

## **DALLAS SECTION AIChE MAR. 27, 2012 EXECUTIVE COMMITTEE & GENERAL MEETING MINUTES**

A Dallas Section AIChE Executive Committee meeting and general meeting was held on March 27, 2012 at Two Guys From Italy Restaurant.

### **A) EXECUTIVE COMMITTEE MEETING**

The attendees were as follows:

Chair: José Ramiro Rodríguez Perazza  
Vice Chair: Donald Miller  
Treasurer: Fernando J. Aguirre  
Secretary: Fred Eisen  
Director: Nancy Garnett

Excused absence for business reasons were Directors M.W. (Neal) Abernathy and Keith Miller. Director Derek White-Stephens was also absent. Director Abernathy delegated his proxy to the Chair.

Below is a brief summary of the meeting.

1) New Bylaws – The latest version of the proposed bylaws were reviewed. Several possible minor revisions were discussed. The Chair will incorporate agreed upon changes. Final version of the proposed new bylaws will be available to the voting membership in April. (The new Circular on the new Bylaws is attached to these minutes)

2) Local Section Leaders Workshop – The Chairman and Treasurer were planning to attend the Local Section Leaders Workshop in Houston on March 31 & April 1. This is held at the AIChE Spring Meeting scheduled for April 1-5, 2012. A request for a grant to help defray the cost to attend was submitted to National. National approved covering the trip expenses for two up to \$500 each. The Treasurer was not able to attend and that part of the grant was turned back to National. The Executive Committee also agreed to reimburse necessary travel expenses, if any, in excess of the \$500 allowed by National.

3) Young Engineers Grant - The Executive Committee approved the section's applying for another grant from National to cover all or part of the cost for an outreach program for young ChE's (30 years old & under). These engineers will be identified, contacted and invited to attend a general meeting in the Fall. The Section will pay for their meal. The Chair will submit our proposal.

4) Prior Meeting Minutes – The February 28, 2012 meeting minutes were approved.

### **B) GENERAL MEETING**

Attendance at the general meeting was 18.

The Chair made some welcoming remarks and briefly discussed recent events including the redoing of the bylaws. Don Abrahamson volunteered to give a presentation on HAZOP analyses at our next meeting on April 24. The Treasurer gave a brief report which was approved. Nothing changed since the prior month's report. Currently we have \$10,643 in the bank.

The speaker for the evening was Cynthia Bishop, President of C. Bishop Law PC. Her talk was "Implications of the New National Emission Standards for Hazardous Air Pollutants (NESHAP) and Revisions and Additions of New Source Performance Standards (NSPS) Maximum Achievable Control Technology (MACT) for the Oil & Gas Sector".

Shortly, the EPA plans to finalize new air emission controls for the oil & gas industry. By revising NESHAP and revising and adding NSPS, EPA hopes to reduce VOC and SO<sub>2</sub> emissions from oil & gas operations including hydraulic well fracturing. The speaker discussed the history of the regulations, applicability of the new regulations, timing for compliance, operational changes needed to comply, and penalties for noncompliance.

The meeting was adjourned at about 9 PM.

Fred Eisen  
Secretary

4/9/12



**AMERICAN INSTITUTE OF  
CHEMICAL ENGINEERS**  
DALLAS SECTION

Date: March 28, 2012  
To: AICHE Dallas Section Membership  
From: Section Board of Directors  
Subject: Adoption of New Bylaws

During the past several months the AICHE Dallas Section Board of Directors has been working on updating the Section Bylaws, which date back to 1982. After due consideration we have prepared a completely new set of Bylaws that:

- a. Incorporates the 1982 dispositions with updates needed to conform to changes in AICHE policies and guidelines
- b. Incorporates the current membership grades
- c. Adds a Charter to the Bylaws
- d. Adds miscellaneous dispositions to conform to current local and national practices

We are hereby distributing the New Bylaws as the Current Bylaws for your review and analysis. We request any comments or suggestions that you may have via e-mail, to [jrodriguezperazz@aol.com](mailto:jrodriguezperazz@aol.com) not later than April 20, 2012. We intend to analyze all comments in our April 2012 meeting. A finalized version of the New Bylaws will be circulated for your review by April 30 2012. This version will be presented for a yes or no vote in our May 22 Section Meeting.

