BYLAWS

OF

AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

NORTHERN CALIFORNIA SECTION (LS 20)

ARTICLE I
NAME, OBJECTIVES AND OFFICES OF LOCAL SECTION

Section 1.1 - Name

The name of this corporation shall be AMERICAN INSTITUTE OF CHEMICAL ENGINEERS - NORTHERN CALIFORNIA SECTION. Its abbreviated name is NorCal AIChE and it is referred to herein as the Local Section.

Section 1.2 - Objectives

This corporation is a nonprofit corporation in the State of California. The purpose of this nonprofit scientific, educational, and charitable organization are the furtherance of the aims and purposes of the American Institute of Chemical Engineers (home office) and the advancement of the science of chemical engineering and of related sciences. AIChE will promote excellence in chemical engineering education and global practice; advance the development and exchange of relevant knowledge; uphold and advance professional ethics; enhance the lifelong career development and financial security of chemical engineers through products, services, networking and advocacy; stimulate collaborative efforts among industry, universities, government, and professional societies; encourage other engineering and scientific professionals to participate in AIChE activities; advocate public policy that embraces sound technical and economic information and that represents the interests of chemical engineers; facilitate public understanding of technical issues; and achieve excellence in operations of AIChE.

Section 1.3 - Principal Office (NorCal AIChE)

The principal office for the transaction of the business of NorCal AIChE ("principal executive office") is the AIChE Home Office, which is located at American Institute of Chemical Engineers, 120 Wall Street, 23rd Floor, New York, NY 10005-4020 (Headquarters) or 100 Mill Plain Road, 3rd Floor, Danbury, CT 06811 (Customer Services). The AIChE Board of Directors may change the location of the principal office. The Local Section Secretary may record any change of this location directly on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II
OBLIGATIONS TO AMERICAN INSTITUTE OF CHEMICAL ENGINEERS (HOME OFFICE)

Section 2.1 - Limitation on Activities

The activities of the Local Section and its members are subject to the provisions of the Constitution and Bylaws, and the Code of Ethics of the American Institute of Chemical Engineers (home office).

Section 2.2 - Agency

The Local Section shall not have authority to act for or in the name of the American Institute of Chemical Engineers (home office) and shall not incur any financial obligations in the name of AIChE (home office).

ARTICLE III
MEMBERSHIP

Section 3.1 - Qualifications

(a) Membership in the Local Section shall be limited to FELLOWS, SENIOR MEMBERS, MEMBERS, and STUDENT MEMBERS of the American Institute of Chemical Engineers (home office), who reside or engage in business within the boundaries of the California and Nevada Counties noted hereunder, and as approved by the Board of Directors of AIChE (home office); and including those persons described in subsections 3.1 (b), (c) and (d) below. The main North Bay Section includes the California Counties of Alameda, Contra Costa, Del Norte, Humboldt, Marin, Mendocino, Monterey, Napa, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, southern Solano and Sonoma. In addition, a South Bay Sub-Section shall also serve those members who reside in the Counties of Santa Clara and the southern parts of Alameda and San Mateo. Lastly, a Sierra Sub-Section shall separately serve those members who reside in the California Counties of Alpine, Amador, Butte, Calaveras, Colusa, El Dorado, Fresno, Glenn, Kings, Lake, Lassen, Madera, Mariposa, Merced, Modoc, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Siskiyou, northern Solano, Stanislaus, Sutter, Tehama, Trinity, Tulare, Tuolumne, Yolo and Yuba, and in the Nevada Counties of Douglas, Lyon, Ormsby, Storey, and Washoe. Membership in the Local (NorCal) Section, comprising the main North Bay Section, the South Bay Sub-Section and the Sierra Sub-Section, is thus restricted to persons in those counties in the States of California and Nevada expressly noted herein, or any other geographical boundaries approved by the Board of Directors of AIChE (home office) and including those persons described in sub-sections 3.1 (b), (c) and (d) below.

(b) Chemical engineers who are not members of the American Institute of Chemical Engineers (home office) may become Local Section Members for a period not to exceed two years. During this period it is expected that Local Section Members will apply for one of the grades of membership in the American Institute of Chemical Engineers (home office). Nothing in this bylaw shall be construed to prevent members from bringing non-member guests to Local Section Meetings.

