetings.
- c. To coordinate the Institute's activities in the fields of food, pharmaceutical, and bioengineering with the activities of other societies working in these same areas.
- d. To cooperate with the other divisions and committees of the Institute in dealing with matters of mutual concern.
- e. To encourage greater emphasis on biological sciences and bioengineering in chemical engineering curricula.
- f. To implement the general objective of the Institute in promoting cross-fertilization of ideas and transfer of knowledge from one field to another.

Section 4. The Division is under the supervision and control of the Chemical Engineering Technology Operating Council of the Institute. Divisional programming activities will be carried out in cooperation with and coordinated with the Program Committee of the Institute. The Division does not have the authority to act for, or in the name of the Institute, or to incur any financial obligations in the name of the Institute.

ARTICLE II. Membership

Section 1. Membership in the Division shall consist of those who:

- a. Are members of the Institute, in any grade of membership, and

b. Have paid the annual dues levied by the Division (see ARTICLE VI, Section 1).

ARTICLE III. Organization

Section 1. The activities of the Division shall be directed by an Executive Committee of twelve members (ARTICLE III, Section 2) and a Programming Committee (ARTICLE III, Section 10) appointed by the Executive Committee. All members of the Executive Committee and Programming Committee shall be Fellows, Members or Associate Members of AIChE in good standing.

Section 2. The **Executive Committee** shall consist of a Chair, Vice Chair, Treasurer, Secretary, and five Directors. One of the five Directors will specifically be a Young Member Director. All of these positions will be elected positions (ARTICLE V). The immediate Past Chair will also serve on the Executive Committee, as will the Long Range Programming Officer and the Chair of Division Awards. The AIChE Council member selected by Council for liaison with the Division will serve in an *ex officio* role on the committee.

Section 3. The **Chair of the Executive Committee** will be responsible for long-range planning for the Division, as well as coordination with AIChE, coordination with the Society for Biological Engineering (SBE) (acting as or appointing a liaison to the SBE board), coordinating and guiding fundraising with the program chairs, and directing new initiatives to further the goals of the Division. The Chair will also be in charge of identifying the two annual meeting Division 15 program chairs in consultation with the Long Range Programming Officer and the rest of the elected Executive Committee. When the term of the Long Range Programming Officer is completed, the Chair, in consultation with the Executive Committee and incumbent Long Range Programming Officer, will identify a new Long Range Programming Officer. The Chair will also run the annual meeting of the Executive Committee and any other meetings of the Executive Committee deemed necessary by members of the Executive Committee. The Chair of the Executive Committee will hold this position for one year after automatically succeeding from the Vice Chair position. After completing his or her term, the Chair will act as immediate Past Chair on the Executive Committee for one more year. A Chair who resigns is not eligible for the position of Past Chair.

Section 4. The **Vice Chair of the Executive Committee** will share responsibility with the Chair of the Executive Committee and fill in for the Chair in his or her absence. The Vice Chair will be elected from the Division membership each year as described in Article V below, and will automatically advance to Chair of the Executive Committee in the following year.

Section 5. The **Treasurer** will be a member of the Executive Committee. The Treasurer will maintain an accounting of Division funds and coordinating with all Division committee members that request funds for programs, awards, or other Executive Committee approved expenditures. He or she shall submit a report covering finances and activities of the Division at the Executive Committee meeting at the Annual Meeting each year. He or she will also coordinate

membership records for the Division (including dues payment). The Treasurer will be elected from the Division membership for a term of three years.

Section 6. The **Secretary** will be a member of the Executive Committee. The Secretary will be in charge of the Division website content and periodically publishing a Division newsletter and/or updating a news section of the Division website (at least once per year). The Secretary will create minutes for the annual Executive Committee meeting. The Secretary is also charged with keeping track of the status of all officers, and upon charge of the Chair, coordinate annual elections for open positions on the Executive Committee. The Secretary will be elected from the Division membership for a term of three years.

Section 7. Four **Directors** will be members of the Executive Committee. Directors will be elected from academia, industry, and/or government. The role of these Directors will be specified by the Executive Committee to address pressing issues or new initiatives related to fund raising, membership, the divisional web site and other issues of importance to the Division. Directors will be consulted by the Chair on appointments to programming committees, especially for selection and/or confirmation of area program chairs. Directors will also vote or give input on any expenditures outside of direct programming. The Directors will be elected from the Division membership for a term of two years, staggered so that two new Directors will be elected each year. As described in ARTICLE V, the Past Chair, as chair of the nominating committee, will solicit nominations for Director from programming areas 15a, 15b, 15c, and 15d/e in rotating order.

Section 8. One **Young Member Director** will be a member of the Executive Committee. This Director would be a member who is a graduate student or within five years of graduation (undergraduate or graduate degrees). They will join the Executive Committee to focus on graduate student issues and issues of new industrial or academic employees (e.g. organizing events to facilitate networking). The Young Member Director will be elected from the Division membership for a term of two years.