The New Bylaws, as well as the 1982 Bylaws follow:



# AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

DALLAS SECTION

## **BYLAWS**

### **OF THE DALLAS SECTION**

### **OF THE**

## **AMERICAN INSTITUTE OF CHEMICAL ENGINEERS**

### **ARTICLE I**

#### **Jurisdiction**

The boundaries of the Section shall encompass the following counties in the State of Texas: Archer, Baylor, Bosque, Brown, Callahan, Clay, Collin, Comanche, Cooke, Dallas, Delta, Denton, Eastland, Ellis, Erath, Fannin, Foard, Grayson, Hamilton, Haskell, Hardeman, Henderson, Hill, Hood, Hopkins, Hurst, Jack, Johnson, Jones, Kaufman, Knox, Lamar, Montague, Navarro, Palo Pinto, Parker, Rains, Rockwall, Shackelford, Somervell, Stephens, Tarrant, Taylor, Throckmorton, Van Zandt, Wichita, Wilbarger, Wise, and Young. A map showing the counties in the Section's jurisdiction (shaded) is made part of these bylaws.

#### **Use of Language and Grammar**

Words importing a particular gender shall include all genders. The necessary grammatical changes required to make the provisions of these Bylaws apply shall in all instances be assumed as though in each case fully expressed.

### **ARTICLE II**

#### **Membership**

Section 1. The membership of the Section shall be limited to Fellows, Senior Members, Members, and Student Members of the American Institute of Chemical Engineers; and Local members, as defined in Sections 2; residing or engaged in business within the boundaries encompassed by the Section and who choose to enroll in the Section, paying the corresponding dues; and Affiliate Local Members. This group —except Local Members and Affiliate Local Members— shall represent the voting body of the Dallas Local Section.

Section 2. Chemical engineers who are not members of the American Institute of Chemical Engineers may become Local members of the Dallas Section for a period not to exceed two years. During this period it is expected that Local Members will apply for one of the grades

of membership in the American Institute of Chemical Engineers. Nothing in this Bylaw shall be construed to prevent members from bringing non-member guests to meetings of the Dallas Section.

Section 3. 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) may also be Local Members of the Section for an indefinite period without applying for membership in the American Institute of Chemical Engineers.

Section 4. Any member of the American Institute of Chemical Engineers who resides and is engaged in business outside the boundaries of the Section and who desires to affiliate with the Section shall be eligible for membership by informing the Member Activities Directorate at Headquarters.

Section 5. Upon resolution of the Executive Committee, citizens that have consistently shown exceptional interest in the wellbeing of the Section, or may have consistently supported the Section, and may not otherwise qualify to be members of the Section, may be elected Affiliate Local Members. The duration of this membership shall be indefinite as long as the person pays any assessed dues, maintains his participation in the Section activities and his interest in the Section's wellbeing.

### **ARTICLE III**

#### **Dues**

Section 1. The fiscal year of the Section shall commence on July first and end on June thirty. (For tax filings and for the Annual Treasurer's Report to AIChE Headquarters, the financial fiscal year is from January to December)

Section 2. Student Members of the American Institute of Chemical Engineers shall not be required to pay dues to the Section.

Section 3. The Executive Committee of the Section shall make all regulations regarding payment of dues.

Section 4. If the Section collects local dues from nonmembers of National AIChE, the Section, not Headquarters, is responsible for tracking the individual's records.

