

Revised Mid-Michigan AIChE Section By-Laws
September, 2016

ARTICLE I NAME

The name of this organization is the Mid-Michigan Section of AIChE (hereafter referred to as the Section). **The Section is incorporated under the laws of the State of Michigan as a 501(c)(3) non-profit corporation.**

ARTICLE II OBJECTIVES

The objectives of the Section, a nonprofit scientific, educational, and charitable organization, are the furtherance of the aims and purposes of AIChE (**hereafter referred to as the Institute**) and the advancement of the science and practice of chemical engineering and of related disciplines including chemistry and mechanical engineering through (i) the education of members and nonmembers in chemical engineering principles and practices, (ii) career guidance and financial assistance to students in the study of science and engineering, and (iii) encouragement of research and development for the advancement of the science and practice of chemical engineering for the benefit of society.

ARTICLE III GENERAL

Section 1. The activities of the Section and its members are subject to the provisions in the Constitution, Code of Ethics, and By-Laws of the Institute.

Section 2. The Section shall not have authority to act for or in the name of the Institute nor incur any financial obligation in the name of the Institute.

Section 3. All matters properly brought in question shall be decided by a majority of the votes cast, except in cases where the Charter or Bylaws provide specific requirements.

Section 4. 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portion of the Charter or Bylaws, the decision of the Executive Committee of the Section shall be final unless it is superseded by a decision of the Board of Directors of the **Institute** or their designee.

Section 5. The Section shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.

Section 6. The Section does not consent to the use of its name for any purpose other than the objectives stated in the Charter.

ARTICLE IV JURISDICTION

The area from which the Mid-Michigan Section draws its members shall include the following counties within the State of Michigan: Arenac, Bay, Clare, Genesee, Gladwin, Gratiot, Huron, Isabella, Mecosta, Midland, Osceola, Sanilac, Saginaw, and Tuscola.

ARTICLE V MEMBERSHIP

Section 1. The Membership of the Section shall include any member of the Institute residing or engaging in business within the boundaries of the Section. Regular Members shall consist of any member of the Institute who makes application for membership in the Mid-Michigan Section and pays Section dues.

Section 2. A person who is not a member of the Institute may become a Local-Only Member of the Section, providing the applicant can qualify for membership as judged by the Mid-Michigan Section Executive Committee and for a period not to exceed two years before attaining membership at any grade in the Institute.

Section 3. The Section's Executive Committee shall have the authority to bestow upon certain Members of the Mid-Michigan Section a lifetime Honorary Membership in the Mid-Michigan Section in recognition of extraordinary service to the Mid-Michigan Section and the chemical engineering profession.

Section 4. Seminars and meetings sponsored by the Section shall be open to the public unless otherwise designated by the Section Executive Committee, regardless of membership status in the Institute.

ARTICLE VI DUES

Section 1. The dues for all Members of the Section shall be in an amount set by vote of the Executive Committee as described in Article VIII, Sections 4 and 5. Dues shall be paid for the year corresponding to the Section's Fiscal Year (July 1 – June 30). For a given year, dues shall be payable by a date designated by the Executive Committee, normally by January 1. Members who have not paid their annual dues by that deadline shall be considered in arrears and their membership will be terminated if such payment is not made prior to March 30th of that year. Any Member so terminated may apply for readmission as described in Article V.

Section 2. Honorary Members, unemployed Regular Members of the Mid-Michigan Section who are actively seeking employment, and Undergraduate Student Members of the Institute shall not be required to pay dues to the Section. Should a special membership rate change it is expected that the Secretary of the local section will communicate those changes to the Membership Department of the Institute.

Section 3. The Section, not the Institute, shall be responsible for collecting dues and maintaining individual records of Local-Only Members.

ARTICLE VII OFFICERS

Section 1. The Officers of the Section shall be comprised of a Chair, Chair-Elect (Vice Chair), Secretary, Treasurer, Past-Chair, and three members designated as Directors of the Section, all of whom shall be Members, Senior Members, or Fellows of the **Institute**.

Section 2. The term of Office for all elective Offices shall be from adjournment of the annual meeting held in April, May, or June to the next annual meeting the following April, May, or June.

Section 3. After completing a term in Office, the Chair-Elect shall automatically succeed to the position of Chair, and the retiring Chair shall automatically succeed to the position of Past-Chair.

Section 4. The Chair, or in his or her absence the Past-Chair, or in his or her absence the Chair-Elect, or in his or her absence the Secretary, or in his or her absence the Treasurer, shall preside at all Executive Committee meetings and all meetings of the Regular Membership.

Section 5. The Secretary shall keep a record of the proceedings of the Section. Additionally, he or she shall communicate with the Regular Membership any business items requiring their participation including specific notice of any elections or solicitation for nominations for candidates to run for election. At the annual meeting, he or she shall make an annual report of the Section's activities for the period of approximately one year since the previous annual meeting. A copy of the annual report combined with a financial report shall be promptly forwarded to the **Institute**.

