

BYLAWS
OF THE
CENTER FOR CHEMICAL PROCESS SAFETY
OF THE
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

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ARTICLE I

NAME, PURPOSE, AND OBJECTIVES

SECTION 1 - NAME AND ACRONYM

The name of the organization is the Center for Chemical Process Safety of the American Institute of Chemical Engineers. Its official acronym is CCPS.

SECTION 2 - PURPOSE AND OBJECTIVES

The primary purpose of CCPS is to establish a not-for-profit scientific and educational organization to provide expert leadership and focus to engineering practices and research that can prevent or mitigate catastrophic events involving hazardous materials. The objectives in meeting this primary purpose are:

1. to conduct research and provide objective, technical information on issues related to safety in the manufacture, handling, and storage of toxic and/or reactive materials;
2. to enhance and accelerate the personal, professional, and technical development of engineers in process plant safety;
3. to assemble and publish process safety procedures that are in use;
4. to serve as an umbrella organization for development, exchange, and publication of new information on process safety; and
5. to maintain open dialogue with trade associations and other interested organizations to communicate objectives and avoid duplication.

ARTICLE II

RELATIONSHIP TO THE AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

SECTION I - ADMINISTRATION OF CCPS

CCPS is a Directorate of AIChE and will be administered by the staff of the American Institute of Chemical Engineers (AIChE).

SECTION 2 - LIMITATION OF ACTIONS

CCPS does not have the authority to act for, or in the name of, the American Institute of Chemical Engineers or any Sponsor or participant, except with the explicit authorization of the Board of Directors of AIChE, or said Sponsor or participant. CCPS does not have the authority to incur any financial obligations in the name of AIChE. All activities of CCPS shall be within the

limitations imposed by Section 204 of the New York Not-for-Profit Corporation Law and any other laws and regulations applicable to not-for-profit corporations.

SECTION 3 - AIChE OBLIGATIONS AND RIGHTS

AIChE, shall lend its name to CCPS and shall provide publicity through its publications, Annual and National Meetings, and other appropriate media. AIChE shall be assigned copyrights, and publication rights, to results of projects sponsored through CCPS, subject to specified time restrictions on release, except where excluded by law or such rights are explicitly waived by the Executive Director of AIChE. The net income from any such publications shall be made available to CCPS. Any inventions and/or patents arising out of and issued with respect to research sponsored by CCPS will be assigned to AIChE, except where excluded by law or where such rights with respect to a specific research contract are explicitly waived or granted to CCPS by the Executive Director of AIChE upon recommendation of the responsible project committee, the Advisory Board, and the Managing Board.

AIChE shall consult with the manufacturing company members of the CCPS Technical Steering Committee and/or the CCPS Technical Steering Planning Committee prior to marketing enhancements to CCPS products.

SECTION 4 - CCPS OBLIGATIONS AND RIGHTS

The AIChE staff assigned to CCPS work shall be responsible for such things as mailings, administration of funds, preparation and execution of contracts, arrangements of meetings, and printing and distribution of technical books, reports, and materials. The Director of CCPS, who is a member of the AIChE staff, shall have the authority to negotiate and sign contracts, set prices for CCPS books, meetings etc., and carry out other financial functions for CCPS.

SECTION 5 - CCPS DURATION and RESIDUE FUNDS

CCPS has been approved by AIChE Board of Directors without limit on duration. Termination will be preceded by notification by AIChE Board of Directors to the AIChE Managing Board to the CCPS organization including Sponsors of such action at least one year prior to the effective date of termination. The obligations hereunder of AIChE are conditioned upon payment of the annual contributions for each calendar year, and may be terminated by AIChE with the required notification if for any calendar year, aggregate annual contributions of the Sponsors, and other sources of income are, insufficient to meet the administrative costs and expenses of CCPS. Upon termination of CCPS, residue funds shall be transferred to AIChE.

ARTICLE III - SPONSORS AND DUES STRUCTURE

SECTION 1 - QUALIFICATION OF SPONSORS

Any corporation, company, foundation, or partnership, located anywhere, having an interest in chemical process safety may become a Sponsor of CCPS through payment of annual dues to AIChE and through designation of a Technical Representative and a Financial Representative to CCPS. Participation rights begin immediately upon receipt of the annual dues payment by AIChE and extend through the end of the calendar year during which such payment is received, except that annual dues payments received after July 1st of any year confer Sponsor status through December 31st of the following year.