### **ARTICLE IV**

#### **Officers**

Section 1. The officers of the Section shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and three Directors. The immediate Past Chair shall remain a member of the

Executive Committee after the end of his Term and shall remain in the position until replaced by the next immediate Past Chair. All officers must be Fellows, Senior Members, or Members of the American Institute of Chemical Engineers.

Section 2. The Chair or in his absence the Vice Chair or in his absence the Secretary or in his absence the Treasurer shall preside at all meetings of the Section.

Section 3. The Vice Chair, in his capacity as Program Chair, shall issue meeting notices.

Section 4. The Secretary shall keep a record of the Proceedings of the Section. By the date set by the Member Activities Directorate at National Headquarters, he shall file a report on the activities of the Section during the year with Headquarters. He shall also be responsible for all other documents to be prepared for the Section as instructed by the Executive Committee. At the discretion of the Chair, he shall serve as Membership Chair.

Section 5. The Treasurer shall be charged with the collection and disbursement of funds as authorized by the Executive Committee. He shall be responsible for preparing all tax forms, securing and maintaining non-profit status for the Section, when feasible, with regard to the tax authorities and the Postal Services, and execute other financial duties as directed and authorized by the Executive Committee.

Section 6. A maximum of three members of the Executive Committee may delegate proxy votes to any other members of the Executive Committee for meetings in which they would be unable to attend for reasons beyond their control.

Section 7. Student Members, Local Members and Affiliate members may not hold office in the Section.

## **ARTICLE V**

### **Elections**

Section 1. All officers of the Section shall be elected by ballot at the Annual Meeting, to be held in May or June, or by mail or electronic ballot under regulations prescribed by the Executive Committee and shall take office at the first meeting of the following fiscal year. The retiring Chair of the Section shall automatically continue as a member of the Executive Committee after the end of his term and shall remain in the position until replaced by the next immediate Past Chair. Officers shall hold office for one year or until their successors are elected and take office. Immediately after the annual election the Secretary of the section shall forward the names of the newly elected officers to the Member Activities Directorate of the American Institute of Chemical Engineers.

Section 2. No member shall be eligible to hold more than one office at any one time.

Section 3. Should a vacancy occur in any office, the Executive Committee shall appoint a member of the Section to fill the unexpired term.

## **ARTICLE VI**

### **Committees**

Section 1. There shall be an Executive Committee consisting of the Officers of the Section. This committee shall meet at the call of the Chair of the Section, who shall serve as Chair of the Executive Committee. In his absence the Vice Chair, in his absence the Secretary, or in his absence the Treasurer shall call and preside at such meetings. The Executive Committee shall be charged with the business of the Section. A quorum of more than one-half of the members of the Executive Committee shall be required to transact the business of the Executive Committee.

Section 2. There shall be a Program Committee, to be chaired by the Vice Chair of the Section.

Section 3. The Chair, with the approval of the Executive Committee, shall appoint such other committees as may be required.

## **ARTICLE VII**

### **Meetings**

Section 1. There shall be at least five meetings of the Section each year, one of which shall be the Annual Meeting, to be held in May or June. The Executive Committee shall determine the date and place of the meetings.

Section 2. The Vice Chair, as Program Committee Chair, shall send notice of meetings to all members at least a week prior to such meetings.

Section 3. The order of business of the Section shall be transacted at meetings as follows: Reports of Officers and Committees, Unfinished Business, New Business, Election of Officers (when mandated) and Adjournment.

Section 4. A quorum of 10 members or 5% of the membership of the Section, whichever is higher, is required to transact any business, other than amendments to these By-laws, brought before the general membership for approval. The membership of the Section is defined in Article II of these Bylaws.

Section 5. The Secretary will keep a record of meeting attendance, by any convenient method.