Section 6. The Treasurer shall be charged with the collection and disbursement of funds as authorized by the Executive Committee. The Treasurer shall maintain the financial records and present a brief summary of the account balances at the Executive Committee meetings. The Treasurer shall also prepare a written report of the Section financial activities for the period of approximately one year since the previous annual meeting to be included in the annual report to the Regular Members. Prior to the transfer of responsibility to the newly elected Treasurer, the financial records shall be examined by a qualified person, who shall be appointed by the Section Chair and approved by the Executive Committee.

Section 7. The Directors of the Section shall participate in the business activities of the Executive Committee as full voting members elected by the Regular Members in the annual election cycle.

Section 8: Officers and Directors may be impeached and removed by a majority vote of 50% of Regular Members.

Section 9. In the event that a suitable nominee cannot be found for an Officer position, or a vacancy occurs in an elected Office, then that position may be temporarily filled by the Executive Committee until such time as a suitable candidate is identified and elected in the next election cycle, and at any time during the year prior to the next election cycle. In the event that the Office of Chair-Elect has not been filled or becomes vacant, the appointee shall be known as Chair-Elect.

Section 10. In the event that the Office of Chair-Elect has not been filled prior to an election, the incumbent Chair does not automatically succeed to a second term as Chair but may run for re-election as Chair.

Section 11. Should a vacancy occur in any Office for any reason, the Executive Committee may appoint a Regular Member of the Section to fill that Office. Should the vacancy be in the Office of Chair, the Chair-Elect shall assume the position of Chair. An Office holder may resign their position prior to the end of their term by notifying the Executive Committee in writing, at which time the Executive Committee may begin a search for a successor.

ARTICLE VIII COMMITTEES

Section 1. The Executive Committee shall be charged with conducting the business of the Section. The voting members of the Executive Committee shall be the Chair, Chair-Elect, Secretary, Treasurer, the Directors of the Section, and the Past-Chair, plus any Regular Member appointed by the Executive Committee to fill a vacancy in one of the elected Offices. The Chair of the Section shall serve as the Chair of the Executive Committee. In his or her absence the Past-Chair, or in his or her absence the Chair-Elect, or in his or her absence the Secretary, or in his or her absence the Treasurer shall preside at Executive Committee meetings.

Section 2. No more than ten (10) Regular Members shall be appointed by the voting Executive Committee members to participate in Executive Committee meetings as non-voting members. The non-voting members normally will chair other committees designated by the voting members of the Executive Committee.

Section 3. The Executive Committee shall meet at the call of the Chair of the Section or at the request of any two voting members of the Executive Committee. Notice of such meetings shall be sent to all the voting and non-voting members of the Executive Committee.

Section 4. A vote of the Executive Committee shall be decided by a majority of the votes cast, provided that a quorum is established by the casting of votes by at least four voting members, either in person or by telephone, including at least one person holding the position of Chair, Past-Chair, Chair-Elect, or Secretary.

Section 5. The provision for a quorum as defined in Section 4 shall be waived in the event that the Chair or Secretary provides a detailed explanation of the question to be decided in advance of the Executive Committee meeting at which a vote is to be taken. Such explanation shall be given in a notice distributed to all voting members of the Executive Committee at least one week prior to the designated meeting time. In the event that a voting member cannot attend the designated meeting in person or by telephone, that person may communicate their vote to the Chair or the Secretary or their designee in advance of the meeting by e-mail or in writing. The vote shall then be decided at the meeting by a majority of the votes cast including any votes submitted in advance.

Section 6. Upon the request of any member of the Section, minutes of an Executive Committee Meeting shall be made available to that person in writing within two weeks of the request.

Section 7. The Nominating Committee shall be charged with preparing a slate of candidates for the annual election of Officers. The Section Chair shall serve as the chair of the Nominating Committee and shall select between two and four other Regular Members to serve with him or her. If desired, the Chair may elect to delegate the role of Chair of the Nominating Committee to a Regular Member.

Section 8. Standing committees may be established by the Executive Committee to coordinate Section activities. These committees may include Membership, Program, Young Professionals, Educational Outreach, Scholarship, Publicity, Awards, Continuing Education, and Webmaster. Chairs of the standing committees shall be appointed by the Section Chair. The duties of the standing committees shall be enumerated in a document created by the Executive Committee for this purpose. The Section Chair may appoint any ad-hoc committees he/she deems necessary during the course of the year. The Section Chair may terminate the services of any committee member with the approval of a majority of the voting members of the Executive Committee.

