

## **BYLAWS**

### **Forest and Plant Bioproducts Division**

### **American Institute of Chemical Engineers**

**Revised May xx, 2013**

#### **ARTICLE I. Name and Objectives**

**Section 1.** The name of this organization is “The Forest and Plant Bioproducts Division of the American Institute of Chemical Engineers.”

**Section 2.** The scope of this Division is to serve the interests of the Institute's members in the broad fields of forest and plant bioproducts derived from lignocellulosic biomass. These include conventional forest products, pulp and paper and emerging bioproducts such as biofuels, bioenergy, biomaterials, biochemicals, biopolymers, and biocomposites etc. This division will function in accordance with the AIChE’s Constitution, By-Laws, and Rules.

**Section 3.** The objectives of the Division are:

- a. To provide a forum for engineers and scientists to meet and to discuss forest and plant bioproducts and related topics of interest. .
- b. To promote the discovery, publication and dissemination of knowledge and advancements in the field, through papers and presentations at national Institute meetings and publishing of relevant information.
- c. To coordinate the Institute's activities in the fields of forest and plant bioproducts with the activities of other societies working in similar areas.
- d. To cooperate with other divisions and committees of the Institute in dealing with matters of mutual interest.
- e. To implement the general objective of the Institute in promoting cross-fertilization of ideas and transfer of knowledge from one field to another.

#### **ARTICLE II. Obligations to the Institute**

**Section 1.** The Division is under the supervision and control of the Career and Technology Operating Council of the Institute.

**Section 2.** All divisional committees shall work in cooperation with corresponding national committees. Divisional programming activity shall be carried out in cooperation with the National Program Committee of the Institute.

**Section 3.** The Division shall not have the authority to act for, or in the name of, the Institute except with the explicit prior authorization of the Career and Technology Operating Council of the Institute. The Division does not have the authority to incur any financial obligations in the name of the Institute.

**Section 4.** Upon dissolution of the division, any assets remaining thereafter shall be returned to AIChE.

### **ARTICLE III. 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). There shall, however, be a grace period of one year during which a person may be a member of the Division while the application for membership in the Institute is being processed. Continuation as a member of the Division shall be contingent on subsequent membership acceptance by the Institute.

### **ARTICLE IV. Organization**

**Section 1.** The activities of the Division shall be directed by an Executive Committee of up to ten members: the current four officers (Chair, Vice Chair, Secretary, Treasurer –see Article IV, Section 2), the immediate Past Chair (Outgoing Chair) of the Division, and up to five persons elected as Directors including two international directors from the membership of the Division, and, as ex-officio, the AIChE Council member selected by Council for liaison with the Division. All members of the Executive Committee shall be Fellows, Members or Associate Members of AIChE in good standing.

**Section 2.** The officers of the Division shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, all of whom shall hold membership in the Division and shall be Fellows, Members, or Associate Members of the Institute. The term of office will be for three years; and nominees for these offices shall come from the Nominating Committee or by petition to the Secretary (see ARTICLE VI, Section 3). The offices of Treasurer and Secretary may be combined into the single office of Secretary, when approved by the Executive Committee.

**Section 3.** The Chair shall not be eligible for re-election, except as noted in ARTICLE IV, Section 4. The Secretary and the Treasurer may be re-elected.

**Section 4.** Directors on the Executive Committee shall be elected for a term of three years each, two to be elected each year, except as provided in Article IV, Section 5. Directors are not eligible for consecutive terms, but may be re-elected to serve a new term beginning at least two years after completing a previous term.

International directors may also be elected as directors of the division in a similar manner to the directors on the executive committee. They will serve as full directors of the division. They can provide liaison and foster international cooperative activities of the division and AIChE.

**Section 5.** The Vice-Chair shall perform the duties of the Chair in the latter's absence or inability to serve. 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 the Secretary will be invited to fill that office, if willing; otherwise the Executive Committee shall appoint a replacement as previously described, and at the next election at least two nominees must be named and an election held to fill the position of Vice-Chair. A Chair who resigns prior to fulfilling at least one year of service is not eligible for the position of Past Chair.

**Section 6.** The Officers of the Division shall appoint a Programming Chair from among the Executive Committee, typically from the Directors. When a Director serving as Program Chair resigns or is otherwise unable to continue in the position, the Officers may appoint a qualified Program Chair, subject to approval from the Executive Committee. The appointed Program Chair may then be presented to the membership of the Division in a subsequent regular election or in a special election for approval as a Director of the Division (in a special election, the candidate may run unopposed). Should the Program Chair not be approved as a Director, the Program Chair may continue in that office until completion of the following Annual Meeting, after which a member of the Executive Committee must be appointed as Program Chair. The Officers of the Division with the Program Chair form the Program Committee and shall be responsible for the programming activities of the Division.

**Section 7.** The Secretary shall keep records of the proceedings of the Division. He/she shall handle the general correspondence of the Division and shall, at the direction of the Chair, issue notices of all meetings. The Treasurer shall handle and record the collection and disbursement of funds as authorized by the Executive Committee of the Division. He/she will coordinate membership records for the Division.

**Section 8.** 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. Session chairs will be appointed each year by the Chair to develop technical sessions in selected areas.

