



BYLAWS

Center for Hydrogen Safety
Of the
American Institute of Chemical Engineers (“AIChE”)

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Article I – Name, Purpose, and Objectives

Section 1 – Name and Acronym

The name of the organization is the Center for Hydrogen Safety of the American Institute of Chemical Engineers (AIChE). Its official acronym is CHS.

Section 2 – Purpose and Objectives

The purpose of the CHS is to establish a not-for-profit scientific and educational organization to provide expert leadership and communication in the safe handling of hydrogen.

The objectives of CHS are to:

1. Provide information to the global community regarding the technical and operational considerations for hydrogen applications.
2. Promote the development of technical communications and information on hydrogen safety in the forms of documents, infographics, presentations, videos and other media as appropriate.
3. Continuously improve promotional information on hydrogen use in both traditional industrial applications and evolving hydrogen energy applications.
4. Serve as an umbrella organization for the development, exchange, and publication of hydrogen safety information.
5. Maintain an open dialogue with industry, trade associations, government funding agencies, research and academic institutions, and public safety officials.

Section 3 – Antitrust Rules for all CHS Member Activities

It is the policy of AIChE (the “Institute”) to comply with Federal and State antitrust and competition laws. Members will comply with the antitrust rules for all CHS member activities.

Article II – Relationship to AIChE

Section 1 – Administration of CHS

CHS is considered an industry technology alliance (“ITA”) of AIChE and will be administered by staff of AIChE.

Section 2 – Limitation of Actions

CHS does not have the authority to act for, or in the name of AIChE except with the explicit authorization of the Board of Directors of AIChE, or any AIChE Member or participant without the explicit authorization of said Member or participant. CHS does not have authority to incur any financial obligations in the name of AIChE. All activities of CHS 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 to not-for-profit corporations.

Section 3 – AIChE Obligations and Rights

AIChE shall lend its name and tax exemption status to CHS and shall provide publicity through its publications, meetings, and other appropriate media. AIChE shall be assigned copyrights and

publication rights for results of projects sponsored through CHS, subject to specified time restrictions on release except where excluded by law or such rights are explicitly waived by the Executive Director of AIChE. The net income from any such products shall be made available to CHS. Any inventions and/or patents arising out of and issued with respect to research sponsored by CHS will be assigned to AIChE, except where excluded by law or where such rights with respect to a specific research contract are explicitly waived or granted to CHS by the Executive Director of AIChE upon recommendation of the responsible project committee and the CHS Managing Board.

Section 4 – CHS Obligations and Rights

The AIChE staff assigned to CHS will be responsible for establishing and operating CHS and its activities including execution, technical and project management, staffing, reporting, and financial and administrative matters. The Executive Director of CHS, who is a member of AIChE staff, shall have the authority to negotiate and sign contracts, set prices for all CHS products, books, meetings, and carry out other financial functions for CHS.

Section 5 – CHS Duration, Dissolution, and Residue Funds

CHS has been approved by AIChE Board of Directors without limit on duration. The obligations hereunder of AIChE are conditioned upon payment of the annual contributions for each calendar year and may be terminated by AIChE in consultation with CHS's Managing Board with the required notification, if for any calendar year, aggregate annual contributions of the Members and other sources of income are insufficient to meet the administrative costs and expenses of CHS. CHS's sustainability will be monitored and assessed by CHS's Managing Board. The dissolution of CHS at the determination of CHS's Managing Board shall require two-thirds approval of AIChE's Board of Directors.

Termination will be preceded by notification from AIChE's Board of Directors to the CHS Managing Board and CHS membership of such action at least one year prior to the effective date of termination. Upon termination of CHS, residual funds belonging to CHS shall be transferred to AIChE.

Article III – Membership

Section 1 – Qualifications of Members

CHS membership is open to all U.S. and foreign industrial organizations, academic institutions, government labs, non-profit organizations and state and local governments committed to provide expert leadership and communication of the safe handling of hydrogen.

Applicants for membership will submit their applications to the CHS Executive Director, who will ultimately serve as the approving official for membership admission after each application undergoes the necessary review process. CHS has the sole right and discretion to reject an application for membership. The CHS Executive Director may seek input from the CHS Managing Board.

