

DIVISION MODEL BYLAWS INTRODUCTION

(2025 revision FINAL DRAFT)

This document provides a template and examples for the creation and updating of the bylaws for Divisions of AIChE. Every Division must have a set of working bylaws approved by the Division membership and by CTOC. The general outline of the model bylaws below should be followed. Some content is required by the AIChE Bylaws or CTOC policy, but other content can be modified to reflect the objectives and practices of individual Divisions. For example, information **[between brackets]** should be added or modified as needed (and the brackets removed). *End Notes* are provided to indicate required content and/or provide further explanation. The *End Note* links should be removed before finalizing the bylaws.

The bylaws should provide a stable framework for Division organization and activities. It should be read by new officers and reviewed on a regular basis. It should be amended when appropriate to reflect changes in objectives or practices and reviewed every five years. Details of activities that may change more frequently (e.g., the amount of membership dues, technology used to send and receive ballots, current award descriptions and procedures, current subcommittee descriptions, etc.) can be recorded in a separate document such as an Operating Manual or Officers' Manual.

DO NOT INCLUDE THIS PAGE IN FINAL BYLAWS

BYLAWS of the [] DIVISION of AIChE
(This version was approved on [] as outlined in [Article XI])

Article I – Name and Objectives

Section 1. The name of this organization shall be the [] Division of the American Institute of Chemical Engineers (AIChE). Its official acronym is [].

Section 2. The scope of this Division shall be the broad field of [] and include research, development, and applications.

Section 3. The objectives of the Division shall be to: *The following are examples only; See End Note I.3-1*

- a) Provide opportunities for engineers and scientists with interests in [] to exchange information through meetings, seminars, courses, publications, and [].
- b) Develop a technical program for meetings. Seek diverse speakers and a balanced coverage of a variety of topics of interest in the field, such as [].
- c) Coordinate AIChE activities in the field of [] with those of other AIChE Divisions, Forums, and Societies working in similar areas.
- d) Recognize achievements of members through awards.
- e) Encourage chemical engineering educators to place suitable emphasis on the field of [] and on the development of appropriate curricular material.
- f) Foster inclusion and diversity in the leadership, membership, and activities of the Division to promote and uphold AIChE's Equity, Diversity, and Inclusion (IDEAL) statement without marginalizing any particular group(s) of people. *See End Note I.3-2*

Article II – Relationship to the Institute *This Article should be included essentially verbatim.*

Section 1. The Division is under the supervision and control of the Chemical Engineering Technology Operation Council (CTOC) of AIChE.

Section 2. The Division leadership and activities will abide by the AIChE Code of Ethics; Code of Conduct; and Equity, Diversity, and Inclusion Statement. If the actions of any person(s) within Division leadership is perceived to run counter to the best interests of the Division or to AIChE, it should be brought to the attention of CTOC for possible disciplinary action.

Section 3. Division programming activities shall be carried out in cooperation with the AIChE Program Committee ([Article IV, Section 8.1]).

Section 4. The Division does not have the authority to act for or in the name of the American Institute of Chemical Engineers or to incur any financial obligations in the name of AIChE.

Article III – Membership *Some of the following are required by the AIChE Bylaws and some can be defined by the Division. See the End Notes for clarification.*

Section 1. Voting Members of the Division shall be Fellows, Senior Members, or Members of AIChE who have paid the annual Division dues ([Article VII, Section 1]). The Division and Area officers shall be Voting Members of the Division. Delinquent members (as defined in [Article VII, Section 1]) shall not be eligible to vote nor to hold office. *See End Notes III.1-1 and III.5-1*

Section 2. Student Members of AIChE are [non-voting] Members of the Division and are exempt from Division annual dues. *See End Notes III.1-1 and III.5-1*

Section 3. Non-voting Members of the Division cannot hold Division office [and do not receive the Division journal publication].

