

Overview of Proposed Amendments to AIChE Constitution

To keep AIChE relevant, nimble and transparent, your Board of Directors recommends the proposed changes, grouped into five categories, to update AIChE's Constitution.

The Board strongly encourages you to vote. The Constitution currently requires favorable votes of 75% or more from 20% of the eligible voting membership in order for amendments to be adopted.

For additional information on any of the proposed constitutional amendments, please visit our web site at www.aiche.org/about/governance/constitution/proposed-amendments. If you have any questions, please e-mail constitution@aiche.org.

PAPER BALLOTS AND ELECTRONIC PROXIES RECEIVED BY DECEMBER 12, 2016, WILL BE ENTERED IN A DRAWING TO WIN AN APPLE WATCH.

CATEGORIES:

[C1] Setting Terms Limits and Clarifying the Role of the Past President

These changes define term limits for the Past President, Secretary, Treasurer, and Board of Directors. They also formally recognize the Past President as an officer of the Board.

[C2] Moving Operational Provisions to the Bylaws

A Constitution should reflect the high-level principles of the Institute, with the Bylaws outlining operational processes. Descriptions of membership grades and the Nominating Committee process are operational and the amendments move them to AIChE's Bylaws.

[C3] Modernizing Practices

These revisions reflect best practices and better position AIChE for future growth. They:

- Eliminate formal "election" of all members, which has not been the practice for some time
- Broaden AIChE's ability to create entities in response to the evolving scope of chemical engineering
- Change the percentage of members needed to amend the Constitution to reflect contemporary levels of voter participation in nonprofit elections.

[C4] Recognizing the Ways Technology Impacts Petition Candidacies

This provision increases the small number of members (100) required to establish a petition candidacy for the Board or to serve as an Officer. When this provision was originally adopted, petitions were circulated in hardcopy and required considerable face-to-face interaction. In today's networked world, with signatures gathered electronically, aided by social media and mass emails, demonstrating a meaningful threshold of support and a candidate's commitment to service raises the bar for signatures.

[C5] Meeting Administrative and Legal Requirements

The administrative changes address grammatical modifications and redundant language. Additionally, the New York State Nonprofit Revitalization Act requires organizations to include a dissolution statement in their governing documents.

KEY: ~~Strikethrough~~ - shows deletions
Underline - shows additions
[C#] - shows the Category # for the change

AIChE CONSTITUTION

As Amended on ~~January 17, 2003~~ XXXX

Article I—Name

The name of this corporation is AMERICAN INSTITUTE OF CHEMICAL ENGINEERS, and its abbreviated title is AIChE.

Article II—Objectives

The objectives of the Institute are (1) to advance chemical engineering in theory and in practice, (2) to maintain a high professional standard among its members, and [C5] (3) to serve society, particularly where chemical engineering can contribute to the public interest.

Article III—Definition of the Profession

Chemical engineering is the profession in which ~~a~~—[C5] knowledge of mathematics, chemistry, and other natural sciences gained by study, experience, and practice is applied with judgment to develop economic ways of using materials and energy for the benefit of mankind.

Article IV—Membership

Section 1.— The membership of the Institute shall consist of FELLOWS, SENIOR MEMBERS, MEMBERS, and STUDENT MEMBERS. A candidate for ~~election to~~ [C3] any grade of membership shall be engaged in an activity and possess scientific knowledge or practical experience which qualify the candidate to cooperate with engineers in the advancement of chemical engineering knowledge and practice. Only FELLOWS, SENIOR MEMBERS and MEMBERS shall have the privilege of holding office, of voting for officers and directors, and of voting on amendments to this Constitution [C5].

~~(a) FELLOWS shall have the exclusive privileges of representing themselves as Fellows, of wearing the emblem of Fellow, and shall also have all the privileges of Senior Members.~~

~~(b) SENIOR MEMBERS shall have the exclusive privileges of representing themselves as Senior Members, of wearing the emblem of membership, of holding office, and of voting on amendments to this Constitution, and shall also have the privileges of nominating and voting for officers and directors and the privileges that are common to all classes of membership.~~

~~(c) MEMBERS shall have the exclusive privileges of representing themselves as Members and of wearing the emblem of membership, and shall also have the privileges of nominating and voting for officers and directors and the privileges that are common to all classes of membership. They shall also have the privileges of holding office and of voting on amendments to this Constitution after 4 years as a Member (a 4 year Member). A Member may, after regular application and election, become a Senior Member.~~

~~(d) STUDENT MEMBERS shall have the exclusive privileges of representing themselves as Student Members and of wearing the emblem of membership, and shall also have the privileges that are common to all classes of membership, but not the privileges of nominating, voting, and holding office. A Student Member may not retain this class of membership beyond the end of the calendar year in which he or she is last enrolled as a student.~~

