

BYLAWS of the CAST DIVISION of AIChE

(This version was approved by CTOC on 07/26/2024 and Division membership on 09/24/2024 as outlined in Article XII)

ARTICLE I – NAME AND OBJECTIVES

Section 1. The name of this organization shall be the Computing and Systems Technology Division of the American Institute of Chemical Engineers (AIChE). Its official acronym is CAST.

Section 2. This Division is formed in the broad field of the chemical engineering application of systems and computing principles to problems including, but not limited to, analysis, management, design, operation and control of processes and systems.

Section 3. The objectives of the Division shall be:

- (a) To further the application of mathematical and computing principles in all aspects of chemical engineering, especially the analysis, design, operation and control of process and management systems.
- (b) To recommend to CTOC or other entities of the AIChE on positions or policies related to such applications.
- (c) To provide suitable programs to inform Institute members about topics of current interest in these fields.
- (d) To provide a communication medium for chemical engineers and other individuals to exchange non-confidential information concerning all facets of mathematics, management science, computers, control and systems activity through meetings, seminars, courses and publications.
- (e) To coordinate the Institute's activities with other societies and professional organizations active in this field.
- (f) To act as a source of information for chemical engineers who are not actively engaged in the mathematics, management, and computer control systems fields, and to bring to their attention the importance of these activities, the need for consideration of their use in the general practice of chemical engineering and opportunities for their use in research, development, design and operation of process management systems.
- (g) To encourage chemical engineering educators to place suitable emphasis on these subjects and to encourage excellence in such teaching practices as well as the development of appropriate curricular material.
- (h) To foster inclusion and diversity in the leadership, membership, and activities of the Division and to uphold AIChE's Equity, Diversity, and Inclusion (IDEAL) statement without marginalizing any particular group of people.
- (i) Recognize achievements of members through awards.

ARTICLE II – RELATIONSHIP TO THE INSTITUTE

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

Section 2. The Division leadership, membership, 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 or membership is perceived to run counter to the best interests of the Division or to AIChE, it should be brought to the attention of CTOC by a member of the Executive Committee for possible disciplinary action.

Section 3. Division programming activities shall be carried out in cooperation with the AIChE Program Committee.

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

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 officers and Area chairs must be Voting Members of the Division. Delinquent members shall not be eligible to vote nor to hold positions ([Article VII, Section 1]).

Section 2. Student Members of AIChE may be Non-voting Members of the Division and are exempt from Division annual dues.

Section 3. Non-voting Members of the Division cannot hold Division office.

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.

ARTICLE IV – ORGANIZATION

Section 1. The activities of the Division shall be directed by an Executive Committee. This committee, headed by the Division Chair, shall consist of the four officers (Article IV, Section 2), the immediate past chair of the Division, six Division members selected as Directors by the members of the Division, and the following ex-officio members: The Chair of the Division Programming Board (Article IV, Section 9), the Chair of the Division Publications Board, the AIChE Staff Liaison(s), and AIChE Chemical

Technology Operating Council's liaison member with the Division. All ex-officio members are to have full voting privileges.

Section 2. The officers of the Division shall be a Chair, a First Vice Chair, a Second Vice Chair, and a Secretary-Treasurer, all of whom shall hold membership in the Division and be Voting Members of the Division. The term of office in each case shall be one year, with the exception of the Secretary-Treasurer, whose term shall be two years. Nominations for the offices shall come from the Nominating Committee (Article VI, Section 3). The Chair of the Division shall not be eligible for re-election to a Divisional office for a period of five years. 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 First Vice Chair. Any Voting Member may be nominated as the Second Vice Chair. The Secretary-Treasurer may be re-elected.

Section 3. Members of the Executive Committee (other than officers) shall consist of two groups: (a) elected and (b) ex-officio. The elected Directors shall serve a term of three years with two Directors being elected annually. They shall not be eligible for re-election for a second term for a period of five years. The ex-officio members (Article VI, Section 1) shall have no statutory limit on their term of service on the Executive Committee.

Section 4. The Chair or, in the case of absence, the First Vice Chair, the Second Vice Chair, or the Secretary-Treasurer, successively, shall preside at all meetings of the Division and its Executive Committee.