Section 4. Fellows, Senior Members, or Members of AIChE aged 65 and older are considered Emeritus Members of the Division and are exempt from Division annual dues. Emeritus Members may hold Division office and are eligible to vote. *See End Note III.5-1*

Section 5. As members of AIChE, members of the Division are expected to abide by the AIChE Code of Ethics; Code of Conduct; and Equity, Diversity, and Inclusion Statement. *See End Note III.6-1*

Article IV – Organization *The following provides examples of officer and governing body eligibility and responsibilities; this text should be modified as appropriate.*

Section 1. The officers of the Division shall be a Chair, a First Vice-Chair, a Second Vice-Chair, a Secretary, and a Treasurer, all of whom shall be Voting Members of the Division. Nominations for the officers shall come from the Nominating Committee ([Article VI, Section 2]). The term of office for the Chair, First Vice-Chair, and Second Vice-Chair shall be [] year(s). The First Vice-Chair is normally the sole nominee for the office of Chair. The Second Vice-Chair is normally the sole nominee for the office of the First Vice-Chair. The Chair of the Division shall not be eligible for reelection to Second Vice-Chair. Any other Voting Member of the division may be nominated as the Second Vice-Chair. The term of office for the Secretary and Treasurer shall be [] year(s). The Secretary and Treasurer may be reelected. *See End Notes IV.1-1*

Section 2. [] Directors shall be nominated from the Voting Members of the Division. The term of office for each Director is [] years, with [] Directors to be elected each election cycle in order to stagger their service. A person who has served their full term as a Director is eligible for election as an officer, but is not eligible to serve another term as a Director within a period of [] years after serving as Director.

Section 3. The activities of the Division shall be directed by a Division Board consisting of the current officers, the most recent living Past Chair of the Division, the [] Directors, and a liaison appointed by CTOC who serves as an ex-officio member with[out] voting privileges. Additional members of the Division Board may be added only in accordance with [Section 9.1] of this Article.

Section 4. There shall be an Executive Committee of the Division Board, which shall consist of the Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer, and the most recent living Past Chair. It shall act on behalf of the Board on items of business delegated to it by the Board, and, when the Board is not in session, the Executive Committee shall manage the affairs of the Division and take such actions as are consistent with the Board's delegations.

Section 5. The Chair is the chief officer of the Division and is Chair of the Division Board and Executive Committee. The First Vice-Chair shall perform the duties of the Chair in the latter's absence or inability to serve. In the event of a vacancy in the office of Chair, the First Vice-Chair shall serve as the chief officer of the Division until the next annual election. If a vacancy occurs in any of the other positions on the Division Board, the Board shall appoint a replacement from the Board if the vacancy is an officer or from the Voting Members of the Division if the vacancy is a Director to fill the unexpired term. Executive officers are expected to uphold all ethical standards when filling vacancies to avoid actual and perceived conflicts of interest that could negatively influence the operation of the Division.

Section 6. The First and Second Vice-Chairs shall be responsible for the programming and long-term planning activities (as specified in [\[Section 8\]](#) of this Article) of the Division. The Directors will participate in planning activities and may serve as committee chairs or be given other roles as appointed by the Chair.

Section 7.1. The Secretary shall

- a) Keep the records of the proceedings of the Division, Division Board, and Executive Committee,
- b) Handle the general correspondence of the Division and shall, at the direction of the Chair, issue notices of all meetings,
- c) Work with AIChE Member Services to prepare ballots for the election of officers,
- d) Work with the Chair to submit an annual report to CTOC of its activities in advance of the Annual Meeting. *See End Note IV.7-1*

Section 7.2. The Treasurer shall

- a) Handle and record the collection and disbursement of funds as authorized by the Division Board,
- b) Prepare a proposed budget for the upcoming year,

Section 8.1 There shall be a Program Committee headed by [\[the First Vice-Chair\]](#), who will act as the Division Programming Chair. The membership shall include [\[the Second Vice-Chair, area programming chairs, and those selected by the First Vice-Chair of the Division\]](#) with the approval of the Executive Committee. The Program Committee of the Division shall plan the programming activities of the Division and coordinate these with the AIChE Program Committee and with the programming activities of other Divisions and related groups outside of AIChE. The Division Programming Chair will be a member of the AIChE Program Committee. *See End Note IV.8-1*

Section 8.2 There shall be a Planning Committee headed by the Second Vice-Chair. The membership shall include the First Vice-Chair and the Directors of the Division. Past chairs may be invited as ex-officio members. The Planning Committee is responsible for long-term planning and provides recommendations

to the Division Board concerning technical programming, membership, publication, and other long-term issues of importance to the Division, to enable the Division to meet its objectives.

