

BYLAWS OF THE FELLOWS COUNCIL OF THE AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

June 2025

The FELLOWS COUNCIL is the leadership group of the Fellows of the American Institute of Chemical Engineers (AIChE or the Institute) and is responsible for coordination of all organized activities of Fellows within the Institute. The Fellows Council reports to the Career and Education Operating Council (CEOC) of AIChE.

The Fellows Council operates according to the Constitution and Bylaws of the Institute. These Fellows Council Bylaws describe and provide guidelines for: 1) Functions, 2) Membership, 3) Executive Committee, 4) Elections, Appointments and Terms, 5) Council Meetings, 6) Policy Making and Decisions, 7) Communications, 8) Budgets, and 9) Bylaw Changes.

The main purpose of the Fellows Council is the coordination, guidance, and communication of collective activities of the Fellows, such as: website and newsletters; Fellows breakfasts; organized activities related to students, young professionals, and local sections; and technical, societal, external, and other professional activities.

With support from AIChE staff, the Fellows Council will maintain a record of Fellows and their collective activities, and update communications about the Fellows, such as on the AIChE website.

Section 1. Functions

Coordination of collective activities of the Fellows within the Institute.

Initiating, completing, and reporting collective actions of the Fellows through the Fellows Council annual report to the CEOC.

Section 2. Membership

The voting members of the Fellows Council must be AIChE Fellows. The number of voting members of the Fellows Council may range from 9 to 16 including the Executive Committee.

The voting members of the Fellows Council shall represent the diverse spectrum of the Fellows, with a balance among academic, government, industrial, self-employed, and retired Fellows.

The Fellows Council shall have the following non-voting affiliate members: a representative of the CEOC, appointed by the CEOC, and a representative of the AIChE staff, appointed by the AIChE CEO/Executive Director. A representative of the AIChE Board of Directors (BOD) may also be appointed as a non-voting affiliate member at the discretion of the BOD. The Fellows Council may select additional non-voting affiliate members as it sees fit.

The Fellows Council may invite non-voting liaison representatives from other AIChE entities to attend Council meetings if agreed to by the Fellows Council and the other entities.

Section 3. Executive Committee

The Fellows Council Executive Committee includes the Chair, Vice-Chair, Immediate Past Chair, Secretary, and Webmaster. The AIChE staff representative will be available to assist the Executive Committee.

The Chair will provide leadership in planning for, and presiding over, Fellow events. The Chair will coordinate the activities overseen by Council members. The Chair will represent the Fellows Council at meetings with the CEOC and other AIChE entities. The Vice Chair shall perform the duties of the Chair in the latter's absence or inability to serve. The Past Chair will perform this duty if the Vice Chair is also not available.

The Secretary will serve as the secretary of the Fellows Council, providing reports or summaries of the meetings of the Fellows Council and overseeing the Newsletter and other communications to the members, aside from the website and communications folder.

The Webmaster is responsible for working with the AIChE staff to maintain the Fellows website and the Fellows Council communications folder.

The Past Chair is responsible for proposing candidates for membership to the Fellows Council and for the position of Vice Chair.

Section 4. Elections, Appointments, and Terms

The Fellows Council will elect its members from nominations provided by the Past Chair. New Fellows Council member appointments require the approval of CEOC. Council members shall serve staggered three-year terms, replacing approximately one-third of the members each year. Terms of office shall begin each January. Members may be elected to no more than one additional three-year term.

Midterm vacancies of Council members may be filled through appointment by the Fellows Council Executive Committee and shall be approved by the CEOC. A member appointed to fill a midterm vacancy shall serve for the unexpired portion of the original term and may be nominated for a second full term.

Members of the Fellows Council may be removed by a majority vote of the CEOC for cause, including, but not limited to, non-participation. Removal shall be initiated to CEOC by the Fellows Council.

The Fellows Council will elect an incoming vice chair from nominations provided by the Past Chair. It is recommended that the Vice Chair be a current or past Council member. The Vice Chair appointment requires approval of the CEOC. The chair sequence of positions consists of three consecutive one-year terms, succeeding from Vice Chair to Chair to Past Chair.