Section 9. In the event of a vacancy in the office of Chair, the Vice Chair, Secretary, or Treasurer, in that order shall serve as the chief officer of the Division until the next annual election. If a vacancy occurs in any of the other positions on the Executive Committee, the Executive Committee shall appoint a replacement from the Executive Committee if the vacancy is an officer, or from the membership if the vacancy is a Director, to serve the remainder of the term. If someone is appointed to fill the vacated position of Vice Chair, then at the next election, at least two nominees must be named for each position available and an election held to fill the positions of Chair and Vice Chair; this supersedes the automatic advancement clause of ARTICLE III, Section 3.

If the Vice Chair fills the vacant position of Chair with less than seven months of the term of office to run, then the new Chair may be nominated and, if elected, serve one year as Chair in addition to the time served to fill the vacancy. The office of Past Chair would be filled by the last person to have held that office.

Section 10. A Program Committee will be appointed by the Executive Committee of the Division. This Program Committee will consist of a Long-Range Programming Officer, two Co-Program Chairs, Area Program Chairs and Vice Chairs (for Food, Pharmaceutical, Biochemical/Biotechnology, and Biomedical/Fundamentals in Life Sciences), and a Chair of Division Awards. The Program Committee of the Division shall plan the programming activities of the Division and coordinate these with the programs of the Institute and of other Divisions, also of other related groups outside of the Institute.

Section 11. The **Long-Range Programming Officer (LRPO)** will assist annual meeting Co-Program Chairs (or Program Chairs for other meetings that may be programmed by the Division) with planning and therefore should have previous program chair experience with the Division. The LRPO will act as an institutional memory for the divisional programming and therefore act as a consistent liaison to other Divisions for program coordination. He or she will be designated to represent the Division on the Program Committee of the Institute. The LRPO will also suggest new areas of programming to the Program Committee. Finally, he or she will suggest and help appoint Co-Program Chairs and Area Program Chairs, along with the Executive Committee (ARTICLE III, Section 3). The LRPO will be appointed by the Executive Committee for a four year term and also serve as an Executive Committee member.

Section 12. Each year, two **Co-Program Chairs** will be chosen to plan the programming at the Annual Meeting and at other appropriate meetings, if any. These two people, one from industry or government and one from academia, will plan the annual meeting programming for Division 15 and coordinate the Area Program Chairs. The industry program chair will also coordinate meeting-specific fundraising in coordination with AIChE staff, when appropriate. The Co-Program Chairs will be appointed by the Executive Committee with input from the LRPO and have a one-year term.

Section 13. One **Area Program Chair** and one **Area Program Vice Chair** will be chosen for each area of Division 15: Food (15a), Pharmaceutical (15b), Biochemical/Biotechnology (15c), and Biomedical/Fundamentals in Life Sciences (15d/e). The Area Program Chairs and Vice Chairs will be in charge of programming for the Annual Meeting. Area Program Vice Chairs will be chosen by the programming areas (15a, 15b, 15c, and 15d/e) in a manner chosen by the programming area. If Program Vice Chairs are not chosen by the membership of these areas, they will be appointed by the Executive Committee with input from the LRPO. All appointments will be reported to the Executive Committee for confirmation. Vice Chairs will assist the Chairs for one year and then automatically advance to Area Program Chair in the subsequent year.

Section 14. A **Chair of Division Awards** will be in charge of soliciting nominations for Division 15 Awards and chairing an *ad hoc* Division Awards committee to choose awardees each year. The Chair of Division Awards will be appointed by the Executive Committee and have a three-year term. This Chair will also serve as part of the Executive Committee. Preference will be given to prior awardees to minimize potential conflict of interest.

Section 15. Such other committees as may be required shall be appointed by the Chair with the approval of the Executive Committee. The services of any such committees or committee

members may be terminated at any time by the Chair with the approval of the Executive Committee.

Section 16. The newly elected Officers and Directors shall take office on January 1 of each year.

Section 17. The detailed rules and regulations, interpretations of these By-Laws, committee structures and functions, Officer and Director position descriptions, and minutes from the annual Executive Committee meetings shall be maintained on the Divisional website. It shall be the responsibility of the past Division Chair and the Secretary to update this website.

ARTICLE IV. Meetings

Section 1. There shall be at least one joint meeting of the Executive Committee and Program Committee of the Division each year held in connection with the Annual Meeting of the Institute. The Executive Committee shall determine the date and place of the meeting. Arrangements will be coordinated sufficiently in advance with the Assistant Secretary of the Institute and with the appropriate Chairmen of the Institute Meeting involved. Other meetings of the Executive Committee and/or Program Committee should be planned as necessary and shall also be called if requested by four members of the Executive Committee.

Section 2. The Chair shall send a notice of all meetings to qualified members at least three weeks in advance of such meetings.

Section 3. Five members of the Executive Committee shall constitute a quorum. Except where otherwise stated in these Bylaws, all actions of the Executive Committee shall be by a majority vote of those voting. If a tie vote results, the decision shall take the course voted by the presiding officer.