Section 9.1. Subcommittees may be formed at the discretion of the Division Board. Examples include [Awards Subcommittee, Outreach Subcommittee, Web Subcommittee, and Newsletter Subcommittee]. Subcommittee chairs will be appointed by the Division Chair with the approval of the Executive Committee. Diversity should be considered in the appointment of subcommittee leaders and members. The subcommittee chairs hold ex-officio membership on the Division Board with[out] voting privileges, and they will ordinarily be asked to give reports at Board meetings. Subcommittees will be reviewed annually by the Executive Committee, and the services of any such committees or committee members may be terminated at any time by the Chair with the approval of the Division Board. *See End Note IV.9-1*

Section 9.2. Committees that are appointed to prepare for specific meetings or other events will continue to perform their functions, if satisfactorily handled, until the meetings or events designated have occurred. The term of service of such committees may therefore continue after the retirement of the Division Chair who made the original appointments.

Section 10. There shall be an area chair and a vice-chair for each programming area of the Division. The term of area vice-chair is [#] years, followed by a [#]-year term as chair. The term of office shall start [on January 1 or at the conclusion of the Spring/Annual Meeting]. An area chair may not serve consecutive terms nor may they serve as vice chair immediately following their service as chair. Area vice-chairs should be nominated and elected by the associated area [committee or participating Division Members] [as governed by the area bylaws (if any)] and approved by the Division Board. Diversity should be considered in the nomination of new area vice-chairs. Ultimate responsibility of the areas operating in the Division rests with the Board. If the operation of any area is perceived to run counter to the best interests of the Division, disciplinary action may be proposed by the Division Board and put to a vote of the Division. *See End Notes IV.10-1 and IV.10-2*

Section 11. New programming areas within the Division shall be created by a petition of at least [___] members of the Division followed by the approval of the Division Board, subject to review by the Executive Board of the Program Committee (EBPC) and by CTOC.

Article V – Meetings

Section 1. There shall be at least one business meeting of the Division called each year, held during the [Spring/Annual] Meeting of the Institute. *See End Note V.1-1*

Section 1.1. The Secretary shall send members a notice of all meetings of the Division at least [three] weeks in advance of such meetings.

Section 1.2. A quorum for meetings of the Division shall consist of [___% of the membership]. Except where otherwise stated in the bylaws, all actions at a meeting of the Division will be decided by [a majority of those voting].

Section 1.3. The order of business for meetings of the Division shall be determined by the presiding officer ([Article V, Section 2.2]) and will include the approval of the minutes of previous meetings, reports of

committees, and new business.

Section 2. The Division Board shall meet at least [twice] each calendar year. Meetings may be called by the Chair at such places and times as they deem advisable [including virtual meetings]. Meetings may also be called at the request of [four] members of the Board. The Secretary shall notify all members of the Board, including officers, Directors, and ex-officio members, of all meetings at least [three] weeks in advance.

Section 2.1. A majority of the members of the Division Board shall constitute a quorum. Except where otherwise stated in the bylaws, all actions of the Board shall be by majority vote. If a tie vote results, the decision shall take the course voted by the presiding officer.

Section 2.2. The Chair of the Division shall preside at all meetings of the Division Board and of the Executive Committee, as well as at the annual meeting of the Division. In the absence of the Chair, the First Vice-Chair, the Second Vice-Chair, the Secretary, or the Treasurer, in that order, shall preside.

Section 2.3. Any member of the Division Board who fails to attend [three] consecutive Board meetings shall be considered to have tendered their resignation from the Board; however, such a resignation shall be effective only upon acceptance by the Board, which shall have taken into account any extenuating circumstances.

Section 3. The Program Committee, headed by the First Vice-Chair and described in ([Article IV, Section 8.1]), shall meet at least once a year to carry out its tasks for the Division. The Planning Committee, headed by the Second Vice-Chair of the Division and described in ([Article IV, Section 8.2]), shall meet at least once a year for developing recommendations for the long-term planning of the Division.