(c) Members in good standing of any of the Founder societies (American Institute of Mining, Metallurgical and Petroleum Engineers; American Society of Civil Engineers; American Society of Mechanical Engineers; Institute of Electrical and Electronic Engineers) are eligible to become members of the Local Section for an indefinite period without applying for membership in the American Institute of Chemical Engineers (home office).

(d) Any member of the American Institute of Chemical Engineers who resides and is engaged in business outside the geographical area described in (a) above and who desires to affiliate themselves with the Local Section shall be eligible for membership and may become a Local Section Member by application in writing or e-mail to the Local Section Secretary.

Section 3.2 - Membership Dues

All members shall pay annual Local Section dues in an amount fixed by the Executive Committee. The Executive Committee may adjust the amount of the annual dues from time to time in its sole discretion. Annual dues shall be payable on January 1st of each year or along with AIChE's annual dues.

Section 3.3 - Termination of Membership

The Local Section Membership of any member shall terminate automatically and without a right to refund of any dues, fees or assessments already paid, upon occurrence of any of the following events:

(a) The written resignation of the member.

(b) The failure of a member to pay annual Local Section dues.

(c) Termination of the member's AIChE membership.

Section 3.4 - Transfer of Memberships

All members in good standing of other Local Sections of the American Institute of Chemical Engineers who transfer into the NorCal Local Section boundaries, described in section 3.1 (a), will automatically become a Local Section Member without paying NorCal dues until December 31st of the year in which they transfer. All rights of membership cease upon the member's death.

ARTICLE IV
LOCAL SECTION GENERAL MEETINGS OF MEMBERS

Section 4.1 - Place

Meetings of the membership shall be held at any place within the geographic area set forth in Section 3.1 (a), above, designated by the Executive Committee.

Section 4.2 - Annual Planning Meeting

The annual planning meeting of the Local Section shall be held during the summer break of each year, unless the Executive Committee fixes another date and so notifies the members as provided in Section 4.4.

Section 4.3 - Special Meeting

A special meeting of the members may be called at any time by any of the following:

(a) A majority of the Executive Committee, the Chair, or fifty (50) or more members.

(b) If a special meeting is called by members other than the Chair, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by mail, facsimile or e-mail to the Chair, Vice-Chair, (Chair-Elect) or the Secretary of the Local Section. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Sections 4.4 and 4.5, that a meeting will be held, and the date for such meeting, which date shall be not less than 15 nor more than 60 days following the receipt of the request. If the notice is not given within 10 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held, when the meeting is called by action of the Executive Committee.

Section 4.4 - Notice of Members' General Meetings

(a) General Meeting Announcement Contents - All notices of general meetings of members shall be sent to the Local Section Members by mail as part of the monthly newsletter or separate as a special announcement, or distributed electronically through e-mail. The notice shall specify the place, date, and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (2) in the case of the summer planning meeting and general meetings, those matters which the Executive Committee, at the time of giving the notice, intends to present for action by the members.

(b) Notice of Certain Agenda Items - If action is proposed to be taken at any time for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals:

(1) Removing an Executive Committee member without cause;

(2) Filling vacancies on the Executive Committee by the members;

(3) Amending the Articles of Incorporation;

(4) Voluntarily dissolving the Local Section;

(c) Manner of Giving Notice - Notice of any meeting of members shall be given either personally, by e-mail, or by mail, or other means of written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Local Section or the address given by the member to the Local Section for the purpose of notice. If no address appears on the Local Section's books and no other has been given, notice shall be deemed to have been given if the meeting announcement is published in the monthly newsletter and sent to the Local Section Membership or if it is published on the Local Section Web Page.

(d) Affidavit of Mailing Notice - An affidavit of the mailing or other means of giving any notice of any general meeting may be executed by the Secretary or any other party of the Local Section giving the notice, and if so executed, shall be filed and maintained in the Local Section minutes.