~~Section 2.—All applications for membership shall be made to the Office of the Secretary in writing, signed by the applicant, in such form and in such detail as may be prescribed by the Board of Directors, and shall be referred to the Committee on Admissions [C3].~~

~~Section 32.—Election to membership shall be by vote of the Committee on Admissions. Eligibility for membership grades of Senior Member and Fellow are provided in the AIChE Bylaws. [C3] Election to Fellow shall be by vote of the Board of Directors upon nomination by five Fellows or Senior Members. Past Presidents of AIChE are exempted [C5] from the nomination requirement. All nominations and recommendations shall be held in strict confidence by the Admissions [C5] Committee and by the Board.~~

~~Section 43.—An applicant shall subscribe to the Constitution and Bylaws of the Institute and to its Code of Ethics upon acceptance of membership.~~

~~Section 54.—Membership in the Institute may be terminated:~~

- ~~(a) By formal resignation.~~
- ~~(b) By expulsion.~~
- ~~(c) By extended delinquency.~~
- ~~(d) By expiration of Student Membership as provided in Section 1(d). [C5]~~

~~Section 65.—Any member may be suspended for a time, or expelled, by the Board of Directors by a two-thirds vote of the entire membership of the Board, if, in the opinion of the Board, the member is guilty of professional misconduct, or of abuse or misuse of the privileges of Institute membership, or of action prejudicial to the best interests of the Institute or profession. All charges against a member shall be prepared and filed in writing with the Office of the Secretary for submission to the Board of Directors.~~

Section 76.— Anyone whose membership has been terminated may at any time apply for membership, and such application shall be presented and treated like other applications for membership, provided all sums owed to the Institute by such applicant be first paid in full.

Article V —Officers and Directors

Section 1.— The officers of the Institute shall be the PRESIDENT, the PRESIDENT-ELECT, the PAST PRESIDENT [C1], the SECRETARY, and the TREASURER. The directors of the Institute shall be the 4-5 officers; the most recent living PAST PRESIDENT, [C1] and the 12 elected directors, who together shall constitute the Board of Directors. The duties of the officers and directors shall be those usually pertaining to their offices.

(a) The PRESIDENT-ELECT shall succeed to the presidency and serve as PRESIDENT for a term of one year beginning January 1 following the annual election. If prior to the preparation of the official ballots for the annual election, the office of PRESIDENT-ELECT is not occupied by someone duly elected by the membership, or if the PRESIDENT-ELECT is unable to serve as PRESIDENT, the Nominating Committee shall nominate at least two candidates for PRESIDENT who shall then be elected by the members as hereinafter provided. A PRESIDENT who has been elected to the office or who has succeeded to the office as provided above shall not be eligible for re-election or for election to PRESIDENT-ELECT for the next ensuing term. A PRESIDENT who has been appointed to fill an unexpired term as provided in Section 3 shall be eligible for nomination and re-election for the next ensuing term.

(b) The PRESIDENT-ELECT shall be elected annually for a term of one year beginning January 1 following the annual election.

(c) The PRESIDENT becomes the PAST PRESIDENT for a term of one year beginning January 1 following the year serving as PRESIDENT. If the PAST PRESIDENT is unable to serve as PAST PRESIDENT, the Board of Directors shall appoint a PAST PRESIDENT who has previously served as PRESIDENT for the remainder of the calendar year. [C1]

(ed) The SECRETARY shall be elected every third year for a term of three years beginning January 1 following his/her election. The term of the SECRETARY will be offset by one year with respect to the term of the TREASURER. An elected SECRETARY who is serving a full term shall be eligible for re-election to no more than one additional term as SECRETARY. [C1] An elected SECRETARY who has been elected to an unexpired term as provided in Section 3 shall be eligible for re-election to no more than two additional terms.

(de) The TREASURER shall be elected every third year for a term of three years beginning January 1 following his/her election. An elected TREASURER who is serving a full term shall be eligible for re-election to no more than one additional term as TREASURER. [C1] An elected TREASURER who has been elected to an unexpired term as provided in Section 3 shall be eligible for re-election to no more than two additional terms.

(ef) Four directors shall be elected each year for terms of three years each beginning January 1 following the annual election.

(fg) An elected director who is serving a full term shall not be eligible for re-election until the election next following the expiration of his/her full term. An elected director who is serving a full term shall be eligible for re-election to no more than one additional term as director. A director who has been elected to fill an unexpired term shall be eligible for re-election to a maximum of two additional terms as director. ~~An elected director who has been elected to an unexpired term as provided in Section 3 shall be eligible for re-election.~~ [C1]

(gh) The office of an elected director who has been absent from a majority of the regular Board of Directors meetings during a calendar year may be declared vacant by a majority vote of the entire Board.