Article VI – Elections

Section 1. Elections of officers and Directors who are near the completion of their terms (as specified in [Article IV, Section 1 and Section 2]) shall be conducted by ballot following the procedures that have been approved by the Division Board [and documented in the Division Operating / Officers' Manual]. Ballots shall be sent to all Division members who are eligible to vote (as specified in [Article III]), on or about [October 1], [with the aid of AIChE Member Services]. Ballots shall include notice of the date by which they must be received or cast in order to be counted, and that date shall be no earlier than [] weeks after the ballots are made available. Ballots received or cast after this date shall not be counted. Ballots shall also include information on how votes may be cast, which may include in person, by mail, or by other electronic communication means as specified in the procedures. Receipt and tabulation of the votes shall be conducted by [AIChE Member Services]. The count shall be certified to the Executive Committee in writing by [AIChE Member Services]. Election shall be by a plurality of those voting. *See End Note VI.1-1*

Section 2. A Nominating Committee shall be formed in [April] of each year, with the most recent Division Past Chair serving as its Chair. The Nominating Committee Chair shall select [two] additional Division members [who are not currently serving in an elected capacity] to serve on the committee. This committee shall formulate a slate of candidates for presentation to the Voting Members of the Division. Diversity and inclusion must be considered in selecting the slate of candidates. The candidates must agree to be included on the slate. The slate shall include at least one candidate each for the offices of Chair and First Vice-Chair,

and at least two candidates for Second Vice-Chair and any open Director positions. The current First Vice-Chair is normally the sole nominee for the office of Chair. The current Second Vice-Chair is normally the sole nominee for the office of the First Vice-Chair. If the current First Vice-Chair or current Second Vice-Chair is unable or unwilling to stand for election, then two or more candidates for the successive offices thus left vacant will be named. If the Secretary and/or Treasurer positions are up for election, the slate shall include at least one candidate for each position in which the incumbent is willing to serve again and two or more candidates otherwise. If the past year's First Vice-Chair, Second Vice-Chair, Secretary, or Treasurer were appointees to fill an unexpired term, then an additional candidate must be named for the successive office(s) for which each would otherwise be the sole nominee. Nominations may also be made for any office or directorship by petition of the membership if at least **[twenty]** Voting Members of the Division in good standing (as defined in **[Article VII, Section 1]**) sign a petition and submit it to the Secretary by **[September 1]**.

Section 3. Delinquent members **[as defined in Article VII, Section 1]** shall not be eligible to vote nor to hold office.

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

Section 5. The newly elected officers shall take office on January 1.

Article VII – Dues and Finances

Section 1. Annual dues shall be determined by the Division Board in accordance with policies of CTOC. They shall be payable in advance by January 1 to the Treasurer of the Division. Collection of dues may enlist the aid of AIChE Member Services. Those members who are not in good standing and continue to be delinquent on the following January 1 shall be dropped from the rolls of the Division.

Section 2. The dues shall be changed in amount only by affirmative vote of two-thirds of the total voting membership of the Division Board. This vote may be taken at a regular meeting or by ballot sent to all Division Board members. **[The current dues schedule will be documented in the Division Operating / Officers' Manual.]**

Section 3. The Division Board shall make all other regulations regarding payment of dues and shall provide for an annual audit of the Division's financial accounts.

Section 4. The Division Board shall review in their last meeting of the year the budget submitted for the upcoming year by the Treasurer. This budget shall be subject to revision at the first meeting after the new officers take office. The officers of the Division may make expenditures within the provisions of the approved budget. On depletion of an individual account in the approved budget, additional amounts shall be spent only after specific approval by the Board.

Article VIII – Awards Process *See End Note VIII-1*

Section 1. The Chair of the Division shall appoint a chair of the **[Division Name]** Awards Committee, subject to approval by the Division Executive Committee. The Chair of the Awards Committee is responsible for leading the award nomination, selection, and delivery processes as described in the Division

[Operating / Officers'] Manual.