Section 4.5 - Quorum

(a) Percentage Required - Five percent (5%) of the members shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of Quorum - The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 4.6 - Adjourned Meeting

Any members' meeting, annual, general or special, whether or not a quorum is present may be adjourned by the vote of the majority of the members represented at the meeting. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 4.7 - Voting

(a) Eligibility to Vote - Persons entitled to vote at any meeting of members shall be LOCAL SECTION MEMBERS as of the date determined in accordance with Section 3.1 (a) through (d), subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of Casting Votes – Distribution of ballots will be written or (normally) electronic. Return written ballots must be signed by the member to be considered valid. If a member desires confidentiality, the member can provide an inner and outer envelope where the member signature only appears on the outer envelope and not on the ballot. For electronic voting, the return ballot must be from the same e-mail address to which it was sent.

(c) One Vote Per Member - Each member entitled to vote under Section 4.7(a) shall be entitled to one vote on each matter submitted to a vote of the members.

(d) Only Majority of Members Represented at Meeting Required Unless otherwise Specified - If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote, is required, unless the vote of a greater number of voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 4.8 - Waiver of Notice or Consent by Absent Members

(a) Written Waiver or Consent - The transactions of any meeting of members, either annual, general or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4.4(b), the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the Local Section records or made a part of the minutes of the meeting.

(b) Waiver by Attendance - Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 4.9 - Action by Written Consent without a Meeting

Any action that may be taken at any annual, general or special meeting of members, including the election of Executive Committee members, may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Local Section Secretary and maintained in the Local Section records. All solicitations of ballots shall indicate the date and time by which the ballot must be returned to be counted.

Section 4.10 - Record Date

(a) To Be Determined by Executive Committee - For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to Local Section action without a meeting, the Executive Committee may fix, in advance, a "record date", which shall not be more than 60 nor fewer than 10 days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only members of record as of the close of business on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of Executive Committee to Determine Date -

(1) Record Date for Notices or Voting - Unless fixed by the Executive Committee, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be on the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(2) Record Date for Written Consent to Action Without Meeting - Unless fixed by the Executive Committee, the record date for determining those members entitled to vote by ballot on Local Section action without a meeting, when no prior action by the Executive Committee has been taken, shall be on the day on which the first written consent is given. When prior action of the Executive Committee has been taken, it shall be the day on which the Executive Committee adopts the resolution relating to that action.

Section 4.11 - Proxies

Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

ARTICLE V
ELECTION OF EXECUTIVE COMMITTEE

Section 5.1 - Nominations and Solicitations for Votes

(a) Nominating Committee - The nominating committee shall select qualified candidates for election to the Executive Committee at least 10 days before the date of any election. This committee will be chaired by the Immediate Past Chair and will include as its members the current Chair and Vice-Chair (Chair-Elect) of the Executive Committee. The nominating committee shall make its report at least 10 days before the date of the election, and a list of candidates nominated, by office, will be provided to the membership.

(b) Nominations of Members - Members representing a quorum (five percent (5%) of the membership) may nominate candidates for the Executive Committee at any time before the tenth day preceding such election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

(c) Ineligible Members - STUDENT MEMBERS, as described by AIChE, are NOT eligible to be on the Executive Committee of the NorCal Local Section.

Section 5.2 - Vote

Candidates receiving the highest number of votes shall be elected as Executive Committee Members.

Section 5.3 - Ballots

(a) Solicitation – Ballots for election of Officers and Directors-at-Large shall be distributed either by mail or (normally) by electronic means. Ballots shall be solicited in a manner consistent with the requirements of Section 4.4 above; provided, however, that the ballots shall be distributed to each member entitled to vote 15 days preceding the date and time by which the ballot must be returned to be counted.

(b) Contents - The ballot shall set forth, in alphabetical order, the name of each person nominated and the positions for which such person has been nominated. The ballot shall indicate the date and time by which the ballot must be returned to be counted.

(c) Effectiveness – Return ballots shall be consistent with the means of solicitation. For written ballots, the member's signature must appear in the designated area on the ballot. Alternatively, if confidentiality is desired, the member may provide an inner and outer envelope with the member's signature appearing on the outer envelope but not on the ballot envelope. For electronic voting, the return ballot must be from the same e-mail address to which it was sent.

ARTICLE VI
EXECUTIVE COMMITTEE

Section 6.1 - Powers

(a) General Local Section Powers - Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Local Section shall be managed, and all Local Section powers shall be exercised, by or under the direction of the Executive Committee.

