

Finance Committee Bylaws

Committee Name

Article I – Name and Purpose of Committee

Section 1 – Name: Finance Committee

Section 2 – Purpose/Function of Committee: The Finance Committee reports to the AIChE Board of Directors (BOD) and is responsible for reviewing the financial affairs of the Institute and reporting its recommendations to the BOD. The Finance Committee oversees AIChE's investment funds as delegated by the BOD.

Article II – Membership

Section 1 – Officers and Members: Voting members of the Finance Committee are the President, President-Elect, Past President, Treasurer, Executive Director, and three ad hoc Board members, one from each BOD class (first year, second year, third year). The Treasurer serves as the Chair. In their absence the President serves as the Chair. The Chief Financial Officer is a non-voting member. Other participants may attend upon invitation.

Section 2 – Terms of Members: The term for each Board member corresponds to their term on the Board of Directors. The Executive Director and Chief Financial Officer have standing terms on the committee.

Section 3 – Appointment of Members: The first year ad hoc member is selected each year by the President, in consultation with the Executive Director, prior to the beginning of their first year of service. All newly appointed members are approved by the Board of Directors.

Section 4 – Duties of Officers: The Chair will provide leadership, plan for and preside over meetings and the order of business. The Chief Financial Officer will act as Secretary and record the minutes.

Article III – Meetings

Section 1 – A minimum of six meetings are held annually. Four quarterly meetings are held each year, timed to review and discuss the prior quarter's investment results. These meetings are generally planned for about 6 weeks after the end of the quarter, to provide time to compile and analyze the investment results for the prior quarter. During each meeting, the Chief Financial Officer shall review the latest Institute "Dashboard", providing a high-level status of AIChE's businesses. More detailed financial results will be available upon request. Meetings may be held in-person or by WebEx / telecom. Two additional meetings are held by WebEx / telecom in the fall to review and discuss the results of the Budget for the upcoming year. The first telecom is for Finance Committee members only, while the second involves the full BOD.

Section 2 - Agendas are developed between the Chair and the Chief Financial Officer, and distributed in advance of the meeting. Pre-read materials are also provided in advance of the meetings, to provide more time at meetings for discussion.

Section 3 - The Chair runs all meetings or, in their absence, the President assumes this role.

Article IV – Policy Making

Section 1 – All members of the Committee, excluding the Chief Financial Officer, shall have full voting rights. A simple majority (5) of the Committee members shall constitute a quorum for the conduct of business at any meeting. Members shall be permitted to participate and vote by telephone or other electronic means. Proxies are permitted, but they must be for specific actions. All matters properly brought in question shall be decided by a majority of the votes, except where the Institute’s Constitution and Bylaws and/or these Bylaws provide otherwise.

Section 2 – The Finance Committee is responsible for reviewing the Investment Policy Statements for the investment funds on a minimum annual frequency. If revisions are warranted, the policy statements are modified and presented for approval at the next Board of Directors meeting. Upon approval, the Treasurer, Executive Director and Investment Advisor sign the statements.

Section 3 – The Finance Committee shall present the budget to the Board for approval during its fall meeting.

Section 4 – The Finance Committee shall be notified whenever a significant unplanned change to either the Permanent Fund or the Retirement Fund has occurred.

Article V – Communications

Section 1 - The Chair communicates with the BOD regarding all matters that concern the Board of Directors.

Section 2 –The Chair provides a Treasurer’s Report at each BOD meeting, which can be provided in oral or written format. The report includes then-current investment results and other activities of the Finance Committee as appropriate.

Article VI – Succession Plan

Section 1 – The outgoing Chair and Chief Financial Officer will on-board the incoming Treasurer for their upcoming term.

Article VII – Amendments to the Bylaws

Section 1 –All proposed amendments to the Bylaws shall be submitted in writing, reviewed, and approved by a two-thirds majority vote of the Finance Committee. Subsequently, AIChE’s Constitution and Bylaws Committee shall review and submit the bylaws for approval by the BOD. The Chair and Chief Financial Officer shall be responsible for the maintenance of the Bylaws.