

BYLAWS  
OF THE CHEMICAL ENGINEERING TECHNOLOGY OPERATING COUNCIL (CTOC)  
OF THE  
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

Revision 11 March 2016

Summary

The Chemical Engineering Technology Operating Council (CTOC) is one of the Operating Councils (OCs) of the American Institute of Chemical Engineers (AIChE) and is responsible for advancing the frontiers of chemical engineering and the dissemination of that knowledge. In this capacity CTOC reports to the Board of Directors (BOD) of AIChE.

CTOC, and the other Operating Councils, operate according to the Bylaws of the Institute, specifically “Section VII – Operating Councils” that describes the main operating requirements and mandates the establishment and maintenance of individual Bylaws for each Operating Council.

The CTOC Bylaws describe and provide guidelines for: 1) Functions, 2) Membership, 3) Officers, 4) Appointments and Terms, 5) Meetings, 6) Policy Making and Decisions, 7) Communications, 8) Budgets and 9) Bylaw Changes.

There are a number of AIChE entities (Divisions, Forums, and Committees) that report to CTOC. The main purpose of CTOC’s activities is the coordination and guidance of these entities which provide the technical content of AIChE’s mission. In addition, CTOC liaises with some Technical Entities to assist coordination with other entities.

CTOC will maintain records related to entities currently reporting to it, current members of CTOC including their liaison assignments, along with a list of past chairs.

Section 1. Functions

- Implementing plans to meet the Board of Directors and CTOC’s strategic objectives
- Creating, overseeing and sun-setting of entities reporting to CTOC, including, changes in name and operations, as well as providing liaison with the BOD
- Generating actions by CTOC and its entities toward AIChE’s strategic objectives; coordination and guidance of entities in the execution of their activities.

Section 2. Membership

The membership of CTOC shall be limited to AIChE Fellows, Senior Members and Members; previous experience in entities’ leadership and activities is recommended.

The number of CTOC volunteer members (this does not include ex officio members, BoD liaisons, and the CTOC Executive Committee) can range from 12 to 15. A change in number of members can be implemented following a confirmation vote of at least 60% of the CTOC members.

CTOC members shall include two members of the Board of Directors, appointed by the BOD. At least one member of the AIChE staff shall be ex-officio members of CTOC. Other ex-officio members shall be the immediate past chairs of the Research and New Technology Committee (RANTC), the Executive Board of the Programming Committee and the Publications Committee. If the immediate past chair is not available, the CTOC Executive Committee will appoint another representative.

All other CTOC members are elected volunteer members. All constituents should be represented; a balance shall be maintained between the number of academic and non-academic (industrial and government) members of CTOC. CTOC membership should represent the diversity of the profession and its areas of practice.

### Section 3. Officers

The CTOC executive committee consists of the chair, immediate past chair, vice chair, and the senior staff representative. The senior staff representative will serve as the Secretary of CTOC. The CTOC Executive Committee shall meet as required to streamline, expedite, and prioritize the business of the Operating Council.

The Chair of CTOC shall be a Fellow or Senior Member. The Chair will provide leadership, plan for and preside at CTOC meetings, and implement CTOC actions in support of the Institute's strategic plan. The Chair will represent CTOC at meetings with the Board of Directors and other AIChE organizations. Specific liaison responsibilities are described in Section 7. The Chair will communicate directly, or through liaisons with the entities that report to CTOC.

The Secretary of CTOC will assist the Chair and provide liaison with the Institute staff, and, with the BOD representatives on CTOC, provide liaison with the Board of Directors. The Secretary will be responsible for the recording of minutes of each CTOC meeting and disseminating agendas and meeting minutes.

The Vice-Chair shall perform the duties of the Chair in the latter's absence or inability to serve and will be responsible for the CTOC website. Specific liaison responsibilities are described in Section 7.

The Immediate Past Chair will be a resource for the Chair and may be asked to support special tasks or assignments. They will lead the selection of the candidate pool for yearly CTOC member selection. Specific liaison responsibilities are described in Section 7.