Section 5. Filling vacancies:

- a. The First Vice Chair shall perform the duties of the Chair in the latter's absence or inability to serve.
- b. In the event of a vacancy in the office of Chair, the First Vice Chair shall serve as the Chair with the Second Vice Chair assuming the First Vice Chair's vacated position until the next annual election; at this time two or more persons shall be nominated for the offices by the Nominating Committee and shall then, if elected, serve one year in that office in addition to the time served to fill the vacancy.
- c. In the event of a vacancy in the office of First Vice Chair, the Second Vice Chair shall serve as the First Vice Chair and the Executive Committee shall appoint one of the Elected Directors to fill the Second Vice Chair vacancy until the next election; at this time two or more persons shall be nominated for the offices by the Nominating Committee and shall then, if elected, serve one year in that office in addition to the time served to fill the vacancy.
- d. If a vacancy occurs in the office of the Second Vice Chair, the Executive Committee shall appoint one of the Elected Directors to fill the vacancy until the next election. The person appointed shall not be the sole nominee for the office of First Vice Chair. The Nominating Committee shall present more than one nominee, in this case, for both First Vice Chair and Second Vice Chair.
- e. If a vacancy occurs in the office of Secretary-Treasurer prior to 1 August of the first year of a Secretary-Treasurer's two-year term, the Executive Committee shall

appoint a replacement to serve until 31 December of that year. The Nominating Committee shall include two or more nominees for Secretary-Treasurer on the slate for that year's election. Should the vacancy occur on or after 1 August of the first year of the elected Secretary-Treasurer's term, the Executive Committee shall appoint a replacement to serve for the remainder of the two-year term.

- f. If a vacancy occurs in one of the Director's positions, the Executive Committee may appoint any Division member (who fulfills the requirements) to serve.
- g. For any vacancy filled by Executive Committee appointment, no conflict of interest should be allowed between the appointed person and any of the remaining Executive Committee members.

Section 6. The Secretary-Treasurer shall:

- (a) Keep the records of the proceedings of the Division.
- (b) Handle the general correspondence of the Division and shall, at the direction of the Chair, issue notices of all meetings.
- (c) Handle and record the collection and disbursement of funds as authorized by the Executive Committee of the Division.
- (d) Prepare a proposed budget for the upcoming year.
- (e) Arrange for the preparation, tabulation and reporting of results in connection with elections.
- (f) Submit, at the end of each year, a financial report to the Executive Committee of the Division and to the Secretary of the Institute.
- (g) Work with the Chair to submit an annual report of the Division's activities to CTOC in advance of the Annual AIChE Meeting. The report format will be provided by CTOC.

Section 7. There shall be Areas of the Division designated by the names inserted at the end of this section of these Bylaws. Each of these Areas shall be responsible for carrying out the plans and programs of the Division in their respective fields, subject to the direction of the Executive Committee of the Division. The names of the currently active Areas of the Division are:

- (a) Systems and Process Design;
- (b) Systems and Process Control;
- (c) Systems and Process Operations;
- (d) Applied Mathematics and Numerical Analysis;
- (e) Information Management and Intelligent Systems.

Section 8. New Areas may be added to or removed from the Division by a two-thirds vote of the Executive Committee subject to approval of AIChE Chemical Technology Operating Council (CTOC). To propose the formation of a new Area or removal of an existing Area, a written petition to the Executive Committee, with a minimum of 25 Division members supporting the petition, is required. Approval for formation is granted by the Division Executive Committee, subject to review by the Executive Board of the Programming Committee (EBPC) and CTOC.

Section 9. There shall be a Programming Board headed by a Chair appointed by the Executive Committee for a two-year term; this Chair may be re-appointed at two-year intervals at the discretion of the Executive Committee. The Board shall consist of the appointed Chair, an appointed Vice Chair who shall serve as Deputy Head in the absence of the Chair, and such other members as may be appointed by the Board Chair to carry out the duties of the Board. This Board will draw up long range plans and policies for the programming activities of the Division in coordination with the National Program Committee of the Institute. The Chair of this Board shall be the official representative of the Division to the National Program Committee.