ARTICLE IX ELECTIONS

Section 1. The Nominating Committee shall draw up a slate of candidates for the elective Offices described in Article VII to be presented to the Regular Membership at least **two weeks** prior to the annual meeting in April, May, or June, not to exceed a period of three months prior to the annual meeting. The Nominating Committee should endeavor to identify at least one nominee for the position of Chair in the event that the Chair-Elect is unable to succeed to the Office of Chair or the Chair-Elect position has gone unfilled, and at least one nominee for all other elective Offices, all of whom have agreed to serve if elected. The Nominating Committee shall work with the Secretary to notify the Regular Membership that nominations are being considered and to solicit names of candidates. Notice shall be given of a period of at least three weeks when nominations can be received (the nominating period). The slate of nominees shall consist of candidates identified by the Nominating Committee, plus any nominations submitted by a Regular Member in a communication to the Secretary and the Chair of the Nominating Committee or their designee at some time during the nominating period. All Regular Members of the Section shall be allowed to make such a nomination and to vote for Section Officers.

Section 2. Undergraduate Student Members and Local-Only Members may not hold Office in the Section and may not vote in elections of Officers, Directors, or amendments to the Bylaws.

Section 3. Voting shall be by ballot, distributed to all **Regular Members** of the Section by the Secretary. Distribution may be made by e-mail or via a website or through the postal service. Ballots must be received by 5 p.m. local time on the day prior to the date of the annual meeting.

Section 4. The Nominating Committee Chair shall receive all ballots. The Nominating Committee shall check the ballots for validity using an official membership list provided by the Section Secretary. Election shall be given to the candidate receiving a majority of the votes cast. A tie vote for any Office shall be broken by a majority vote of the Nominating Committee members. After the annual election, the Section Secretary shall forward the names of the newly elected Officers to the Membership Department of the **Institute**.

Section 5. No Member shall be eligible for election to more than one office at any one time.

ARTICLE X MEETINGS

Section 1. There shall be at least four meetings **and/or seminars** of the Section each year, one of which shall be the Annual Meeting, to be held in April, May, or June. The Executive Committee shall meet as described in Article VIII.

Section 2. The business of the Section requiring approval of the Regular Membership, other than the election of Officers or the approval or rejection of proposed amendments to the Bylaws, may be decided at a meeting of at least 5% of the Regular Members, or by ballot sent to the Regular Membership by the Secretary as ordered by the Executive Committee. In the event of a ballot sent to the Regular Membership, the requirement for participation by at least 5% of the Regular Membership shall be waived. Ballots may be distributed by e-mail or via a website or through the postal service.

ARTICLE XI ORDER OF BUSINESS

The business of the Section shall be transacted in a manner consistent with the guidelines given in the book "The Modern Rules of Order" by Donald A. Tortorice, published by the American Bar Association (3rd Edition, 2007).

ARTICLE XII AMENDMENTS

Section 1. The Executive Committee may propose an amendment(s) to the Bylaws by a two-thirds majority vote of the Officers and Directors.

Section 2. The Members of the Section shall be notified of the proposed amendment(s) by the same means of communication for announcing seminars and other programs. Members will have 30 calendar days after notice to provide their input including objections to the Executive Committee. If changes are significant, the process starts over permitting members to have another 30 calendar days to comment. The Career and Education Operating Council (CEOC) of the Institute shall be provided with a copy of the proposed amendment(s) when the Members are notified.

Section 3. After the comment period, the Executive Committee may vote to adopt the amendment by a two-thirds majority vote of the Officers and Directors.

Section 4. A copy of the adopted Bylaws with the amendment(s) shall be provided to the Local Sections Committee (LSC) and the Career and Education Operating Council (CEOC) of the Institute for final approval.

ARTICLE XIII INDEMNIFICATION/LIABILITY

Section 1. The Section shall indemnify each member of the Executive Committee to the fullest extent permitted by State Code. Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any duty of the Section to indemnify the Members of the Executive Committee existing at the time of such repeal or amendment.

Section 2. To the fullest extent permitted by State Code, no member of the Section, Officer, or member of the Executive Committee shall be personally liable for the acts of the Section, its Executive Committee, Officers, or Directors.

ARTICLE XIV SIGNATURE AUTHORITY

Section 1. Only the Chair and Chair-Elect have the authority to contractually obligate the Section within the limits prescribed by the Executive Committee.

Section 2. The Chair, Chair-Elect, Past Chair, Secretary, or Treasurer shall sign all checks issued by the Section. The Chair, Chair-Elect, Past Chair, Secretary, or Treasurer shall endorse checks, drafts, notes and other negotiable instruments payable to the Section for collection or deposit. Stocks, bonds, or other securities owned by the Section may be sold or transferred upon signature of the Chair AND Secretary. The Chair or Treasurer shall sign all documents which are required to be filed with the Federal, State or Local authorities.

ARTICLE XV Section Dissolution

Section 1. Upon the dissolution of the Section, any assets remaining thereafter shall be conveyed to AIChE.

Section 2. In the event that AIChE is not then in existence or is not then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under such successor provision of the Code as may be in effect at such time, the assets shall be conveyed to an organization dedicated to the perpetuation of objects similar to those of the AIChE 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.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Mid-Michigan Section and that such Bylaws were duly adopted by the Executive Committee.

Dated:

Signed Name
Printed Name
Secretary