

# By-Laws of the Center for Energy Initiatives of the American Institute of Chemical Engineers

## ARTICLE I – NAME, VISION, AND OBJECTIVES

### SECTION 1 – NAME

The name of the organization is the Center for Energy Initiatives of the American Institute of Chemical Engineers (AIChE). Its official acronym is CEI.

### SECTION 2 – VISION, SCOPE and OBJECTIVES

#### Vision

Become a recognized technical leader in the field of energy by uniting energy professionals and their expertise under the AIChE umbrella for the purpose of formulating, advocating and implementing projects and initiatives that address energy.

#### Scope

The focus is on energy initiatives and projects that cross the boundaries of existing AIChE entities working in the energy area. The primary focus is on identifying, launching and incubating new projects and initiatives. The CEI is not a replacement for existing AIChE entities and their activities. The CEI serves as a means to leverage the breadth of work carried out and to enable integrated analysis of multi-disciplinary and multi-functional projects.

#### Objectives

- Establish AIChE as a technical thought leader in the field of energy through projects, initiatives, and communication strategies
- Support and leverage the on-going energy activities within AIChE
- Identify opportunities beyond the current AIChE energy activities, develop plans to respond to opportunities, facilitate and coordinate the implementation.
- Find ways to focus expertise and the work of AIChE members from different energy related divisions and activities towards reaching common goals pertinent to serving members, the profession and the energy needs of society
- Provide a network for cross fertilization of ideas
- Use the CEI to highlight recent advances and accomplishments in the energy arena by members of AIChE; increase visibility of energy efforts within AIChE; increase energy leadership of chemical engineers outside of AIChE
- Establish partnerships with other societies, national and international, to implement energy initiatives.
- Establish AIChE as a preeminent resource for technical energy expertise

## ARTICLE II - RELATIONSHIP TO THE AMERICAN INSTITUTE OF CHEMICAL ENGINEERS (AIChE)

### SECTION 1. ADMINISTRATION OF CEI

CEI is a technological community of AIChE and will be administered by the staff of AIChE.

### SECTION 2. LIMITATIONS OF ACTIONS

CEI does not have the authority to act for, or in the name of, AIChE or any sponsor or participant, except with the explicit authorization of the Board of Directors of AIChE. CEI does not have the authority to incur any financial obligations in the name of AIChE. All activities of CEI shall be within the limitations imposed by Section 204 of the New York Not-for-Profit Corporation Law and any other laws and regulations applicable.

## **SECTION 3. AIChE OBLIGATIONS AND RIGHTS**

AIChE shall lend its name to CEI and shall provide publicity through its publications, meetings and other appropriate media. AIChE shall be assigned copyrights, and publication rights, to results of projects sponsored through CEI, subject to specified time restrictions on release, except where excluded by law or where such rights are explicitly waived by the Executive Director of AIChE. Any inventions and/or patents arising out of and issued with respect to programs sponsored by CEI will be assigned to AIChE, except where excluded by law. In the event AIChE declines to accept or exercise such rights, CEI may assign those rights to another organization.

CEI will be funded by revenue from its activities. Should CEI generate sufficient revenue to build reserves, such reserves will be held by AIChE. Pursuant to Article IV, Section 4, these reserves may be used, at the discretion of the AIChE Board of Directors, for funding of research and development and other projects within CEI or in other AIChE entities in the furtherance of the AIChE mission.

## **SECTION 4. CEI OBLIGATIONS AND RIGHTS**

AIChE staff assigned to CEI work shall be responsible for mailings, administration of funds, preparation and execution of contracts, arrangement of meetings, and printing and distribution of technical books, reports, and materials. Staff support for CEI, with guidance from the CEI Chair, shall have the authority to negotiate and sign contracts, set prices, and carry out other financial functions for CEI, in keeping with AIChE financial and contractual policies.

## **SECTION 5. CEI DURATION**

Establishment of CEI has been approved by AIChE's Board of Directors without limit on duration. Termination will be preceded by notification from AIChE's Board of Directors to the Advisory Board of CEI and its sponsors at least one year prior to the effective date of termination. AIChE's obligations hereunder are conditioned upon CEI's financial viability and may be terminated if aggregate annual contributions of the Sponsors and other sources of income are insufficient to meet administrative costs and expenses of CEI.

## **ARTICLE III- MEMBERSHIP**

### **SECTION 1. GENERAL**

There will be no separate membership associated with the Center for Energy Initiatives and no separate membership fee; all members in good standing of AIChE who are members of one or more of the AIChE Entities as defined in Article V are members of CEI. All those serving on the CEI Advisory Board (defined in Article V) are members of CEI. This will form the central membership for selected communications. This is seen as an added benefit for membership in the respective Entities.

## **ARTICLE IV - SPONSORS**

### **SECTION 1. GENERAL**

CEI shall have two classes of sponsors: Corporate and Institutional. The Advisory Board of CEI shall establish sponsor fees, levels, and other parameters.

### **SECTION 2. CORPORATE SPONSORS**

A for-profit corporation, company, or partnership or a foundation having an interest in energy may become a Corporate Sponsor of CEI through payment of sponsorship fees to AIChE and through designation of representative(s) to committees and centers of interest.

### **SECTION 3 - QUALIFICATION of INSTITUTIONAL SPONSORS**

Any not-for-profit institution, professional society, foundation, or government entity, located anywhere, having an interest in energy may become an Institutional Sponsor of CEI through the execution of an Institutional Sponsor Agreement by a responsible official. Institutional Sponsorship may be terminated through a written request to the Advisory Board to withdraw or through failure to comply with the Institutional Sponsor Agreement.