Section 2. The Awards Committee Chair shall serve for a period of [three] years and can be reappointed.

Section 3. The award selection committee composition shall be set by the Chair of the Division, as described in the Division [Operating / Officers'] Manual. Diversity shall be one consideration in the committee composition.

Section 4. A list of approved Division awards, along with the descriptions and selection criteria, shall be maintained in the Division [Operating / Officers'] Manual. Award selection criteria and nomination processes for current awards shall be described on the Division webpage.

Section 5. Division members can bring proposals for additional Division awards before the Executive Committee for consideration at the annual meeting. The Board shall set criteria for additional awards consistent with any guidance from CTOC. Any additional awards require approval from the Executive Committee. *See End Note VIII.5-1*

Section 6. Equity and Diversity should be considerations in the overall balance of awards granted.

Article IX – Duration, Dissolution, and Residue Funds

Section 1. The Division has been approved by CTOC without limit on duration. The Division's sustainability will be monitored and assessed by the Division Board. The dissolution of the Division, at the determination of the Division Board, shall require two-thirds approval of CTOC. Termination will be preceded by notification of such action by CTOC to the Division Board and Members, as well as any Sponsors, at least one year prior to the effective date of termination.

Section 2. Upon termination of the Division, unrestricted residual funds shall be transferred to AIChE and restricted residual funds shall be transferred back to the Sponsors. Disposition of tangible property shall be in accordance with any applicable contractual arrangements of the parties where AIChE or the Division does not hold a property interest in property subject to disposition.

Article X – General Provisions *See End Note X-1*

Section 1. The decision of the Division Board shall be final on any questions concerning the interpretation of the bylaws, subject to the jurisdiction of CTOC.

Section 2. Procedures that are not covered in these bylaws, particularly those that may change on a frequent basis, such as the procedure used to send and receive ballots, award descriptions and processes, or standing subcommittee descriptions, may be recorded in the Division [Operating / Officers'] Manual.

Section 3. In all respects not specifically covered by these bylaws or the Division [Operating / Officers'] Manual, the general rule of the Institute governing the conduct of the Division shall apply with equal force as if included in these bylaws.

Section 4. In the deciding of procedural matters not otherwise covered in the bylaws, the most recent issue

of The Modern Rules of Order by Donald A. Tortorice shall prevail.

Article XI – Amendments

Section 1. These Bylaws shall be reviewed by the Executive Committee of the Division Board not less often than every [five] years and any proposed revisions and/or amendments presented to the Division Board. Amendments can also be proposed by Division members at a Division meeting or by petition of [ten] percent of the Voting Members of the Division sent to the Division Board. All proposed amendments of these bylaws shall be reduced to writing. The Division Board will send the proposed amendments to CTOC for pre-approval. If CTOC has any recommended revisions, they will be returned to the Division Board for further action and re-submission to CTOC to complete the pre-approval process.

Section 2. A proposed amendment and ballot shall be sent to all Division members who are eligible to vote (as specified in [Article III]) following the procedures that have been approved by the Division Board [and documented in the Division Operating / Officers' Manual]. Ballots shall be returned to [AICHe Member Services] by a specified deadline at least [___] weeks after the ballots are made available. Ballots received after this deadline shall not be counted. Once the deadline is reached, [AICHe Member Services] will tabulate the ballots and certify the results to the Division Board. Approval of the amendment requires [a two-thirds affirmative vote of those returning the ballots]. The amendment shall then be submitted to CTOC for final approval and shall become an effective part of the bylaws upon its approval. *See End Note XI.2-1*

Section 3. The most recent version of the bylaws will be made publicly available to all members of AICHe on the Division webpage.

Section 4. A record will be kept of revisions and amendments made to the bylaws. *See End Note XI.4-1*

Revision #	Revision General Description	Specific Changes Made	Date of Revision	Division Membership Approval Date	CTOC Approval Date
1	Original Bylaws	N/A	N/A		
2					
3					

End Notes: *This section is intended to augment the examples and instructions found in the Division Model Bylaws; do not include the End Notes section in your final Bylaws. Notes in italics within the Division Model Bylaws are intended as instructions or references to the End Notes; these notes embedded within the Division Model Bylaws are not intended to be part of the final Bylaws.*

I.3-1: The objectives describe the current goals and activities of the Division and should reflect the value proposition of the Division.