**ARTICLE VIII****Amendments**

Section 1. All Bylaws of the Section shall be subject to alteration or repeal. Alterations that are not inconsistent with the Constitution of the American Institute of Chemical Engineers or any provision of the law may be made by the affirmative vote of two-thirds of the members voting. A quorum of 15 members or 5% of the membership of the Section, whichever is higher is required for approval of revisions to these Bylaws. The notice of the proposed alteration or repeal or of the proposed new provision(s) will be given at an annual meeting; any special meeting; or, by mail or electronic mail, provided that mention is included in the notice of such meeting. The following procedure shall be specifically followed:

- A. Proposed Amendments will be read at a duly announced meeting and filed with the Section Secretary.
- B. The Secretary will send copies of the proposed Amendments to all Section Members, specifying the place, time and date of the Section meeting in which the amendments will be considered for a vote.

Section 2. All amendments to these Bylaws shall be subject to approval by the Board of Directors of the American Institute of Chemical Engineers.

**CHARTER  
OF THE  
DALLAS SECTION  
OF THE  
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS**

**ARTICLE I**

**NAME**

The name of this organization is the Dallas Section of the American Institute of Chemical Engineers (hereinafter called "the Section").

**ARTICLE II**

**PURPOSES**

The purposes of the Section, a nonprofit scientific, educational and charitable organization, are the furtherance of the aims and purposes of the American Institute of Chemical



Engineers 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 the Institute.

The Specific Objectives of the Section shall be: (1) the advancement of the Chemical Engineering profession and maintenance of high professional standards among its members; (2) the formation of closer professional and personal relations among the members; (3) the furtherance of the aims and purposes of the American Institute of Chemical Engineers and (4) the promotion of cordial and helpful relations with the faculties and students of nearby institutions providing courses in Chemical Engineering.

### **ARTICLE III**

#### **POWERS**

The Section shall have the power to do any lawful acts reasonably necessary or desirable to carry out the Section's purposes and to protect the lawful rights and interests of its membership in connection therewith.

### **ARTICLE IV**

#### **GENERAL**

Section 1. All matters properly brought in question shall be decided by a majority of the votes cast, except where the Charter or Bylaws provide for a greater ratio of favorable votes.

Section 2. In the case of any question concerning the interpretation of any portion of the Charter or Bylaws, the decision of the Executive Committee of the Section shall be final unless it is superseded by a decision of the Board of Directors of the American Institute of Chemical Engineers.

Section 3. The Section shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.

Section 4. The Section does not consent to the use of its name for any purpose other than the objects stated in the Charter.

Section 5. The Section shall have no authority to act for or in the name of the Institute, and the Section shall have no authority to incur any financial obligation in the name of AIChE.

## **ARTICLE V**

### **AMENDMENTS**

Section 1. All provisions of this Charter shall be subject to alteration or repeal. Alterations that are not inconsistent with the Constitution of the American Institute of Chemical Engineers or any provision of the law may be made by the affirmative vote of two-thirds of the members voting. A quorum of 15 members or 5% of the membership of the Section, whichever is higher, is required for approval of revisions to this Charter. The notice of proposed alteration or appeal or of proposed new provision will be given at an annual meeting or at any special meeting, provided that mention is included in the notice of such meeting. The following procedure shall be specifically followed:

- A. Proposed Amendments will be read at a duly announced meeting and filed with the Section Secretary.
- B. The Secretary will send copies of the proposed Amendments to all Section Members, specifying the place, time and date of the Section meeting in which the amendments will be considered.

Section 2. All amendments to the provisions of this Charter shall be subject to approval by the Career and Education Operating Council of the American Institute of Chemical Engineers.

## **ARTICLE VI**

### **DISSOLUTION**

Section 1. Upon the dissolution of the Section, any assets remaining thereafter shall be conveyed to the American Institute of Chemical Engineers.

Section 2. In the event that the American Institute of Chemical Engineers 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 the perpetuation of objects similar to those of the American Institute of Chemical Engineers and 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.

## **CERTIFICATION**

These Bylaws were approved by the Section in a meeting held on \_\_\_\_\_, at \_\_\_\_\_. In witness thereof we affix our signatures on \_\_\_\_\_.