(b) Specific Powers - Without prejudice to these general powers, and subject to the same limitations, the Executive Committee shall have the power to:

(1) Affect the removal of Officers, Directors-at Large, agents, and employees of the Local Section; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws.

(2) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

Section 6.2 - Number and Qualification of the Executive Committee

The authorized number of Officers and Directors-at-Large shall be at least 11 (eleven) and no more than 15 (fifteen): Four Officers, four to eight Directors-at-Large, one Director of the South Bay Sub-Section, one Director of the Sierra Sub-Section, and the Immediate Past Chair (see below). Committee Chairs and other members are invited and welcomed to attend Executive Committee Meetings, however, only the following officers are entitled to vote: Vice-Chair, Secretary, Treasurer, Directors-at-Large, South Bay Director and Sierra Director. Except to amend these bylaws, the Chair may vote only to break a tie vote. The Immediate Past Chair is a non-voting member of the Executive Committee. Except to the extent limited by law, the Executive Committee shall perform all of the functions of a Board of Directors.

Section 6.3 - Election and Term of Office of Directors

All Executive Committee members, other than the Chair and the Immediate Past Chair, shall be elected annually in the spring. The term of office for the Executive Committee shall be from July 1 of the year in which elected until June 30 of the following year. The Vice-Chair from the previous year automatically assumes the position of Chair. If an election is not held or the Directors are not elected at any general meeting, they may be elected at a special members' meeting held for that purpose. In the event that one of the Executive Committee positions remains vacant after an election has been held, the vacancy shall be filled as outlined in Section 6.4.

Section 6.4 - Vacancies

(a) Events Causing a Vacancy - A vacancy or vacancies in the Executive Committee shall be deemed to exist on the occurrence of the following:

(1) The death or resignation of any Executive Committee member,

(2) The declaration by resolution of the Executive Committee of a vacancy of the office of an Executive Committee Member who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law,

(3) The vote of a majority of the members to remove an Executive Committee Member,

(4) The increase of the authorized number of Executive Committee Members, or

(5) The failure of the members to elect the authorized number of Executive Committee Members.

(b) Resignations - Except as provided in this paragraph, any Executive Committee Member may resign. The resignation shall be effective on the date that written notice is given to the Chair, the Secretary, or the Executive Committee, unless the notice specifies a later time for the resignation to become effective. If the resignation of an Executive Committee Member is effective at a future time, the Executive Committee may select a successor to take office when the resignation becomes effective.

(c) Filling a Vacancy - In the event of a vacancy on the Executive Committee, the Chair, with the approval of the Executive Committee, may appoint a successor to fill the vacant position for the remainder of the term.

Section 6.5 - Executive Committee Meetings

Executive Committee meetings may be held at any place within or outside the States of California and Nevada that has been designated by the Executive Committee. Any meeting, general or special, may be held by telephone or similar communication equipment and noted in the minutes of the meeting.

Section 6.6 - Annual Planning Meeting

Following each election, the Executive Committee shall hold an annual planning meeting during the summer break for the purpose of organizing the Local Section and planning for the upcoming fiscal year. Written notice of this meeting shall be sent, either by mail or electronically, to each Executive Committee Member at least 15 days prior to the meeting.

Section 6.7 - Special Meetings

(a) Authority to Call - The Chair, Vice-Chair (Chair-Elect), Secretary or Treasurer may call special meetings of the Executive Committee for any purpose at any time.

(b) Notice -

(1) Manner - Notice of the time and place of special meetings shall be given to each Executive Committee member by one of the following methods: (1) by personal delivery or written notice; (2) by first-class mail, postage paid; (3) by telephone communication, either directly to the Executive Committee member or to a person at the Executive Committee member's office who would reasonably be expected to communicate such notice promptly to the Executive Committee member; (4) by electronic mail, or (5) by facsimile. All such notices shall be given or sent to the Executive Committee Member's address or telephone number as shown on the records of the Local Section.

(2) Time - Notices sent by first class mail shall be postmarked at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail, facsimile, or telegraph shall be meeting.