Section 2.—All officers and directors shall be Fellows, Senior Members or 4-year Members of the Institute. The President (in those instances required under Section 1(a)), President-Elect, Secretary, Treasurer, and the directors shall be elected by the Fellows, Senior Members, and Members.

(a) The Board of Directors shall appoint a Nominating Committee, ~~composed of at least 5 Fellows, Senior Members, or Members, which shall draw up, no later than 35 weeks prior to the Annual Meeting, an election ballot containing the names of at least 2 nominees for President (when required by Section 1(a)), President Elect, Secretary (when required by Section 1(c)), Treasurer (when required by Section 1(d)), and for each directorship to be filled, all of whom have agreed to serve if elected.~~ [C2] The Nominating Committee shall include on the election ballot the name of any qualified Fellow, Senior Member, or 4-year Member whose nomination for President-Elect, Secretary, Treasurer, or Director (but not President) is supported in writing by ~~100 or more Fellows, Senior Members, or Members, filed with the Office of the Secretary not later than 25 weeks prior to the Annual Meeting, and who has agreed to serve~~ 2% of the voting membership. [C4] Nominees for President, President-Elect, Secretary, and Treasurer must have served as officers or directors.

~~(b) If there are more than two nominees for the office of President (when required by Section 1(a)), President Elect, Secretary (when required by Section 1(c)), or Treasurer (when required by Section 1(d)), a preferential ballot shall be used. The ballot should afford the voter an opportunity to indicate first, second, third choices, etc., up to one less than the total number of nominees. If one candidate receives a majority of first choices, that candidate shall be declared elected. If no candidate receives such a majority, the candidate receiving the lowest number of first choices shall be eliminated and the second choice preferences on the ballots so eliminated shall be added to the first choice totals of the other candidates. Similarly, the third choice preferences on the eliminated ballots shall become second choice preferences, the fourth shall become third, etc. This procedure shall then be repeated as many times as necessary, to establish a majority for one candidate, who shall then be declared elected. Ballots of the eliminated candidate that have~~

~~not indicated other choices shall be void in the subsequent counts.~~

~~The official election ballot shall be sent not later than nine weeks prior to the Annual Meeting to each Fellow, Senior Member, and Member, who shall properly signify on it his/her choice for the various officers and directors and transmit it to the Office of the Secretary. The election period shall be five weeks, beginning with the record date of sending the ballots to the membership. Ballots received after that period shall be rejected.~~

~~(c) The ballot shall be completed in accordance with established instructions provided with the ballot, and returned to the Office of the Secretary. These instructions shall be established by the Executive Director and approved by the Board of Directors to ensure the confidentiality and integrity of the voting process. Ballots not conforming to this procedure shall be declared invalid and rejected.~~

~~(d) The Office of the Secretary shall appoint tellers to whom the Office of the Secretary shall deliver all the election ballots that have been received. They shall verify the count of the ballots, and report the results to the Board of Directors, which shall declare elected those candidates for whom the greatest number of votes were cast for the directorships to be filled, and for whom a majority of votes were cast for the offices (President, President Elect, Secretary, Treasurer) to be filled. The Secretary shall announce the result at the Annual Meeting. In the case of a tie vote, the office shall be filled by the Board of Directors from among those tied for the office.~~

~~(e) Immediately after the election, the Office of the Secretary shall notify in writing all successful candidates of their election, and each elected officer and director shall accept the duties of the office in a written statement to the Office of the Secretary before the beginning of his/her term of office.~~ [C2]

Section 3.—Vacancies occurring in any office or among elected directors shall be filled by vote of the Board of Directors for any unexpired portion of the calendar year. The Board of Directors shall continue to fill any such vacancy until a successor can be chosen by regular nomination and elected ~~as provided in Section 2.~~ [C5]

Article VI—Board of Directors

Section 1.—The officers, and elected directors, ~~and the most recent living Past President~~ [C1], as the directors of the Institute, constituting the BOARD OF DIRECTORS, shall have supervision and care of all property of the Institute and shall transact all business of the Institute for it and on its behalf. The Board of Directors, unless the Constitution and Bylaws provide otherwise, may delegate authority as it deems desirable.

Section 2.—There shall be an Executive Committee of the Board of Directors which shall consist of the President as Chair, the President-Elect as Vice Chair, the Secretary, the Treasurer, and the most recent living [C1] Past President. It shall act for the Board on items of business delegated to it by the Board, and when the Board is not in session, the Executive Committee shall manage the affairs of the Institute and take such actions as are consistent with the Board of Directors' delegations.