Section 10. There shall be a Publications Board headed by a Chair appointed by the Executive Committee for a two-year term; this Chair may be re-appointed at two-year intervals at the discretion of the Executive Committee. The Board shall consist of the appointed Chair, the Associate Editor, the Division's Secretary-Treasurer, and such other members as may be appointed by the Board Chair. The Board will edit and publish a Division Newsletter. The Newsletter will be made available to all Division members at least three weeks prior to each National and Annual meeting. Publications policies for the Newsletter must be approved by the Executive Committee but all details of format and content will be determined by the Board.

Section 11. Such other committees as may be required shall be appointed by the Chair with the approval of the Executive Committee. Normally the Chair of each committee shall serve for two years, but the service of any committee or committee member may be terminated at any time by the Chair of the Division with the approval of the Executive Committee. Committees formed to carry out a specific task will be automatically disbanded upon acceptance of their final report to the Division Executive Committee. Nominating Committees are described in Article VI.

ARTICLE V – MEETINGS

Section 1. There shall be at least one meeting of the Division each year held in conjunction with a National or Annual Meeting of the Institute. The time and place of the meeting shall be determined by the Executive Committee in consultation with AIChE Staff Liaison(s).

Section 2. The Secretary-Treasurer shall notify Division members of all Divisional Meetings at least three weeks in advance of each meeting.

Section 3. A quorum for meetings of the Division shall consist of ten percent (10%) of the membership or a quorum of the Executive Committee. Except where otherwise stated in the Bylaws, all actions at a meeting of the Division shall be decided by a majority vote.

Section 4. The presiding officer shall be the Division Chair or the next ranking officer (Article IV, Section 4) who shall decide the order of business, which is to include the

reading of the minutes of the previous meeting, a financial report and reports of committees.

Section 5. A majority of the elected members of the Executive Committee, including officers and directors, shall constitute a quorum for a meeting of the Executive Committee. The meeting will be chaired by the highest ranking officer (Article IV, Section 4), whose vote shall decide the issue in case of a tie.

Section 6. The Executive Committee shall meet at least once but preferably more often each calendar year. Meetings shall generally be held in conjunction with the Institute's National or Annual meetings, but may be called by the Chair at such time and place as the Chair sees fit. Meetings may be held by physical attendance, teleconference, videoconference, or other electronic communication means. Votes may be cast either in person, by mail, or by other electronic communication means. Meetings shall also be called on the written request of four members of the Executive Committee. The Secretary-Treasurer shall notify the Executive Committee at least three weeks in advance of a meeting.

Section 7. Any elected member of the Executive Committee who misses three consecutive Executive Committee meetings shall be considered to have automatically tendered their resignation to the Executive Committee, which may accept it or reject it by secret ballot at the next meeting after discussion of possible extenuating circumstances. Should any ex-officio member of the Executive Committee miss three consecutive meetings, a request for replacement of that individual shall be made to the organization that individual represents. To be considered present for any Executive Committee meeting, a member must have been in attendance for at least fifty percent (50%) of the meeting and to have presented such reports for which this member was responsible.

ARTICLE VI – ELECTIONS

Section 1. The Chair, First Vice Chair, Second Vice Chair, and two Directors shall be elected annually by ballot made available to the members of the Division on or about October 1, at the latest. The Secretary-Treasurer shall be elected on the same ballot during the annual elections occurring near the end of the incumbent's term or as specified in Article IV, Section 5. Votes may be cast either in person, by mail, or by other electronic communication means. Election shall be by a majority of valid ballots received. 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 four weeks after the ballots are made available. Ballots received or cast after this date shall not be counted. The count shall be certified to the Executive Committee.

Section 2. Delinquent members shall not be eligible to vote or to hold office (Article VII, Section 1).

Section 3. A Nominating Committee shall be formed in April of each year with the immediate Division Past Chair as its Chair, who may select two additional Division

Members who are not currently serving in an elected capacity to serve as the committee. This committee shall formulate a slate of candidates for presentation to the members; this slate shall include one candidate each, for the offices of Chair and First Vice Chair, who shall normally be the past year's First Vice Chair and Second Vice Chair, respectively, and two or more candidates for Second Vice Chair, four or more candidates for two Director positions and two candidates for Secretary-Treasurer if on the ballot that year. If the past year's First Vice Chair and/or Second Vice Chair cannot stand for such uncontested election, then two or more candidates for the successive offices thus left vacant will be named. Nominations may also be made for any office (on the ballot) by petition of the membership if at least twenty Division members in good standing sign a petition and submit it to the Secretary-Treasurer by August 1.