### Section 4. Appointments and Terms

The Board names the BOD representatives, the Executive Director confirms the staff representatives, and CTOC nominates its volunteer members. The volunteers' nomination is submitted by the CTOC executive committee and requires a majority vote from a quorum of current CTOC membership. It is recommended that the Vice-Chair should be a current or past CTOC member. The new CTOC member appointments and the normal succession from Vice Chair to Chair require BOD or its Executive Committee's approval.

The RANTC representative serves during his/her term as RANTC immediate past chair.

The duration of service of the BOD and staff representatives is decided, respectively, by the President and Executive Director.

All volunteer members shall serve staggered three year terms, replacing approximately one third of the members each year. Terms of office shall begin after the AIChE Annual Meeting. Volunteer members may be reappointed for one additional three-year term.

When a CTOC member is appointed as Vice-Chair, his/her term will be extended for the chair and past chair positions.

Midterm vacancies of volunteer members of CTOC shall be filled by appointment by the CTOC Executive Committee and approved by the Board of Directors or its Executive Committee. 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. Vacancies of appointed/ex-officio members will be filled by the respective authorities.

Members of CTOC may be removed by a majority vote of the Board of Directors, for cause, including, but not limited to, non-participation. Such an action shall be initiated by the CTOC Executive Committee by consensus.

The Board approves the appointment of slate of members.

#### Section 5. Meetings

At any meeting, any procedural questions requiring parliamentary ruling not provided for in the Constitution and Bylaws of the Institute or the CTOC Bylaws shall be decided in accordance with The Modern Rules of Order.

CTOC shall meet in person at least two times each year, at the Institute's Annual and Spring Meetings. Teleconferences shall be held at least four times a year.

Agendas are to be established in advance of the meeting by the Chair, Secretary, Vice-Chair and Past Chair. The order of business may be changed, or any item of business dispensed with, by a majority vote of the members present at any meeting.

#### Section 6. Policy Making and Decisions

All members of CTOC, including ex-officio members, shall have full voting rights and privileges. A simple majority of CTOC members shall constitute a quorum for the conduct of business at any meeting. Members shall be permitted to participate and vote by telephone and other electronic means. Proxies are permitted, but they must be for specific actions.

Any entity, member of the Institute, or group of members may make proposals to CTOC. Entities and members shall submit proposals in writing/e-mail to the CTOC Chair and Secretary to be included in the agenda of a CTOC meeting.

All matters properly brought in question shall be decided by a majority of the votes, except where the Institute Constitution or Bylaws provide otherwise.

## Section 7. Communication

CTOC shall provide the Board of Directors an annual report. The report shall include the proposed actions in support of the Institute's strategic plan and CTOC's accomplishments in the prior year.

CTOC will designate a CTOC member liaison to all its reporting entities. Each volunteer member of CTOC will serve as a liaison to at least one entity, including the Program Committee and its Executive Board (EBPC), Equipment Testing Procedures Committee (ETPC), Research and New Technology Committee (RANTC) and the Publication Committee.

Members of the Executive Committee of CTOC will be the liaison to the other two Operating Councils to enhance communication throughout the year. The liaison is to keep abreast of the activities of the other Operating Councils via participation in meetings, teleconferences and circulated minutes.

Committees, Divisions, Forums, and other reporting entities shall keep CTOC regularly apprised of their activities by reporting personally or through liaisons at meetings and teleconferences throughout the year. CTOC may request specific or year-end reports from the entities reporting to it.

## Section 8. Budgets

CTOC, like the other Operating Councils, has no regular funds to expend, other than those required to hold meetings and teleconferences. Funds may be requested for projects on an as needed basis through the Board and staff members. The senior staff representative has authority to independently approve small expenditures from his/her own budget. All budgets and individual project funding requests must be approved by the AIChE Board of Directors.

## Section 9. Bylaws Changes

This document and all proposed updates and amendments to these Bylaws shall be submitted in writing, approved by a two thirds majority vote of CTOC and subsequently approved by the Board of Directors. The original and the updated/amended version of these Bylaws should be posted on the CTOC website. The CTOC Executive Committee is responsible for the maintenance of the Bylaws.