SECTION 2 - RIGHTS OF SPONSORS

Sponsors are entitled to be represented at meetings of Sponsors, which may be scheduled from time to time, and to be represented on a rotational basis on the Technical Steering

Committee. Sponsors may purchase any of the CCPS publications, including Guidelines and conference proceedings, at special prices.

SECTION 3 - BENEFITS OF SPONSORSHIP

Sponsors are entitled to:

1. participate in the program of research seminars, meetings, and publications that develop and disseminate cutting edge information from expert sources;
2. participate in the development of the Guidelines Series which may be referenced in new Federal and State laws and regulatory documents;
3. place process safety concerns on the CCPS agenda;
4. be part of a vital exchange with noted colleagues worldwide.

SECTION 4 - DUES

]Annual dues for participation in CCPS shall be as established by the Managing Board of CCPS upon recommendation from the CCPS Director.

SECTION 5 - ASSOCIATE SPONSORS

A category of Associate Sponsor is available to organizations whose activities do not fall into the categories listed in Article III, Section 1, for an annual contribution of at least \$2,000. Only those organizations contributing \$7,500 or more may participate in the CCPS committees.

SECTION 6 – EMERITUS MEMBERS

A category of emeritus member is available to certain retired individuals with expertise and demonstrated leadership in Process Safety.

To qualify for status as emeritus member, an individual shall:

- Have participated actively in the CCPS Advisory Board, Technical Steering Committee, or a CCPS project subcommittee while employed by a sponsor company (not including participation as a paid project contractor),
- Not be employed by a company or organization eligible for CCPS sponsorship or associate sponsorship
- Agree to pay his or her own expenses for participating, [e.g. Travel, food, and lodging]
- Be approved as an emeritus member for a three-year term by majority vote at a face-to-face meeting of a the Technical Steering Committee at which a quorum is present
- Pay introductory dues (proposed \$500 AIChE members, \$700 non-members) and annual renewal dues (proposed \$50 AIChE members / \$70 non-members)
 - Alternatively, make an estate gift of at least equivalent value
- Actively participate as a volunteer in at least one project

Emeritus members are eligible to:

- Attend CCPS technical steering committee meetings
- Volunteer for CCPS projects
- In the case of former Advisory Board members, attend Advisory Board meetings
- Receive free copies of new CCPS products for the projects they participate actively in

Emeritus members are not eligible to:

- Receive complimentary copies of CCPS products other than as relates to project participation
- Vote on CCPS matters individually
- Participate in bid reviews

SECTION 7 – Provision for Termination of Sponsorship by AIChE

AIChE has the sole right and discretion to reject a particular sponsor applicant or to terminate the membership of any sponsor if AIChE believes that such sponsor or potential sponsor has misused AIChE copyright or intellectual property or has violated anti-trust.

ARTICLE IV

ORGANIZATION

SECTION I - GENERAL

Oversight for all activities of CCPS is provided by the Managing Board, the Advisory Board, and the Technical Steering Committee. Overall administration, management, and supervision of CCPS will be conducted by and be the responsibility of the Director of CCPS who will report directly to the Executive Director of AIChE. In this respect, the AIChE Board of Directors will provide general supervision of CCPS.

A Planning Subcommittee of the Technical Steering Committee shall be established as a Standing Committee.

Other Committees and Subcommittees shall be established and sunsetted as appropriate to carry out the functions of CCPS.

Subcommittees of the Technical Steering Committee shall be established to develop and provide direction for each of the authorized projects of CCPS.

Meetings of all of the entities of CCPS shall be arranged by a member of the CCPS staff, Notice of the time and place of each meeting shall be mailed to the members of the particular entity at least fifteen days before the meeting. The Chair of a Board, Committee, or Subcommittee shall preside at the meetings of the respective entity. A quorum for transaction of business at any meeting shall consist of a majority of the listed members of that specific entity. Preparation and distribution of Minutes of the meeting shall be the responsibility of the appropriate CCPS staff designee.

SECTION 2 - MANAGING BOARD

The Managing Board shall consist of eleven members to include the Executive Committee of the AIChE Board of Directors, Executive Director of AIChE, one Director of AIChE from each of the three yearly classes of the AIChE Board of Directors, AIChE Managing Director Technical Activities, and the CCPS Director.

The Chair of the Managing Board shall be the Executive Director of AIChE.

The AIChE President will appoint the three Directors of AIChE (one from each of the three yearly classes of Board Members) to the Managing Board.