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 of each year.

ARTICLE VII – DUES AND FINANCES

Section 1. Annual dues shall be determined by the Executive Committee. They shall be payable in advance by January 1 to the Institute. Those members who continue to be delinquent on the following July 1 shall be dropped from the rolls of the Division.

Section 2. The dues shall be changed in amount only by the affirmative vote of two-thirds of the total members of the Executive Committee. This vote may be taken at a regular meeting, by mail, or by electronic means.

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

Section 4. The Executive Committee shall review in their last meeting of the year the budget submitted for the upcoming year by the Secretary-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 fund in the approved budget, additional amounts shall be spent only after specific approval by the Executive Committee.

Section 5. The officers of the Division and the ex-officio members of the Executive Committee shall each have available a drawable fund in an amount to be established by the Division Directors but not to exceed one hundred dollars (\$100.00) per year to defray out-of-pocket communication expenses which they incur and which cannot be reimbursed by their employers. These funds will be administered by the Secretary-Treasurer in keeping with the annual audit. The Secretary-Treasurer is authorized to make payment against these drawable funds upon presentation of invoices for out-of-pocket communication expenses. Such items which are reimbursable will be defined by the Directors. On depletion of an individual fund, an additional sum may be made available at the request of the particular officer and on the specific approval of the Directors at the

first meeting succeeding or coincident with notification by the Secretary-Treasurer that an officer's fund has been depleted.

ARTICLE VIII – AWARDS

Section 1. The Awards Program is administered by the Second Vice Chair of the Division who will have the following responsibilities as outlined in the CAST Operating Manual:

- (a) Appointment and chairing of the Awards Committee.
- (b) Appointment of an Advisory Committee.
- (c) Solicitation and management of funds to support the Awards Program.
- (d) Preparation of the Awards and presentation to the selected recipients.

Section 2. A list of approved Division awards, along with the descriptions and selection criteria, shall be maintained in the CAST Operating Manual. Award selection criteria and nomination processes for current awards shall be described on the Division webpage.

Section 3. 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.

Section 4. 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 Executive Committee. The dissolution of the Division, at the determination of the Executive Committee, shall require two-thirds approval of CTOC. Termination will be preceded by notification of such action by CTOC to the Executive Committee 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

Section 1. The decision of the Executive Committee shall be final on any question concerning the interpretation of the Bylaws, subject to the jurisdiction of the Chemical Technology Operating Council of the Institute.

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, will be recorded in the CAST Operating Manual.

Section 3. In all respects not specifically covered by these Bylaws or the CAST Operating Manual, the general rules of the Institute governing the conduct of Divisions shall apply with equal force as if included in these Bylaws.

Section 4. The Secretary-Treasurer of the Division shall serve as Parliamentarian and shall rule on point of order and give information as requested by the presiding officer.

Section 5. 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 not less often than every five years and any proposed revisions and/or amendments presented to the Executive Committee. All proposed amendments of these Bylaws shall be reduced to writing. Amendments shall be proposed by (a) the Executive Committee, (b) majority vote of the members at a Divisional meeting, or (c) petition of ten percent (10%) of the members of the Division to the Executive Committee. The Executive Committee will send the proposed amendments to CTOC for pre-approval. If CTOC has any recommended revisions, they will be returned to the Executive Committee 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 by first-class mail or electronic communication means. The ballot shall include notice of the date by which it must be cast and that date shall be no earlier than four weeks after issuance of the ballots. Ballots cast after the specified date shall not be counted. The results shall be certified to the Executive Committee, which shall accept as approval of the amendment, a two-thirds affirmative vote of those casting these ballots. The amendments shall then be submitted to the Chemical Engineering Technology Operating Council of the Institute and shall become an effective part of the Bylaws upon its approval.

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.

Revision #	Revision General Description	Specific Changes Made	Date of Revision	Division Membership Approval Date	CTOC Approval Date
1	Revision Based on CTOC Recommendations	Alignment with CTOC Division Bylaws template; moved specific awards details to CAST Operating Manual	07/25/2024	09/24/2024	07/26/2024
2					
3					