Section 4. If an Executive Committee meeting does not have the required five members for a quorum, then no action can be taken that affects the membership without submitting such contemplated action to an electronic ballot of the full Executive Committee and with a majority of the Executive Committee members voting in favor of the action.

Section 5. A Division member can use an Executive Committee meeting scheduled during the Annual Meeting to bring up Divisional business. The Chair shall decide, based on the meeting agenda, whether a separate open session should be organized or whether the closed Executive Committee agenda should be amended for the issue to be discussed. Notice of an open Division meeting should be sent to the Division membership by the Chair or Secretary at least three weeks in advance of the meeting. The order of business for meetings of the Division shall be determined by the presiding officer (see ARTICLE IV, Section 7), and will include reading of the minutes of previous meetings, reports of committees, old and new business.

Section 6. The Chair of the Division shall preside at all meetings of the Division and of the Executive Committee. In his or her absence, these functions will be performed by the Vice Chair, or by the Secretary, or by the Treasurer, in that order.

Section 7. Any issues that the Executive Committee feels should be brought to the Division membership for decision should be sent in an electronic ballot to the entire membership. All actions voted on in this manner will be decided by a majority vote of those voting except where specifically noted otherwise in these Bylaws.

ARTICLE V. Elections

Section 1. The Vice Chair, the Secretary, the Treasurer, and Directors that are up for election shall be elected by electronic ballot (or current method) sent to the members of the Division on or about September 1. As provided in ARTICLE III, Sections 3 and 4 with an exception (ARTICLE III, Section 9), the Vice Chair shall advance automatically to Chair of the Executive Committee in the following year. Election shall be by a majority of those voting. Three weeks shall be allowed between the mailings of the ballot and the counting of the votes. Candidates for each position will be allowed to submit one paragraph describing their background, qualifications, and interest in running for the position to be posted to the Division website for the duration of the voting period. The votes will be counted by a Tellers Committee, and certified to the Executive Committee.

Section 2. Delinquent members shall not be eligible to vote or hold office (see ARTICLE VI, Section 1).

Section 3. A Nominating Committee shall be formed in April of each year. The immediate Past Chair is automatically the Chair of the Nominating Committee. He shall pick at least two additional members of the Division who are not currently serving as officers. The Division Secretary will notify the Nominating Committee of all positions that will be open for this election. This Nominating Committee shall formulate a slate of one or more candidates for Vice Chair (succeeding automatically to Chair), Secretary and Treasurer (when open), and each open Director position, and in certain cases for Chair (ARTICLE III, Section 9) for proposal to the membership at least two months prior to the fall annual meeting. Program areas will have the opportunity to propose one or more nominees for Director on a rotating basis, so that each of the four Directors will represent the interests of program area membership. If the program area fails to propose nominees for their open position, the nominating committee will nominate candidates for a Director-at-Large position for that election. Other nominations for each position will be accepted if petitioned by at least twenty members of the Division and submitted to the Secretary by July 1.

Section 4. No member shall be eligible for election to more than one office at any one time.

ARTICLE VI. Dues and Finances

Section 1. Dues shall be assessed on the membership annually and shall be within the limits approved by Council of the Institute. These dues shall be reviewed annually by the Executive Committee and shall be adjusted according to the financial needs of the Division.

Section 2. The Executive Committee will make all other regulations regarding payment of dues and will provide for an annual audit of the Division's finances.

Section 3. The Executive Committee will define the general types of expenditures which may be made by the Treasurer without individual approval. If a request is submitted for an item which is not so covered, the Treasurer will consult with the Chair and if necessary with the Executive Committee as to its payment. The Executive Committee has final responsibility and accountability for the expenditure of Division funds.

Section 4. Division dues will be waived for Division members age 65 or over who also have attained continuous Division membership of 20 years or more.

Section 5. If the Division should be subdivided, the Division treasury will be subdivided in proportion to the number of members in each of the resulting sections. If the Division is completely disbanded, the treasury of the Division will be turned over to the Institute after all outstanding obligations are settled.

ARTICLE VII. General Provisions

Section 1. The decision of the Executive Committee shall be final on any question concerning the interpretation of the Bylaws, subject to the jurisdiction of the Chemical Engineering Technology Operating Council of the Institute.

Section 2. In all respects not specifically covered in these Bylaws, the general rules of the Institute governing the conduct of the Divisions shall apply with equal force as if included in these By-Laws.

Section 3. In the decision of procedural matters not otherwise covered in these Bylaws, The Modern Rules of Order will prevail.

ARTICLE VIII. Amendments and Revisions

Section 1. All proposed amendments and revisions to these Bylaws must be reduced in writing. They may be proposed by the Executive Committee or by petition to the Executive Committee of at least twenty members of the Division.

Section 2. The proposed amendment will then be sent to all qualified Division members electronically at least three weeks before the date specified for receipt of the returned ballot. A two-thirds affirmative vote of those replying will approve the revision or amendment. The revision or amendment shall then be submitted to the Council of the Institute for approval, and shall become effective upon such approval.