**Section 9a): Awards Committee.** There will be an Awards Committee comprising of three current members of the executive committee. The chair of the committee will be

appointed by the Chair of the Division. It shall cooperate closely with the officers of the Division to solicit and select qualified candidates for awards and honors bestowed by the Division such as the Andrew Chase Award, as well as awards to recognize outstanding papers presented at Division events or travel awards to assist student and researchers who present in Division sessions at the Annual meeting or other events or any other awards chosen to be given by the Division. For additional details on the awards, please refer to the guidelines and criteria for each of the awards given by the Division. The Committee will work with the officers to establish and publicize criteria for awards, receive nominations, and select awardees.

**Section 10.** 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 11.** Chairmen of all Division committees, except the Program Committee (ARTICLE IV, Section 7), are appointed by the Division Chair with the approval of the Executive Committee for one year period that coincide with the term of office of the Division Chair.

**Section 12.** Committees which are appointed to prepare for specific meetings or other events will continue to perform their functions, if satisfactorily handled, until the meetings or events designated have actually occurred. The term of service of such committees may therefore continue after the retirement of the Division Chair who made the original appointments. A Chair for each special committee must still be appointed annually as per ARTICLE IV, Section 10.

**Section 13.** The newly elected Officers and Directors shall take office at the conclusion of the Annual Meeting or at other times as agreed upon by the Executive Committee.

**Section 14.** Insofar as the financial resources of the Division allow, the Division shall publish a Membership Directory at least every two years, if approved by the Officers of the Division. The Secretary will oversee the publication of the Membership Directory.

**Section 15.** The detailed rules and regulations, interpretations of these By-Laws, committee structures and functions, and Officer and Director position descriptions shall be maintained in a Divisional Procedural Manual. It shall be the responsibility of the past Division Chair and the Secretary to update the Procedural Manual. The Secretary shall send a copy of the Procedural Manual to all new Officers, Directors and Committee Chairmen.

## **ARTICLE V. Meetings**

**Section 1.** There shall be at least one meeting of the Division each year held in connection with a National or 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.

**Section 2.** The Secretary shall send a notice of all meetings to qualified members at least one week in advance of such meetings.

**Section 3.** A quorum for meetings of the Division shall consist of at least ten of the division members being present. Except where otherwise stated in these By-Laws, all actions at a meeting of the Division will be decided by a majority vote of those voting.

**Section 4.** The order of business for meetings of the Division shall be determined by the presiding officer (see ARTICLE V, Section 7), and will include reading of the minutes of previous meetings, reports of committees, old and new business.

**Section 5.** The Executive Committee shall meet at least once, and preferably two to four times, each calendar year. Meetings may be called by the Chair at such places and times as the Chair may deem advisable, and shall also be called if requested by four members of the Executive Committee. The Secretary shall send a notice of all meetings to the Executive Committee members at least one week in advance of such meeting. Four members of the Executive Committee shall constitute a quorum.

**Section 6.** Except where otherwise stated in these By-Laws, 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 7.** The Chair of the Division shall preside at all meetings of the Division and of the Executive Committee. In his absence, these functions will be performed by the Vice-Chair or by the Secretary, or by the Treasurer, in that order.

**Section 8.** Any member of the Executive Committee who fails to attend (including participation by telephone) at least one Executive Committee or Division meeting during a calendar year in which three or more meetings are held shall be considered as automatically tendering his resignation to the Executive Committee, subject to acceptance or rejection by the Executive Committee by secret ballot in consideration of possible extenuating circumstances.

**Section 9.** If an Executive Committee meeting does not have the required four members for a quorum, then no action can be taken that affects the membership without submitting such contemplated action to a mail ballot of the full Executive Committee and with a majority of the Executive Committee members voting in favor of the action.

## **ARTICLE VI. Elections**

**Section 1.** The Chair, the Vice-Chair, the Secretary, the Treasurer (recognizing that the Secretary and Treasurer positions may be combined into one) and at least three Directors shall be functioning in their positions at the time these bylaws are enacted, and shall have been previously elected as officers of the Division. As provided in ARTICLE IV, Section 2 with an exception (ARTICLE IV, Section 4), the new Vice-Chair shall advance automatically to the position of Chair when the Chair completes his or her term and a new election for Vice-Chair, Secretary, and Treasurer shall occur. 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. The votes will be counted by the secretary or a member of the executive committee, and certified by the Executive Committee.

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

**Section 3.** A Nominating Committee shall be formed in April of each year or as needed. 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. This group shall formulate a slate of one or more candidates for Vice Chair, Secretary and Treasurer, and a number of Director candidates exceeding the number of open Director position, for proposal to the membership in the following October, or as needed. Other nominations for each position will be accepted if petitioned by members of the Division and submitted to the Secretary at least three weeks before the election.

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

## **ARTICLE VII. 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. Dues may also be waived for graduate students and/or undergraduate student members of AIChE if approved by the Executive Committee. Such waivers shall be granted uniformly and fairly to qualified members.

**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 By-Laws, subject to the jurisdiction of the Council of the Institute.

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

**Section 3.** In the decision of procedural matters not otherwise covered in these By-Laws, Robert 's Rules of Order will prevail

## **ARTICLE IX. Amendments**

**Section 1.** All proposed amendments to these By-Laws must be in writing. They may be proposed by the Executive Committee, by majority vote of a meeting of the Division, or by petition to the Executive Committee of by least five members of the Division.

**Section 2.** The proposed amendment will then be sent to all qualified Division members by e-mail 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 amendment. The amendment shall then be submitted to the Council of the Institute for approval, and shall become effective upon such approval.