## **SECTION 4 – SPONSOR FUNDS**

Sponsors may designate their financial contributions as either general purpose funds or 'restricted funds for a purpose' as defined by the Financial Accounting Standards Board.

## **ARTICLE V - ORGANIZATION**

### **SECTION 1. GENERAL**

Oversight for all CEI activities will be provided by the Advisory Board and its Executive Committee. Overall administration, management, and supervision of CEI will be the responsibility of the Executive Director of AIChE who will serve as the presiding officer. In this way, the AIChE Board of Directors will provide general supervision of CEI. The Executive Director of AIChE in consultation with the AIChE President, will select a Chair of the CEI. The Chair will have responsibility for convening and presiding over meetings of the Advisory Board and the Executive Committee of the Advisory Board.

Notice of the time and place of each meeting of the Advisory Board of CEI shall be communicated to its members at least one week (but preferably more) before the meeting.

A quorum for transaction of Advisory Board business at any meeting shall consist of a simple majority of the listed members. This quorum requirement also applies to meetings conducted by telecommunication. Preparation and distribution of minutes of the meetings shall be the responsibility of the appropriate designee of the Chair. Minutes of Advisory Board meetings will be distributed to all members of the Advisory Board.

### **SECTION 2. ADVISORY BOARD and EXECUTIVE COMMITTEE**

The Executive Committee has fiduciary responsibility for CEI, directs CEI staff on issues and activities important to CEI and its constituents, and develops and recommends annual budgets for approval by the AIChE Board of Directors. The Executive Committee makes decisions with the guidance of the Advisory Board.

Standing members of the Advisory Board will include: the Executive Director of AIChE, the AIChE Staff Director of the CEI (as assigned by the Executive Director), the Chair of CEI, a member of the AIChE Board of Directors (appointed by the President), and the Chair of each represented entity or his/her designee as defined in Section 3. In addition, the Executive Director of AIChE in consultation with the AIChE President may also appoint up to three additional members at large to the Advisory Board to assure balance of expertise and perspective. The CEI Chair and members at large shall have broad recognition in energy among AIChE members, academia, industry and government.

The Executive Committee will consist of the Executive Director of AIChE, the Chair of CEI, the AIChE Staff Director of the CEI, a member of the AIChE Board of Directors, and three members named by the AIChE Executive Director in consultation with the AIChE President at least two of which will be members of the Advisory Board to assure balance of expertise and perspective. The Advisory Board and its Executive Committee shall report to the AIChE Board of Directors through the Executive Director of the Institute.

Participation in the Advisory Board of CEI will provide the opportunity for entities involved in energy to leverage their activities and provide guidance for CEI in making decisions on long-term strategies, projects and annual budgets.

The Advisory Board shall meet a minimum of twice a year, with at least one meeting to be held in conjunction with the AIChE Annual Meeting. Meetings may occur via telephone conference or other electronic means when appropriate.

With the exception of the Executive Director and AIChE Staff Director of the CEI (as assigned by the Executive Director), the terms of the Advisory Board members and the Executive Committee will be three years with the possibility to serve one more term maximum.

### **SECTION 3. ENTITIES**

Entities of the CEI may include, but are not limited to: Catalysis and Reaction Engineering Division, Computational Molecular Science & Engineering Forum, Education Division, Environmental Division, Food, Pharmaceutical & Bioengineering Division, Executive Board of the National Program Committee, Forest Bioproducts Division, Fuels & Petrochemical Division, Government Relations Committee, Institute for Sustainability, Nanoscale Science & Engineering Forum, North American Mixing Forum, Nuclear Engineering Division, Particle Technology Forum, Process Development Division, Research and New Technology Committee, Separations Division, Society for Biological Engineering, Sustainable Engineering Forum, and the Transport and Energy Processes Division. Each may have representation on the CEI Advisory Board. The representative may be the chair, past chair, vice chair or another designee appointed by the Chair of the entity. The Advisory Board may select additional entities for participation in CEI.

### **SECTION 4. PROJECT COMMITTEES**

Functional areas of CEI may focus on providing services and products for specific audiences, such as industry, individual members and/or the public at large. Project Committees will be formed by the Advisory Board to address such project development.

General Guidelines of projects will include:

1. The projects will align with AIChE strategies and provide tangible benefit to AIChE members and society including:
  - a. promotion of energy innovation
  - b. promotion of energy education of AIChE members and future members (graduates, undergraduates and students) and the public
  - c. enhancement of our existing Industry Technology Alliances, Divisions and Forums
  - d. analysis and assessment of energy related issues
2. Projects will aim to be revenue neutral to positive for AIChE. Projects will serve as a source of ideas for incorporation into an integrated AIChE strategy. Revenue will be used as approved by the AIChE Board of Directors.

## **ARTICLE VI - GENERAL PROVISIONS**

### **SECTION 1 – INTERPRETATION**

The Advisory Board is empowered to rule on any question concerning the interpretation of these Bylaws, subject to final jurisdiction of the AIChE Board of Directors.

### **SECTION 2 – REVISIONS**

Proposed revisions to the CEI Bylaws from AIChE Board of Directors, the Advisory Board, Project Committees, or CEI staff shall be made in writing, along with the appropriate rationale, and sent to the Chair of the Executive Committee. The Chair shall submit proposed revisions to the Advisory Board with appropriate recommendations. Adoption of any proposed revision shall require a two-thirds affirmative vote of the Advisory Board members. Approval of any revisions by AIChE Board of Directors is required.

### **SECTION 3 – MATTERS NOT COVERED**

In all respects and issues not specifically covered in these Bylaws, the general rules and procedures of AIChE shall apply.