The Managing Board will make final decisions on short and long term plans, will approve CCPS project ballots and budgets, and will provide the managing guidance for CCPS.

The Managing Board shall meet once a year. Special meetings of the Managing Board may be called at any time by any two Members of the Managing Board.

SECTION 3 - ADVISORY BOARD

The Advisory Board shall consist of 20 to 25 members to include the Executive Director of AIChE, the Director of CCPS, and up to 23 appointees. The appointees shall include management representatives of the Sponsor organizations, and representatives from academia, appropriate government agencies, and public interest groups. The management representatives shall include those from both large and smaller industrial organizations, as well as, from contractors and consultants.

The Chair of the Advisory Board shall be the Director of CCPS.

The Advisory Board shall provide advice to the Managing Board, the CCPS Director on the scope and direction of CCPS programs, shall approve CCPS projects which have been selected by the Technical Steering Committee, and shall provide general overall management advice. The Advisory Board will meet once each year. Special Meetings of the Advisory Board may be called at any time by the President or Executive Director of AIChE or the Director of CCPS.

At the discretion of the Executive Director of AIChE, the Managing Board and Advisory Board may meet together.

SECTION 4 - DIRECTOR OF CCPS

The Director of CCPS shall provide overall administration, management, and supervision of CCPS and shall be responsible for the activities of CCPS. The CCPS Director shall have financial authority in Article II Section 4, authority to engage staff, as needed, for CCPS operations and establish procedures for the conduct of CCPS business. The Director of CCPS shall be appointed by and shall report to the Executive Director of AIChE. The Director of CCPS shall be a full time member of the AIChE staff.

SECTION 5 - TECHNICAL STEERING COMMITTEE

The Technical Steering Committee (TSC) shall consist of one member from each dues-paying Sponsor organization to be nominated by the Sponsor and appointed by the CCPS Director. The Technical Steering Committee membership will be selected primarily from the Technical Representatives of the Sponsor organizations. A limited number of members from academia, appropriate government agencies, and the AIChE, may also be appointed by the CCPS Director.

The CCPS Director shall serve as Chair of the Technical Steering Committee.

Voting rights on the Technical Steering Committee will be established by the Managing and Advisory Boards based upon recommendation from the CCPS Director.

The Technical Steering Committee shall have the key functions of assisting the CCPS Director in:

1. developing an overall multi-year program for CCPS;
2. defining the priorities for project selection;
3. selecting specific projects for CCPS and
4. defining and reviewing the scope for these specific projects;
5. suggesting membership for the Project Subcommittees; and
6. reviewing the status of project programs and the budget performance,

The Technical Steering Committee will meet at least two times a year.

SECTION 6 - PLANNING SUBCOMMITTEE OF THE TECHNICAL STEERING COMMITTEE

A Planning Subcommittee of the Technical Steering Committee shall be established as a Standing Committee. This Planning Subcommittee shall consist of no more than fifteen members selected largely from the Technical Steering Committee membership with appropriate CCPS staff membership. At least one, but no more than two members of the planning subcommittee may be employed by non-manufacturing sponsors. The Chair and the members of the Planning Subcommittee will be appointed by the CCPS Director.

The Planning Subcommittee shall develop a list of project proposals each year for consideration by the Technical Steering Committee by collecting suggestions from the CCPS Director, the Technical Steering Committee, the active Project Subcommittees, Sponsors, and others involved with CCPS and Chemical Process Safety. Input shall also be sought from the AIChE Board of Directors, the Advisory Board and the Managing Board.

Projects may be related to the preparation of Guidelines for Process Safety Practices, establishment of research projects, development of major specialized conferences on Process Safety issues, establishment of other appropriate projects with the objectives of CCPS.

The project proposals shall be organized in terms of priorities based on need in the industry, feasibility, relationship to existing projects, and initial approximate cost estimates. Plans for three to five years shall be considered.

The planning subcommittee shall issue appropriate reports to the Technical Steering Committee as guidance for the functions of the Technical Steering Committee as defined in Article IV, Section 5.

The Planning Subcommittee shall meet as required to carry out the necessary function and at least twice a year.

SECTION 7 - PROJECT SUBCOMMITTEES OF THE TECHNICAL STEERING COMMITTEE

A Project Subcommittee of the Technical Steering Committee shall be established for each approved CCPS project or group of associated projects. Sponsors and members of the Technical Steering Committee will be requested to suggest members with the appropriate experience and expertise for the particular project in question.