If necessary, when a Council member is elected as Vice Chair, his/her Council member term will be extended in order to complete the Chair and Past Chair positions.

If the Vice Chair is unable to complete their term, the vacancy will be filled through appointment by the Fellows Council Executive Committee and shall be approved by the CEOC. The newly

appointed Vice Chair will serve the remaining portion of the vacated one-year term and become Chair during the next one-year term in the officer chain sequence. If the Chair is unable to complete their term, the Vice Chair will become Chair and fill the remaining portion of the vacated one-year term as well as the next one-year term in the officer chain sequence.

If the Past Chair is unable to complete their term, the Council may appoint a current Council member to fulfill the Past Chair's duties until the current Chair becomes Past Chair.

The Secretary and Webmaster are appointed by the Fellows Council from among the Fellows Council members. The Secretary and Webmaster shall serve an initial three-year term and may be reappointed to no more than one additional three-year term.

The durations of service of the CEOC representative, AIChE staff representative, and BOD representative (if appointed) are decided, respectively, by the CEOC, AIChE CEO/Executive Director and BOD. Any vacancies for these representatives will be filled by the respective authorities.

Section 5. Council Meetings

At any meeting, all procedural questions requiring parliamentary ruling not provided for in the Constitution and Bylaws of the Institute or the Fellows Council Bylaws shall be decided in accordance with BOD procedures.

The Fellows Council shall meet at least four times a year, such as in person at the Institute's Annual and Spring meetings, and via virtual meetings.

Meeting agendas are to be established by the Executive Committee and communicated to the Council in advance of the meeting. The order of business may be changed, or any item of business dispensed with, by majority vote of the members present at a meeting.

Section 6. Policy Making and Decisions

All voting members of the Fellows Council shall have full voting rights and privileges. A simple majority of voting members shall constitute a quorum for the conduct of business at any meeting. Except where the Institute's Constitution or Bylaws provide otherwise, actions on all matters shall be decided by a majority of Council votes. Voting members shall be permitted to participate and vote during any in-person and/or virtual meeting. In special circumstances, voting will be obtained from Council members not in attendance via email or other electronic means.

Any Fellow of the Institute, or group of Fellows, may make proposals and suggest issues of Fellow concern to the Council. These shall be submitted in writing or email to any Council member, and if appropriate, such items will be included in the agenda of the next Council meeting.

Views on issues of general Fellow concern may be solicited from the Fellows at Fellow gatherings, as well as via surveys and direct communications.

Section 7. Communications

The Fellows Council shall provide an annual report to CEOC.

The Fellows Council membership, Executive Committee members, meeting minutes and reports

will be posted in timely fashion on designated web pages accessible from the Fellows website. Privileged items will be accessible only to Fellows.

The Fellows Council may designate liaisons to other AIChE entities, as agreed upon with the respective entity. Liaisons are to keep abreast of the activities of their entity via participation in in-person or virtual meetings and circulated minutes. They will also convey requests from the Fellows Council to the entities or from the entities to the Fellows Council.

Section 8. Budgets

Funds may be requested for projects on an as-needed basis through the CEOC. All budgets and individual project funding requests must be approved by the CEOC.

Section 9. Bylaws Changes

This document, and all proposed updates and amendments to these Bylaws, shall be approved by a two-thirds majority vote of the Fellows Council, and subsequently submitted in writing for approval by CEOC. The original and the current updated/amended version of these Bylaws shall be posted on the Fellows website. The Fellows Council is responsible for maintenance of the Bylaws.

Record of Changes.

2011	Initial issue of Bylaws
2016 August	Edits not recorded
2025 June	Added Webmaster (and responsibilities) to Executive Committee. Added limits to the term for the Secretary and Webmaster. Clarified who are voting members; elected vs appointed positions; and how vacancies are filled. Redefined the chair sequence as three consecutive one-year terms rather than a three-year term. General rearrangement of text to aid in the flow of information.