

PROPOSED BYLAWS  
OF THE FELLOWS COUNCIL  
OF THE  
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

November 10, 2010

The FELLOWS COUNCIL is the leadership group of the Fellows of the American Institute of Chemical Engineers (AIChE) and is responsible for coordination of all organized activities of Fellows within the Institute. The Fellows Council reports to the Career and Education Operating Council (CEOC) of AIChE.

The Fellows Council operates according to the Constitution and Bylaws of the Institute.

These Fellows Council Bylaws describe and provide guidelines for: 1) Functions, 2) Membership, 3) Officers, 4) Appointments and Terms, 5) Meetings, 6) Policy Making and Decisions, 7) Communications, 8) Budgets, and 9) Bylaw Changes.

The main purpose of the Fellows Council is the coordination, guidance, and communication of collective activities of the Fellows, such as: website; Fellows breakfasts; organized activities related to students, young professionals, and local sections; and technical, societal, external, and other professional activities.

With support from AIChE staff, the Fellows Council will maintain a record of Fellows, their collective activities, and update communications about the Fellows, such as on the AIChE website.

Section 1. Functions

- Coordination of collective activities of the Fellows within the Institute
- Initiating, completing, and reporting collective actions of the Fellows at the request of the CEOC and the Board of Directors (BOD).

Section 2. Membership

The members of the Fellows Council must be AIChE Fellows. The number of Fellows Council members may range from 5 to 11 in addition to the Officers. Variations in the number of members shall be confirmed by vote of at least 60% of the Council members.

Fellows Council membership shall represent the diverse spectrum of the Fellows, with a balance among academic, government, industrial, and retired Fellows.

The Fellows Council shall also have as affiliates: a representative of the BOD appointed by the BOD, a representative of CEOC appointed by the CEOC, and a representative of the AIChE staff, appointed by the Executive Director.

### Section 3. Officers

The Fellows Council Officers are the Chair, Immediate Past Chair, and Vice Chair.

The Chair will provide leadership in planning for, and will normally preside at, Fellow events. The Chair will coordinate the activities overseen by Council members. The Chair will represent the Fellows Council at meetings with the BOD and other AIChE entities.

The Immediate Past Chair or Vice Chair shall perform the duties of the Chair in the latter's absence or inability to serve, and will serve as the secretary of the Fellows Council.

### Section 4. Appointments and Terms

The Fellows Council will elect its members from nominations submitted by Fellows to a Council Officer. It is recommended that the Vice Chair be a current or past Council member. New Fellows Council member appointments, and the succession from Vice Chair to Chair, require the approval of the BOD or its Executive Committee.

The durations of service of the BOD, CEOC, and AIChE staff representatives are decided, respectively, by the President and Executive Director.

Council members shall serve staggered three-year terms, replacing approximately one-third of the members each year. Terms of office shall begin after the Fall Annual AIChE Meeting. Members may be reappointed for no more than one additional three-year term, except Chairs may be reappointed for an additional three-year term as members after completing their Chair position.

The Chair position has a two-year term, while the Vice Chair and Immediate Past Chair positions have one-year terms. Appointments are staggered so that only two of the Officer positions are simultaneously occupied.

If necessary, when a Council member is appointed as Vice Chair, his/her Council term will be extended in order to complete the Chair and Past Chair positions.

Midterm vacancies of Council members shall be filled through appointment by the Fellows Council and approved by the BOD or its Executive Committee. A member appointed to fill a midterm vacancy shall serve for the unexpired portion of the original term and may be nominated for a second full term. Vacancies of BOD, CEOC, and staff representatives will be filled by the respective authorities.

Members of the Fellows Council may be removed by a majority vote of the BOD, for cause, including, but not limited to, non-participation. Removal shall be initiated to CEOC by the Fellows Council.

### Section 5. Council Meetings

At any meeting, all procedural questions requiring parliamentary ruling not provided for in the Constitution and Bylaws of the Institute or the Fellows Council Bylaws shall be decided in accordance with BOD procedures.

The Fellows Council shall meet at least four times a year, such as in person at the Institute's Annual and Spring National meetings, and via virtual and teleconferences.

Meeting agendas are to be established by the Officers and communicated to the Council in advance of the meeting. The order of business may be changed, or any item of business dispensed with, by majority vote of the members present at a meeting.

#### Section 6. Policy Making and Decisions

All members of the Fellows Council shall have full voting rights and privileges. A simple majority of Council members shall constitute a quorum for the conduct of business at any meeting. Members shall be permitted to participate and vote by telephone and other electronic means. Proxies are permitted, but only for specific actions.

Any Fellow of the Institute, or group of Fellows, may make proposals and suggest issues of Fellow concern to the Council. These shall be submitted in writing/e-mail to any Council member, and if appropriate, such items will be included in the agenda of the next Council meeting.

Views on issues of general Fellow concern may be solicited from the whole Fellowship at Fellow gatherings, as well as via surveys and direct communications.

Except where the Institute Constitution or Bylaws provide otherwise, actions on all matters shall be decided by a majority of Council votes. If deemed necessary for certain actions, votes may be obtained from Council members not in attendance.

#### Section 7. Communication

The Fellows Council shall provide an annual report to CEOC.

The Fellows Council Membership, meeting agendas and minutes, and reports will be posted in timely fashion on pages of the Fellows web site. Privileged items will be accessible only to Fellows.

The Fellows Council may designate liaisons to other AIChE entities, as agreed upon with the respective entity. Liaisons are to keep abreast of the activities of their entity via participation in meetings, teleconferences, and circulated minutes, as well as to convey requests to or from the entities to the Fellows.

#### Section 8. Budgets

The Fellows Council has no regular funds to expend. Funds may be requested for projects on an as-needed basis through the BOD and staff members. All budgets and individual project funding requests must be approved by the BOD or its Executive Committee.

#### Section 9. Bylaws Changes

This document, and all proposed updates and amendments to these Bylaws, shall be approved by a two-thirds majority vote of the Fellows Council, and subsequently submitted in writing for approval by CEOC. The original and the current updated/amended version of these Bylaws shall be posted on the Fellows web site. The Fellows Council is responsible for maintenance of the Bylaws.