

AICHe Foundation Bylaws

November 2019

The Foundation will operate in accordance with Foundation Bylaws which are approved by the AICHe Board of Directors.

Article I – Name and Purpose of Committee

Section 1 – AICHe Foundation

Section 2 – Purpose

The AICHe Foundation is the fundraising arm of the Institute, and, as such, is subject to oversight by the AICHe Board of Directors. It's comprised of a Board of Trustees (BOT) and is led by an Executive Committee of the Foundation (Executive Committee). The AICHe Board of Directors has fiduciary responsibility of the AICHe Foundation.

Article II – Membership

Section 1 – Board of Trustees

The Board of Trustees shall include a Chair, two Vice Chairs, a Past Chair, emeritus trustees, and at least five (5), but no more than sixty (60), other Trustees.

Section 2- Executive Committee

The Executive Committee shall consist of the Foundation Chair, two Vice Chairs, Past Chair, AICHe President Elect, AICHe Treasurer, two current AICHe Board of Directors members and the AICHe Executive Director as voting members.

Section 3 – Committees

Committees and task forces shall be established and sunset by the Executive Committee as appropriate to carry out the functions of the Foundation.

Section 4 – Corporate Council

Executive leaders from industry will comprise a Corporate Council to act in an advisory position regarding Foundation initiatives. Members on the Corporate Council will be selected by their respective companies and are invited to participate through their companies' involvement in Foundation and AICHe related activities. The Chair of the Corporate Council shall be a member of AICHe and eligible to participate as a member of the Foundation BOT.

Section 5 – Qualifications of Members

All members serving on the Board of Trustees must be members of AICHe. The Executive Committee shall take into consideration financial and volunteer commitment to AICHe and the capacity to contribute as a Foundation volunteer before recommending appointment.

Section 6 – Terms of Members

The Foundation Chair shall serve a term of two years. The Foundation Past-Chair shall serve a term of two years. The Vice Chairs shall serve staggered terms of two years. One Vice Chair shall succeed to the

Chair. Trustees serve three-year terms, with a maximum limit of three terms. Trustee terms may be renewed based on Executive Committee approval. Executive Committee member terms may be renewed based on recommendation from the Executive Committee and approval by AIChE's Board of Directors.

Section 7 – Appointment of Members

Vice Chairs - The Executive Committee will provide recommendations for the Vice Chair of the Foundation. The BoT shall approve the recommendation for the Vice Chairs. Vice Chairs will automatically succeed to the Foundation Chair position. The AIChE Board of Directors approves the Vice Chair role and Executive Committee members.

Board of Trustees - Trustees are recommended by the BoT and approved by the Executive Committee.

Emeritus Trustees - The Executive Committee may, with the concurrence of the AIChE Board of Directors, name as Emeritus Trustees, trustees who have provided outstanding service, leadership and philanthropic support to the Foundation over multiple terms; Emeritus Trustees will not be voting members and will not count toward the sixty trustees.

The Foundation will represent the diversity of the profession according to the AIChE Bylaws, and with due consideration of AIChE's Diversity Statement.

Section 8 – Duties of Officers

Foundation Executive Committee responsibilities include:

- Acts for the Board of Trustees between meetings.
- Provides oversight and leadership for all Foundation activities.
- Ensures Foundation funds will be expended according to AIChE priorities.
- Ensures financial expenditures follow donor restrictions.
- Proposes membership of the BOT and Emeritus members.
- Recommends Board of Trustees Executive Committee for BOD approval.

Foundation Chair responsibilities include:

- Provide overall leadership and guidance for the Foundation activities.
- Governance, ethics, and succession planning oversight
- Develop agendas for and run periodic meetings (face-to-face or virtual) of the Foundation Executive Committee and the Foundation Board of Trustees.
- Prepare and present annual updates for the AIChE Board of Directors including ongoing and transparent financial reports. Issues an annual report to the AIChE Board of Directors of the Foundation's financial operations.
- Participate in Foundation leaders calls with Vice Chairs and AIChE staff
- Maintain good communication throughout the year with the Foundation Board of Trustees and AIChE Board of Directors.
- Manages AIChE Foundation Endowments & Bequest Policy actions.
- On-board all trustees.

Foundation Vice Chairs responsibilities include:

Provide leadership and strategic focus for the area of their fundraising responsibility (Individual Giving, Corporate Engagement, etc.)

- Support Foundation Chair in operational oversight and effectiveness
- Fill in for Foundation Chair as necessary
- Participate in Foundation Leaders Calls with Chair and AIChE Staff

Committee Chairs and Task Force responsibilities include:

To lead the Foundation through goal setting, planning, implementing, and evaluating the various philanthropic initiative and activities (i.e. grants, diversity and inclusion and named program, committee of trustees, etc.)

- Communicate regularly with the Foundation Executive Committee regarding the status of the committee and task force efforts.
- Participate in Foundation Executive Committee meetings.
- Lead regular committee and task force calls and meetings.

Trustee responsibilities include:

- Be a champion for Foundation activities.
- Participate in BoT meetings.
- Make annual leadership donations to the Foundation and engage with others to do the same.

AIChE Foundation staff responsibilities include:

- Provide key support for all Foundation activities.
- Work with Foundation on development and implementation of strategy and goals to expand and diversify AIChE donor base.
- Recognition, support and management of all individual/corporate donors and giving societies.
- Communicate regularly with AIChE Executive Director on Foundation activities.
- Work with Chair/Vice Chair/Committees/Task forces to prepare materials including board presentations, marketing materials, processes, etc.
- Develop materials for fundraising campaigns and foundation communications.
- Organize and track financial information for Foundation annual reporting.
- Provide ongoing support of all committee/task forces activities and programs.
- Maintain all governance documents and Board of Trustee member lists, other potential member lists, and other foundation documents.
- Onboard all trustees.

Section 9 – Succession Plan

The Chair of the Foundation shall succeed from one of the vice chairs. The Current Chair becomes the Past Chair at the end of his/her term.

Article III – Meetings

The Foundation Chair runs the meetings. In the absence of the Chair, one of the Vice Chairs shall run the meeting.

The Board of Trustee Meetings is held at a minimum of two times per year. The Foundation Executive Committee shall meet as needed. The Foundation committees, task forces and corporate council shall meet as necessary.

Staff Liaisons are designated for each committee and task force of the Foundation.

Article IV – Policy Making

Section 1 –Voting Rights and Quorum

All members of the BoT shall have full voting rights to recommend trustees and approve Foundation Vice Chairs. A simple majority of the BoT members shall constitute a quorum for the conduct of business at any meeting. Trustees shall be permitted to participate and vote by telephone or other electronic means.

Article V – Communications

Section 1 – Communications

The Chair communicates with the AIChE Board of Directors and Staff regarding all matters that concern the AIChE Board of Directors. The AIChE Board of Directors or Staff shall communicate with the AIChE Board of Directors and AIChE Executive Director regarding all matters.

Section 2 - Annual Report

The Foundation will issue an annual report for each calendar year of operation to the AIChE Board of Directors.

Article VI – Amendments to the Bylaws

All proposed amendments to the Bylaws shall be submitted in writing, approved by a two-third majority vote of the Board of Trustees Executive Committee and subsequently approved AIChE Board of Directors.