Section 6.8 – Quorum

For the transaction of normal business, except to adjourn, six (6) of the authorized voting members of the Executive Committee including at least one Local Section officer shall constitute a quorum. Every act or decision done or made by a majority of the Executive Committee Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which an Executive Committee member has a direct or indirect material financial interest, (2) appointment of committees, and (3) indemnification of Executive Committee members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Executive Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting. For amending these bylaws, the quorum shall consist of a majority of voting members of the Executive Committee including at least two Local Section officers (See Section 12.2).

Section 6.9 - Waiver of Notice

The transactions of any meeting of the Executive Committee, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each of the Executive Committee Members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Local Section records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Executive Committee Member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 6.10 - Adjournment

A majority of the Executive Committee Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.11 - Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Executive Committee who were not present at the time of adjournment.

Section 6.12 – Action without Meeting

Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee.

Section 6.13 - Reimbursement of expenses

Executive Committee Members and members of committees may receive such reimbursement of expenses, as may be determined by resolution of the Executive Committee to be just and reasonable.

ARTICLE VII
COMMITTEES

Section 7.1 - Committees

The Executive Committee may, by resolution adopted by a majority of the Executive Committee members then in office, designate one or more committees, to serve at the pleasure of the Executive Committee. Any committee, to the extent provided in the resolution of the Executive Committee, shall have all the authority of the Executive Committee, except that the committee, regardless of Executive Committee resolution, may not:

(a) Take any final action on matters, which, under the Nonprofit Corporation Law of California, also requires the approval of the members;
(b) Fill vacancies on the Executive Committee;
(c) Fix compensation of the Executive Committee Members for serving on any committee;
(d) Amend or repeal bylaws or adopt new bylaws;
(e) Amend or repeal any resolution of the Executive Committee which by its express terms is not so amendable or not subject to repeal;
(f) Appoint any other committees of the Executive Committee or the members of these committees;
(g) Expend Local Section funds for anything but what was budgeted for their committee by the Executive Committee;
(h) Approve any transaction (1) to which the Local Section is a party and one or more Executive Committee Members have a material financial interest; or (2) between the Local Section and one or more of its Executive Committee Members or between the Local Section or any person in which one or more of its Executive Committee members have a material financial interest.

Section 7.2 - Meetings and Action of Committees

The Executive Committee shall be responsible for selecting a chairperson for each committee. Each Committee Chair shall obtain volunteers from the general membership to staff their committee and are responsible for executing the assigned tasks. Committee Chairs are responsible for expending funds in a judicious manner, as budgeted during the annual planning meeting. The Committee Chair will report progress at General meetings of the membership or Executive Committee meetings.

ARTICLE VIII
OFFICERS

Section 8.1 - Officers

The Officers of the Local Section shall consist of the Chair, Vice-Chair (Chair-Elect), the Treasurer and Secretary. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Section 8.2 - Directors-at-Large

There shall be four (4) to eight (8) Directors-at-Large, a Director of the South Bay Sub-Section and a Director of the Sierra Sub-Section.

Section 8.3 - Removal of Executive Committee Members

Any member of the Executive Committee may be removed, with or without cause, by a majority vote of the Executive Committee, at any general or special meeting.

Section 8.4 - Responsibilities of Executive Committee Members

(a) Chair - The Chair shall preside at meetings of the Executive Committee and exercise and perform such other powers and duties as may be assigned by the Executive Committee or prescribed by the bylaws. The Chair shall generally supervise, direct and control the business and the Officers of the Local Section, and shall preside at all meeting of the members. Only the Chair (or Vice-Chair in his/her absence) has the authority to contractually obligate the Local Section within the limits prescribed by the Executive Committee except as has been budget approved (see 8.4 (d) (3).

(b) Vice-Chair - The Vice-Chair shall also be the Chair-Elect of the Local Section. In the absence or disability of the Chair, the Vice-Chair (Chair-Elect) shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed by the Executive Committee or the Chair, including coordinating General Arrangements of the North Bay General Meetings.