Section 2 – Rights of Members

Participation rights begin immediately upon receipt of annual dues payment to AIChE and extend through the end of the billing year. Members are entitled to be represented at meetings of membership and to be represented in one or all of the following consistent with the committee membership requirements of this document: CHS Managing Board and CHS Executive Committee.

Section 3 – Membership Dues and Benefits

Membership dues shall be set by the CHS Executive Director in consultation with the CHS Managing Board and may be amended in the interest of sustaining CHS.

Member benefits include:

1. participation in the program research seminars, meetings, and publications that develop and disseminate cutting edge information from expert sources;
2. participation in the development of books, training, tools, conferences, and other products;
3. participation in the development of Guidelines Series, which may be referenced in Federal and State laws and regulatory documents;
4. participation in vital exchange with noted colleagues worldwide;
5. access at discount rates to first responder training materials, live-fire exercise props and fire training experts;
6. access to safety expertise offered by Hydrogen Safety Panel;
7. access to discount rates on independent, non-biased Hydrogen Safety Panel experts for specific projects, application specific and industry wide safety investigations, reviews and guidance.

Section 5 – Members

Membership of CHS shall consist of members from industry, academia, government labs, non-profit organizations, and state and local governments. These members are Associate or may be Executive. Executive members may participate in the Managing Board. Membership fees are based on fees set forth in the Membership Agreement.

Section 6 – Provision for Termination of Membership by AIChE

AIChE has the sole right and discretion to reject a particular member applicant or to terminate the membership of any member.

Article IV – Organization

Section 1 – General

Oversight for all activities of CHS is provided by the CHS Managing Board. The CHS Executive Committee has authority of the CHS Managing Board when not in session.

Other committees and subcommittees shall be established by the CHS Executive Committee, defined in Section 4, to carry out the functions of CHS and sunset as appropriate. Subcommittees shall be established to develop and provide direction for each of the authorized projects of CHS.

Meetings of all of the entities of CHS shall be arranged by a member of CHS staff. Notice of the time and place of each meeting shall be communicated to the members of the particular entity at least fifteen (15) days before the meeting. The Chair of the CHS Managing Board, Committee, or Subcommittee shall preside at the meetings of the respective entity. A quorum for transaction of business at any meeting shall consist of a simple majority of the listed members of that specific entity. At any meeting, any procedural question requiring a ruling shall be decided in accordance with the current edition of “The Modern Rules of Order – A Guide for Conducting Business Meetings” by Donald A. Tortorice.

Preparation and distribution of minutes of the meeting shall be the responsibility of the appropriate CHS staff designee.

Strategic Partnerships shall be formed by the Executive Director, with approval of the CHS Managing Board under the requirements of Article IV Section 9.

Section 2 – CHS Managing Board

CHS will be governed by a CHS Managing Board and shall be composed of representation from the membership and AIChE.

The CHS Managing Board will:

- Provide oversight of CHS’s activities, facilities, operations, and budget, which are accomplished by the CHS Executive Director.
- Establish, disseminate, and keep current CHS’s mission, ensuring its alignment with programmatic objectives.
- Provide guidance and oversight on the research, development and deployment of programs.
- Handle unusual or unforeseen operational or management issues.
- Charge the CHS Executive Director to lead a strategic planning process, participate in that process, approve the strategic plan and monitor its progress.
- Operate on a majority vote basis.

The CHS Managing Board shall consist of: the Executive Director of AIChE, the CHS Executive Director, a Chair, Vice Chair and Past Chair of the CHS Managing Board, the Chairs of CHS standing committees and one appointed representative from each Executive Member of the CHS. All members shall be voting members.

The CHS Managing Board shall have a Chair, Vice-Chair, and Past Chair. The Chair, Vice Chair, and Past Chair shall each serve a one (1) year term. After completion of the one (1) year term the Past Chair will vacate the role, Chair will become Past Chair, and Vice Chair will become Chair. The new Vice Chair shall be nominated by the CHS Executive Committee and elected by a simple majority vote of the CHS

Managing Board during its in-person meeting at the AIChE Annual Meeting. The Chair of the CHS Managing Board cannot act on behalf of the CHS Managing Board. The Chair shall preside over the CHS Managing Board meetings. In the Chair's absence, the Vice Chair shall preside over the CHS Managing Board meetings. The Past Chair shall act in an advisory capacity to Chair and Vice Chair.