Section 3.—The Board of Directors shall employ an Executive Director ~~and may provide him/her with assistants and equipment~~ [C3]. The Executive Director shall perform such duties as the Board of Directors may direct and shall render regular reports to the Board of all his/her activities.

Section 4.—In the event of vacancy in the office of Executive Director, the Executive Committee shall appoint an Acting Executive Director to serve until such time as the Board of Directors has filled the Office of Executive Director.

Section 5.—A majority of the Board of Directors shall constitute a quorum at any meeting. Meetings may be held by teleconference, videoconference or other electronic means, and votes may be cast either in person, by mail, or by electronic means.

Section 6.—The Board of Directors shall prepare and adopt a set of Bylaws in conformity with the Constitution, which together with the Constitution shall govern its procedure and that of the Institute. Such Bylaws shall be adopted or may be amended by a two-thirds vote of the whole Board of Directors; provided that the text of a proposed Bylaw, or proposed amendment thereto, shall be furnished to each director at least ten days before the meeting at which a vote is to be taken.

Section 7.—The Board of Directors shall establish such committees as it may consider necessary. The ~~Committee on Admissions~~ Admissions Committee [C5] and the Committee on Ethics shall be chosen from the Fellows and Senior Members of the Institute. The membership of other committees may include Members.

Section 8.—The Board of Directors may authorize the organization of ~~divisions, of local sections, and of student chapters under such regulations as~~ entities to further AIChE's mission. ~~It~~ may formulate, retaining the right to discontinue any ~~division, section, or chapter~~ entity that does not comply with the regulations [C3].

Article VII—General

Section 1.—The Institute shall be governed by its Constitution and Bylaws in conformity with the laws of the State of New York, under which it is incorporated, and of the United States.

Section 2.—All matters properly brought in question shall be decided by a majority of the votes cast, except where the Constitution or Bylaws provide for a greater ratio of favorable votes.

Section 3.—In the case of any question concerning the interpretation of any portion of the Constitution or Bylaws, the decision of the Board of Directors shall be final.

Section 4.—The Institute shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.

Section 5.—The Institute does not consent to the use of its name for any purpose other than the objects stated in the Constitution.

Section 6. ~~The date of the Annual Meeting of the Institute shall be as provided by the Bylaws.~~ [C5]

Section 6. ~~– The dissolution of the American Institute of Chemical Engineers shall require two-thirds approval of the Board of Directors.~~ [C5]

Article VIII—Amendments

Section 1.—All proposed amendments to this Constitution shall be reduced to writing.

Section 2.—Amendments to this Constitution may be proposed by a resolution of the Board of Directors, or by a petition addressed to the Board of Directors signed by not less than two percent of those holding the grade of Fellow, Senior Member, or 4-year Member as of December 31 of the year preceding the submission of the petition.

Section 3.—Amendments proposed by petition shall be considered at the next two regular meetings of the Board of Directors following receipt of the petition.

Section 4.—Any proposed amendment, whether by resolution of the Board of Directors or by petition, shall, after due consideration by the Board, be offered for discussion at a general meeting of the Institute.

Section 5.—Adoption of the proposed amendment or amendments shall be by ballot of the ~~Fellows, Senior Members, and 4-year Members after discussion at a general meeting~~ voting members [C5], as provided in the following paragraphs (a through d).

(a) Within 30 days after such discussion, the Office of the Secretary shall send to each Fellow, Senior Member, and 4-year Member a copy of the amendment or amendments proposed for adoption, with a ballot, together with a copy of any recommendations the Board of Directors may wish to make.

(b) All votes to be counted shall be returned to the Office of the Secretary and be received before a date specified on the ballot. This date shall not be less than 60 days or more than 70 days after the date the ballots are sent to the ~~Fellows, Senior Members, and 4-year Members~~ voting members [C5].

(c) The count of votes shall be verified by two tellers appointed by the Board of Directors and the results reported to the Board at its next meeting.

(d) ~~If the total vote is not less than 20 percent of the total number of Fellows, Senior Members, and 4-year Members and if 75 percent or more~~ two-thirds (2/3) of all votes received are in favor of the proposed amendment or amendments, they shall forthwith become a part of the Constitution. ~~If the total vote is less than 20 percent of the total number of Fellows, Senior Members, and 4-year Members~~ If the total positive votes are less than two-thirds (2/3) of all votes received, the proposed amendment or amendments may, on recommendation of the Board of Directors, be resubmitted to the ~~Fellows, Senior Members, and 4-year Members~~ voting members. [C3]

Section 6.—Without changing their import, the Board of Directors may re-number the various articles and sections of the Constitution.