Chair: \_\_\_\_\_

Vice-Chair: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Secretary: \_\_\_\_\_

Director: \_\_\_\_\_

Director: \_\_\_\_\_

Director: \_\_\_\_\_

Past Chair: \_\_\_\_\_



DALLAS SECTION  
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS  
BYLAWS

April, 1981

ARTICLE I Name, Location and Object

Section 1. The NAME of this organization shall be DALLAS SECTION, AMERICAN INSTITUTE OF CHEMICAL ENGINEERS.

Section 2. The HEADQUARTERS of the Section shall be located in the city of DALLAS, state of TEXAS.

Section 3. The OBJECT of the Section shall be: (1) the advancement of the Chemical Engineering profession and maintenance of high professional standards among its members; (2) the formation of closer professional and personal relations among the members; (3) the furtherance of the aims and purposes of the American Institute of Chemical Engineers and (4) the promotion of cordial and helpful relations with the faculties and students of nearby institutions providing courses in Chemical Engineering.

Section 4. The Section boundaries shall be as determined and approved by both the Section Executive Committee and the National Headquarters. A map of the current boundaries is attached.

ARTICLE II Obligations to the Institute

Section 1. The activities of the Section and its members are subject to the provisions of the Constitution, Code of Ethics, and Bylaws of the American Institute of Chemical Engineers.

Section 2. The Section shall not have authority to act for or in the name of the American Institute of Chemical Engineers, and shall not incur any financial obligations in the name of the American Institute of Chemical Engineers.

ARTICLE III Membership

Section 1. The membership of the Section shall include, subject to requirements hereinafter specifically stipulated, all members, independent of grade, of the American Institute of Chemical Engineers residing or engaged in the district covered by the Section, as approved by the Council of the Institute, Viz., North Central Texas.

Section 2. Any member of the American Institute of Chemical Engineers residing and engaged outside the above district who desires to affiliate with the Section shall be eligible for membership and may become a member of the Section by application in writing to the Secretary.

Section 3. Affiliates of the Section shall consist of any persons not members of the American Institute of Chemical Engineers desiring to be connected with the local Section. On approval of the Executive Committee, they shall for a period not to exceed two (2) years be entitled to all rights and privileges of the Section, with the exception of holding an elected office. During this two-year period, it is expected that affiliate members of the local Section will apply for one of the grades of membership in the American Institute of Chemical Engineers. Nothing in this

Bylaw shall be construed to prevent the presence of non-member guests at meetings.

Section 4. Student member of the Institute shall be non-dues paying members of the local Section.

#### ARTICLE IV Dues

Section 1 The dues for members and affiliates of the Section shall not exceed \$10.00/year, as set by the Executive Committee

#### ARTICLE V Officers

Section 1. The elected officers of the Section shall be the Chairman, Vice Chairman, Secretary, and Treasurer, who with four Directors of the Section will constitute the Executive Committee. The Retiring Chairman of the Section will automatically become one of the four Directors and a member of the Executive Committee for the ensuing year.

Section 2. The CHAIRMAN shall preside over all meetings and activities of the Section. The Chairman, or in his absence the Vice Chairman, or in his absence the Secretary or the Treasurer or their duly designated representative, shall preside at all meetings of the Section. The Chairman, or his duly designated representative shall make an annual report to the Secretary of the Institute after the annual meeting held in May.

Section 3. The VICE CHAIRMAN, in his capacity as Program Chairman, shall issue meeting notices.

Section 4. The SECRETARY will keep records of the Section meetings and other activities. These will include the name of each person attending each meeting. He shall prepare for distribution annually to each member a handbook, which includes a directory of all of the officers, all of the committees and all members of the Section. He shall also be responsible for all other documents to be prepared for the Section as instructed by the Executive Committee. At the discretion of the Chairman, he shall serve as Membership Chairman.