The CHS Managing Board shall have a minimum of one (1) in-person meetings per year, and one (1) teleconference. Special meetings of the CHS Managing Board may be called at any time by the CHS Executive Committee. At least one in-person meeting is to be scheduled during AIChE's Annual Meeting or Spring Meeting.

Section 3 – CHS Executive Committee

The CHS Executive Committee of CHS shall provide overall oversight of CHS and shall be responsible for the activities of CHS when the CHS Managing Board is not in session. They shall establish committees who shall report to the CHS Managing Board.

The CHS Executive Committee shall consist of CHS's Executive Director, AIChE's Executive Director, the Chair, Past Chair, and Vice Chair of the CHS Managing Board, and the Chair of the Hydrogen Safety Panel. The Chair of the CHS Managing Board shall be the Chair of the CHS Executive Committee.

The CHS Executive Committee shall establish procedures and committees for the conduct of CHS business.

Section 4 – Committees

Committees may be established to support administration or operations of CHS as deemed necessary. These may be standing committees (e.g., Events Committee, First Responder Committee, H2 Tools Committee, Regional Committees) or temporary committees. Some committees shall be composed solely of CHS staff, while others may include members of the CHS Managing Board or CHS membership.

The CHS Executive Committee shall establish the committees who shall report to the CHS Managing Board. Committee activity shall be presented to the CHS Managing Board directly or through the CHS Executive Committee at least annually.

Authority and responsibility for specific actions on behalf of the CHS may be delegated by the CHS Managing Board to specific committees. Committees shall devise their own rules of procedure and adopt the same subject to the approval of the establishing entity (i.e., CHS Executive Committee). Committee leadership and membership, not including those composed solely of CHS staff, will be approved by the CHS Managing Board. These appointments shall be renewed or terminated by the CHS Managing Board.

Section 5 – Regional Committees

Regional Committees are a subcommittee of the Managing Board and may be established where there are at least seven (7) CHS member companies operating in a global geographical region. Regions may be

established by country, subcontinent, continent, and country groupings. Regional Committees may be created by request of members operating in the region.

Section 6 – Strategic Partnerships

Organizations may be designated as ‘Strategic Partners’ of the Center for Hydrogen Safety. Such organizations must demonstrate a written commitment to the mission of the Center for Hydrogen Safety. All participation by Strategic Partner representatives is at the discretion of the CHS Executive Director.

Application for Strategic Partnership is submitted by the CHS Executive Director and approved by the CHS Managing Board. Strategic Partnerships shall be disclosed annually to the AIChE Board.

Article VI – Amendments to the Bylaws

Section 1 – Procedure for Amendments

Proposals for amendments to the CHS Bylaws from AIChE Board of Directors, the CHS Managing Board, or the CHS staff shall be made in writing, along with the appropriate rationale, and sent to the CHS Executive Director. No later than three (3) months after receipt, the CHS Executive Director shall submit the proposed amendments to the CHS Managing Board together with appropriate recommendations. After review and comment by the CHS Managing Board, the CHS Managing Board shall vote on the proposed amendments at its following meeting. Adoption of any proposed amendment shall require a two-thirds (2/3) affirmative vote of the CHS Managing Board members and subsequent approval by the AIChE Board.

Article VII – General Provisions

Section 1 – Bylaw Interpretation

The CHS Managing 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 – Matters Not Covered

In all respects and issues not specifically covered in these Bylaws, the general rules and procedures of AIChE shall apply with equal force as if such had been included in these Bylaws.

Revision Notes	
Version Number	Description
Version 1	Initial Draft
Version 2	NB and AH comments – Changes in Article III various sections, relating to the responsibilities and flow of authority for final decisions; other changes in clarification of roles for CHS functions.
Version 3	Comments from Governance Board members: AH, JOK, JH

Version 4	Comments from Governance Board members: JOK, JH
Version 5	Revisions by AIChE Governance Manager HY
Version 6	Final Draft
Version 7	Changed CHS Managing Board member section Remove references to subcommittees (Events, First Responders, etc)
Version 8	Added Hydrogen Safety Panel Chair to the CHS Executive Committee Editorial fixes to typos
Version 9	HY – accepted latest revisions; produced clean copy for C&B to review
Version 10	AIChE’ Constitution & Bylaws Committee reviewed and approved 8/24/20
Version 11	Final version approved by AIChE’s Board on 10.29.20