The Chair and members of each Project Subcommittee shall be appointed by the CCPS Director. In order to provide a breadth of input and experience and avoid a conflict of interest each

Project Subcommittee will consist of at least 8 expert members from Sponsor manufacturers or users of chemicals, with no more than one representative from each company. In addition to the above minimum, the following representatives may participate.

(a) non-expert participants from sponsor manufacturers – up to 50% of the number of expert members from sponsor manufacturers,

(b) representatives from non-manufacturing sponsors – up to 25% of the number of expert members from manufacturing sponsors, and no more than one representative from any sponsor. Where more than the maximum number of non-manufacturing representatives wish to participate, preference will be given to the non-manufacturing company represented on the least number of subcommittees. Representatives from non-manufacturing sponsors must resign from the subcommittee at the time the subcommittee begins assembling any requests for proposals. Once a signed contract is in place, non-manufacturing sponsors may rejoin the subcommittee. The successful bidder is not permitted to be part of the project team.

(c) representatives from associate sponsors paying the minimum dues allowing subcommittee participation: – up to 25% of the number of expert members from manufacturing sponsors, and no more than one representative from any sponsor

In special cases, members may not be from sponsor organizations if they can provide special expertise. The Chair shall be from a Sponsor organization and will, in general, be a member of AIChE. If possible, the Chair should be a member of the Technical Steering Committee or the Technical Contact for his Sponsor organization. A member of the CCPS staff will be assigned to each Project Subcommittee.

The Project Subcommittees are fully responsible for the development and completion of the assigned projects in accordance with the scopes defined by the Technical Steering Committee and within the budget considerations as outlined by the CCPS Director.

If a contractor is to be involved in developing the project, the CCPS Director will participate in the contract or selection to assure consistency with CCPS programs and financial capacity.

The Project Subcommittees shall report as required to the Technical Steering Committee to define the status, quality, and progress on the project.

The Project Subcommittees will meet as frequently as necessary to complete the project on a timely basis.

All Subcommittee financial commitments will be approved in advance by the CCPS Director and expenditures will be initialed by the CCPS staff representative and signed for by the CCPS Director or his designee.

Each Project Subcommittee shall disband upon completion of the specifically assigned project unless it is assigned a new associated project - for example, a research project in the area covered by a just completed Guideline book.

ARTICLE V

APPROVAL OF PROJECTS AND PROGRAMS

SECTION I - PROCEDURES

Each year the Technical Steering Committee will develop a list of projects, for subsequent ranking from the Planning Committee, of recommended new technical projects in accordance with Article IV, Section 6, and from discussion of the Technical Steering Committee.

The Technical Steering Committee shall rank the priorities of the recommended new technical projects by vote.

The CCPS Director shall develop a new three-year project and financial plan which includes highest priority projects and is compatible with CCPS' financial capacity.

The CCPS Director shall then submit final specific plans and budgets for projects and programs with special emphasis on the next two years to the Managing Board for approval and authorization to proceed. The plans and budgets will also be reviewed with the Advisory Board for further comment and advice. The Technical Steering Committee will be advised of the results.

Upon approval of new projects, an appropriate Technical Steering Subcommittee shall be formed for each project in accordance with Article IV, Section 5. Projects may also be assigned to existing Subcommittees that are working in a related area.

ARTICLE VI

AMENDMENTS TO THE BYLAWS

SECTION I - PROCEDURE FOR AMENDMENTS

Proposals for amendments to the CCPS Bylaws from AIChE Board of Directors, the Technical Steering Committee, the Advisory Board, the Managing Board, or the CCPS staff shall be made in writing, along with the appropriate rationale, and sent to the CCPS Director. No later than three months after receipt, the CCPS Director shall submit the proposed amendments to the Advisory Board and to the Managing Board together with appropriate recommendations. After review and comment by the Advisory Board and the Managing Board, the Managing Board will vote on the proposed amendments at its following meeting. Adoption of any proposed amendment shall require a two-thirds affirmative vote of the Managing Board members.

ARTICLE VII

GENERAL PROVISIONS

SECTION I - BYLAW INTERPRETATION

The Managing Board is empowered to rule on any question concerning the interpretation of these Bylaws, subject to final jurisdiction of the AIChE Board of Directors.

SECTION 2 - MATTERS NOT COVERED

In all respects and issues not specifically covered in these Bylaws, the general rates and procedures of AIChE shall apply with equal force as if such had been included in these Bylaws