(c) Secretary - The Secretary shall attend to the following:

(1) Book of Minutes - The Secretary shall keep or cause to be kept, a book of minutes of all meetings and actions of Executive Committee Members, committees, and members, with the time and place of holding, whether general or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(2) Membership Records - The Secretary shall keep, or cause to be kept, a record of the Local Section members, showing the names of all members, their addresses, and the class of membership held by each. The officers shall have access to the electronic membership records provided by AIChE.

(3) Notices, Seal and Other Duties - The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Executive Committee required by the bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Executive Committee or the bylaws

(d) Treasurer - The Treasurer (Chief Financial Officer) shall attend to the following:

(1) Books of Account - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Local Section, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Executive Committee Member at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables - The Treasurer shall deposit all money and other routine negotiable instruments in the name and to the credit of the Local Section with such depositories as may be designated by the Executive Committee; shall disburse the funds of the Local Section as stated in sub-section (3) below; shall render to the members at their meeting and to the Executive Committee Members whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Local Section; and shall have other powers and perform such other duties as may be prescribed by the Executive Committee or the bylaws.

(3) Budget - At the annual planning meeting, the Treasurer shall prepare a budget after receiving input from each Committee Chairperson about the funds required to execute the responsibilities of each committee and the Local Section. This budget shall be approved by a majority vote of the Executive Committee. Throughout the year, the Treasurer shall disburse any appropriately documented and budgeted expenditure up to the budgeted amount for the activity. The Executive Committee must approve any disbursement amount above the budgeted limit, at the time of the expenditure. The Chair may approve unbudgeted expenditures up to $500. The Executive Committee must approve any unbudgeted expenditures exceeding $500.

(4) Bond - If required by the Executive Committee, the Treasurer shall give the Local Section a bond in the amount and with the surety or sureties specified by the Executive Committee for faithful performance of the duties of his office and for restoration to the Local Section of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

(e) Immediate Past Chair - The Immediate Past Chair shall be a non-voting member of the Executive Committee and act as an advisor to the current Local Section Chair. The Immediate Past Chair shall also perform duties specified by the current Chair. Such duties shall include but not be limited to:

(1) Nominating Committee - Act as the Chair of the Nominating Committee for the next fiscal year Executive Committee.

(2) Annual Report - The Immediate Past Chair shall make a report to the Membership Department of the American Institute of Chemical Engineers (home office) upon the request of the Local Sections Committee (LSC) each year, which summarizes the Local Section's activities.

(f) Director-at-Large - The Directors-at-Large shall perform duties assigned to them by the Chair. Typical duties are being Committee Chairs, planning and organizing specific Local Section activities, and participating in the Executive Committee meetings.

(g) Director of the South Bay Sub-Section - The Director of the South Bay sub-section shall be responsible for the general arrangements of the South Bay sub-section general meetings and report South Bay activities at the Executive Committee meetings.

(h) Director of the Sierra Sub-Section - The Director of the Sierra Sub-Section shall be responsible for the general arrangements of the Sierra Sub-Section general meetings and report Sierra activities at the Executive Committee meetings.

(i) Joint and Several Responsibilities and Authorities

(1) Sales, transfers or dispositions of securities, negotiable instruments or assets owned by the Local Section, other than as described in Section 8.4(d)(2), shall require signatures of both the Chair and Secretary.

(2) Documents required to be filed with Federal, State or local authorities shall be signed or otherwise approved as required by the Chair and Secretary or Treasurer.

ARTICLE IX
INDEMNIFICATION OF EXECUTIVE COMMITTEE MEMBERS, EMPLOYEES, AND OTHER AGENTS

Section 9.1 - Definitions

For the purpose of this Article,

(a) "Agent" means any person who is or was an Executive Committee member, employee, or other agent of this Local Section as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "Proceeding" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 9.2 - Successful Defense by Agent

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 9.3, 9.4, and 9.5 shall determine whether the agent is entitled to indemnification.

Section 9.3 - Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 9.5, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, finds, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 9.4 - Action Brought by or on Behalf of the Corporation

(a) Claims Settled Out of Court - If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and Suits Awarded Against Agent - This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

    (1) The determination of good faith conduct required by Section 9.5 must be made; and

    (2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 9.5 - Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 9.3 and 9.4 is conditioned on the following:

(a) Required Standard of Conduct - The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of none contention or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct - The determination that the agent did act in a manner complying With Paragraph (a) above shall be made by:

    (1) The Executive Committee by a majority vote of a quorum consisting of Executive Committee members who are not parties to the proceeding; or

    (2) The affirmative vote (or written ballot) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

    (3) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Local Section of the agent or the attorney or other person rendering a defense to the agent, whether or not this Local Section opposes the application by the agent, attorney, or other person.