I.3-2: Appropriate content in the Bylaws that support AIChE's Equity, Diversity and Inclusion Statement are highly encouraged.

III.1-1: According to the AIChE Bylaws:

- *AIChE membership categories are Fellows, Senior Members, Members, and Student Members (enrolled as a student in a curriculum leading to their first professional degree).*
- *Division members shall be Fellows, Senior Members, Members, or Student Members of the Institute (AIChE).*
- *All Division officers shall be Fellows, Senior Members, or Members.*
- *NOTE: The AIChE dues formulas recognize different levels of "professional status" including Undergraduate students, Graduate students, Post doctorate Researcher, Years since graduation, Emeritus status. However, these are NOT AIChE membership categories.*

III.5-1: Additional Division membership sub-categories may be defined in the Division Bylaws, such as Emeritus Members of the Division or Graduate Student Members of the Division. Any differences in dues requirements, voting status, and eligibility to hold office for the various Division membership categories should be defined in the Division Bylaws.

III.6-1: Appropriate content in the Bylaws that support AIChE's Equity, Diversity and Inclusion Statement are highly encouraged.

IV.1-1: Some Divisions specify that the succession of the First and Second Vice-Chairs to Chair and First Vice-Chair, respectively, is automatic.

IV.7-1: According to the AIChE Bylaws:

- *The Division shall submit an annual report to CTOC of its activities to the Member Activities Group per the schedule proposed by CTOC and in advance of the Annual Meeting. The format of the annual report (such as a form or survey) may be specified by CTOC.*

IV.8-1: The Division Program Chair and committee make-up may be specified in the Bylaws as appropriate to the Division. Some Divisions find that having a separate Programming Chair (e.g., appointed Director, elected from membership) with a longer term facilitates programming and retains institutional knowledge. According to the AIChE Bylaws:

- *The Division Program Chair shall become a member of the Program Committee (of the Institute)*

IV.9-1: Diversity in the Divisions committee leaders can help feed the diversity in Division officer and Board nominations.

IV.10-1: Appointment of area leaders is conducted differently in the different Divisions. For example, some Divisions have the Programming Chair appoint the area chairs (or area programming chairs/coordinators).

IV.10-2: Diversity in the Division area leaders can help feed the diversity in Division officer and Board nominations.

V.1-1: This section can be edited as appropriate to reflect the annual meeting structure of the Division. For example, some Divisions do not hold annual meetings of the entire Division, but may hold annual Programming Area meetings that are open to Division membership.

VI.1-1: It is recommended that the details of the current election procedures, which might change more frequently as technology changes, be documented in a Division Operating Manual (or Officers' Manual) which can be updated with approval of the Division Board (without the need for approval by CTOC or membership vote). AIChE Member Services is available (but not required) to aid in the election process, including sending, collecting, tallying of ballots, and reporting results.

VIII-1: Inclusion of an Article that is focused on the Awards Process is optional and may depend on how central awards are to the Division's goals and value proposition. It is recommended that specific procedures that may change relatively frequently, along with award descriptions and criteria, be documented in a Division Operating Manual (or Officers' Manual) which can be updated with approval of the Division Board (without the need for approval by CTOC or membership vote).

VIII.5-1: If a named award is being considered, the AIChE Foundation Naming Gift process should be followed. Division officers should contact AIChE staff to understand the Naming Gift policy and to obtain the Naming Gift Form. The proposed named award is subject to review and discussion by the AIChE Naming Committee.

X-1: It is recommended that procedures, descriptions, and other operational details, which may change relatively frequently, be documented in a Division Operating Manual (or Officers' Manual) which can be updated with approval of the Division Board (without the need for approval by CTOC or membership vote).

XI.2-1: AIChE Member Services is available (but not required) to aid in the Bylaws Revision voting process, including sending, collecting, tallying of ballots, and reporting results.

XI.4-1: It is recommended that a record of revisions and amendments to the bylaws be included at the end of the bylaws.