Section 5. The TREASURER will be responsible for the collection, accounting, and distribution of funds in the course of Section activities, as authorized by the Executive Committee. He shall be responsible for preparing all tax forms, securing and maintaining non-profit status for the Section, when feasible with regard to the tax authorities and the Postal Services, and execute other financial duties as directed and authorized by the Executive Committee.

#### ARTICLE VI Committees

Section 1. There shall be an EXECUTIVE COMMITTEE, comprising the officers of the Section and the four Directors, three of which will be elected, plus the Retiring Chairman, as herein provided. This Committee shall meet at the call of the Chairman, or his duly designated representative. The Section Chairman, or duly



designated representative, shall chair this Committee. The Executive Committee shall be charged with the business of the Section. The minutes of its meetings shall be available along with the minutes of the Section at regular Section meetings. Any objections or corrections should be voiced at the Section meeting.

Section 2. There shall be a PROGRAM COMMITTEE of which the Vice Chairman of the Section shall serve as Chairman.

Section 3. Such other committees as may be required shall be appointed by the Section Chairman with the approval of the Executive Committee.

#### ARTICLE VII Meetings

Section 1. There shall be at least five (5) meetings of the Section each year, one of which shall be the Annual Meeting to be held in May. The Executive Committee, or the Vice Chairman in his capacity as Program Committee Chairman, shall determine the date and place of each meeting.

Section 2. The Vice Chairman, as Program Committee Chairman, shall send notice of meetings to all members about a week prior to such meetings.

Section 3. A quorum shall comprise the enrolled members present at a duly announced Section meeting, with business and elections not to be conducted when less than ten (10) such members are present. A simple majority of those voting shall be necessary to pass motions, except as provided in Article X for Amendments to these Bylaws.

Section 4. The Secretary will keep a record of the attendance, by any convenient method.

#### ARTICLE VIII Elections

Section 1. The officers of the Section and members of the Executive Committee, except the Immediate Past Chairman shall be elected by ballot at the May meeting and shall take office on June 1. The retiring Chairman of the Section shall automatically become a member of the Executive Committee for one year. Officers and members of the Executive Committee (Directors) shall hold office for one year or until their successors take office by appointment or election. Immediately after the annual election, the Secretary of the Section shall forward the names of the newly elected officers to the Secretary of the Institute.

Section 2. Should a vacancy occur in any office, the Executive Committee shall appoint a member of the Section to fill the unexpired term.

Section 3. No member can be eligible for election to more than one office at anyone time.

Section 4. Office holders must be both local and national members.

#### ARTICLE IX Order of Business

Section 1. The order of business of the Section shall be transacted at meetings as follows:  
Reports of Officers and Committees, Unfinished Business, New Business,  
Election of Officers (May) and Adjournment.

ARTICLE X Amendments

Section 1. These Bylaws may be amended by the following procedure:

- A. Proposed Amendments will be read at a duly announced meeting and filed with the Section Secretary.
- B. The Secretary will send copies of the proposed Amendments to all Section Members.
- C. At the regular Section meeting succeeding that during which the Amendments were read, they will be voted upon.
- D. An affirmative vote by two-thirds of the members present is required to pass the duly processed Amendments provided a quorum is present.

BYLAW EXECUTION:

Amendment BYLAWS read at Section meeting ..... (date) 3/17/81

Copies of Amended BYLAWS mailed to members .....(date) March 1981 mailing

Amended BYLAWS voted on, passed and became effective (date) 4/13/81

Presiding Officer Certification: \_\_\_\_\_ Fredonic S. Eisen

Office: \_\_\_\_\_ Chairman

I certify that this document is a true, digitized copy of the original hard copy of the Section Bylaws kept in the files of the Section, and the signature and handwriting are true facsimiles of the signature and handwriting on said document.

José Ramiro Rodríguez José R. Rodríguez  
Secretary

Date: April 29, 2010