Section 9.6 - Limitations

No indemnification or advance shall be made except as provided in Sections 9.2 or 9.5(b) (3), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.7 - Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this Local Section before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 9.8 - Contractual Rights of Non-Executive Committee Members

Nothing contained in this Article shall affect any right to indemnification to which persons other than Executive Committee members of this Local Section, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9.9 - Insurance

The Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Local Section against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Local Section would have the power to indemnify the agent against that liability under the provisions of this section.

Section 9.10 - Unauthorized Opinions

The Local Section does not consent to the use of its name to back political candidates or any purpose other than the objectives stated in Section 1.2. The Local Section shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.

ARTICLE X
RECORDS AND REPORTS

Section 10.1 - Inspection Rights

Any member of the Local Section may:

(a) Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the Local Section, stating the purpose for which the inspection rights are requested, and

(b) Obtain from the Secretary of the Local Section, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of the Executive Committee, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 10.2 - Maintenance and Inspection of Articles and Bylaws

The Local Section shall keep the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the Local Section has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

Section 10.3 - Maintenance and Inspection of Other Corporate Records

The accounting books, records, and minutes of proceedings of the members and the Executive Committee and any Committees shall be kept at such place or places designated by the Executive Committee. The minutes shall be kept in written, typed, or electronic form, and the accounting books and records shall be kept in written, typed, or electronic form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

Section 10.4 - Inspection by Executive Committee Members

Every Executive Committee Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the local section. This inspection by an Executive Committee Member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 10.5 - Annual Report to Members

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Executive Committee from issuing such annual or other periodic reports to the members, as they consider appropriate. However, the Local Section shall provide to the Executive Committee, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the Local Section as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Local Section, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Local Section, for both general and restricted purposes, during the fiscal year.

(e) Any information required by California Corporations Code, Sections 6322 and 8322.

ARTICLE XI
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Local Section and a natural person.

Local Section = Corporation
Executive Committee = Board of Directors

ARTICLE XII
AMENDMENTS

Section 12.1 – Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members or by written assent of these persons.

Section 12.2 – Amendment by Executive Committee

Subject to the right of members under Section 12.1, the bylaws may be adopted, amended, or repealed by the Executive Committee. For that purpose, a quorum shall consist of a majority of the voting members, including at least two Local Section officers. Amendment or repeal of the bylaws shall require approval by at least 2/3rds of those present in the quorum.

Section 12.3 – AIChE Review

Amended bylaws that contain revisions of a conceptual nature inconsistent with AIChE guidelines (ARTICLE II) must be sent to AIChE (home office) to the attention of the Career and Education Operating Council (CEOC) for review. Bylaws amendments not impacting AIChE values will be sent as above in order to maintain records consistency.

ARTICLE XIII
ORDER OF BUSINESS

At any meeting, any procedural question requiring a ruling not provided for in the Bylaws shall be decided in accordance with “The Modern Rules of Order – A Guide for Conducting Business Meetings” by Donald Tororice.

ARTICLE XIV
SECTION DISSOLUTION

Section 14.1 – Assuming AIChE to be viable

Upon dissolution of NorCal Local Section, any remaining assets shall be conveyed to AIChE.

Section 14.2 – If AIChE is not viable

In the event that AIChE is not then in existence or is not then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under such successor provision of the Code as may be in effect at such time, the assets shall be conveyed to an organization dedicated to perpetuation of objectives similar to those of AIChE and exempt by the Code as described above.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the AMERICAN INSTITUTE OF CHEMICAL ENGINEERS, NORTHERN CALIFORNIA SECTION, a California nonprofit corporation, and certify that the above bylaws, consisting of a total of 18 pages, are the updated bylaws of this corporation as adopted at a meeting of the Executive Committee held on November 04, 2014

Thomas W. Fogwell
Secretary Name (Print)

Signature / Date