

## AIChE Bylaws

**As of November 3, 2023**

### **Section I — Membership**

AIChE has two classes of membership: Pro Members and Explorer Members. Pro Members encompass all grades of membership, except Explorer Member. Pro Members receive full membership benefits and may represent themselves as Pro Members. The Explorer Member class of membership pays membership dues at a reduced rate and receives limited benefits.

#### **Pro Member Grades**

1. 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.

A nominee for election as AIChE FELLOW shall have practiced chemical engineering for an adequate period of time to demonstrate long-term excellence, normally 25 years, shall have been an AIChE member for at least ten years (exclusive of student membership), and shall be in the grade of Senior Member at the time of election.

Election as FELLOW shall be in recognition of “service to the profession” and “significant professional accomplishment.” Contribution in one of these areas shall be outstanding, and some contribution in both areas is necessary.

(a) “Service to the profession” means efforts done for reasons other than financial compensation for AIChE, other technical societies, or other not-for-profit entities or activities whose efforts benefit chemical engineers or the advancement of the engineering profession.

(b) “Significant professional accomplishments” shall be based on success in process, product, or theoretical developments, project leadership, managerial achievement, the educating of engineers, or other activities related to chemical engineering.

(c) The number of Fellows at any time shall be limited to five percent of the sum of the number of Fellows, Senior Members, and Members.

2. 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.

A candidate for election as SENIOR MEMBER shall be proficient in chemical engineering, as defined in Article III of the Constitution, and shall fulfill the requirements as set forth in one of the following six paragraphs (a through f).

(a) A candidate who holds an earned degree in chemical engineering, or the equivalent, from a school of recognized standing shall have had at least the following number of years of

experience in chemical engineering practice over and above time spent enrolled in the given degree program:

Bachelor's degree: Four years

Master's degree: Three years

Doctoral degree: Two years

(b) A candidate who holds (1) an earned degree in chemical engineering, or the equivalent, from a school not of recognized standing, or (2) an earned degree, or the equivalent, in natural science or engineering other than chemical engineering from a school of recognized standing, shall have had at least the following number of years' experience in chemical engineering practice:

Bachelor's degree: Six years

Master's degree: Five years

Doctoral degree: Four years

(c) A candidate who holds an earned baccalaureate degree, or the equivalent, in natural science or engineering other than chemical engineering from a school not of recognized standing, shall have had at least six years' experience in chemical engineering practice.

(d) A candidate who holds an earned baccalaureate degree, or the equivalent, in a field other than engineering or natural science shall have had at least eight years' experience in chemical engineering practice.

(e) A candidate who holds no baccalaureate degree shall have had at least ten years' experience in chemical engineering practice.

(f) A candidate who has had chemical engineering training and who is a recognized authority or writer on chemical engineering subjects shall have attained eminent standing in the profession.

3. 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 the Constitution after 4 years as a Member (a 4-year Member). A Member may, after regular application and election, become a Senior Member. A candidate for MEMBER shall have an interest in the field of chemical engineering or allied disciplines. 4. 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 offices of AIChE's Board of Directors. 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. A candidate for STUDENT MEMBER shall be enrolled as a student in a curriculum leading to their first professional degree and have an interest in chemical engineering or allied disciplines.

5. The EXECUTIVE DIRECTOR/CEO shall have intimate knowledge of the broader, global, chemical enterprise via direct work experience and/or collaboration. A history of direct or

indirect exposure to AIChE and background within the chemical engineering profession are highly desired, but are not required.

#### Explorer Members

EXPLORER MEMBERS are a class of membership with reduced dues and limited benefits. Explorer Members do not have privileges to hold office or vote in Institute-wide elections or Constitution elections. An Explorer Member may apply for Pro Membership at any time. Years as an Explorer Member will not count towards the required years as a Member to become a Senior Member or Fellow.

### **Section II –Board of Directors Election**

According to Article V, Section 2 of the Constitution, the Board of Directors shall appoint a committee to nominate candidates for Institute officer and director positions. The Nominating Committee, as defined in Section XI, Paragraph 14 of the Bylaws, shall draw up, no later than 35 weeks prior to the Annual Meeting, a proposed election slate containing the names of at least 2 nominees for President (when required by Article V, Section 1(a) of the Constitution), President-Elect, Secretary (when required by Article V, Section 1(d) of the Constitution), Treasurer (when required by Article V, Section 1(e) of the Constitution), and for each directorship to be filled, all of whom have agreed to serve if elected. The Nominating Committee shall also include on the proposed election ballot the name of any qualified Fellow, Senior Member, or 4-year Member whose petition for President-Elect, Secretary, Treasurer, or Director (but not President) is filed with AIChE's executive office not later than 25 weeks prior to the Annual Meeting. The Board shall approve the proposed election slate.

(b) If there are more than two nominees for the office of President (when required by Article V, Section 1(a) of the Constitution), President-Elect, Secretary (when required by Article V, Section 1(d) of the Constitution), or Treasurer (when required by Article V, Section 1(e) of the Constitution), a preferential ballot shall be used whereby the voter indicates their order of preference for each of the candidates listed on the ballot so that if no candidate receives a majority of first preferences, the first and second preferences, and if necessary third and other preferences, may be counted together until one candidate obtains a majority.

The official election ballot shall be sent a minimum of eleven weeks prior to the Annual Business Meeting to each Fellow, Senior Member, and Member, who shall properly signify on it their choice for the various officers and directors and transmit it to the Office of the Secretary. The election period shall be five weeks, beginning two weeks after the date the ballots were mailed to the membership. Ballots received after that period shall be rejected.

(c) The ballot shall be completed and submitted 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 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. In the case of a tie vote, the office shall be appointed by the Board of Directors from among those tied for the office. The Secretary shall announce the result at the Annual Business Meeting.

(e) Following the election, the Office of the Secretary shall notify in writing all candidates of their election. Each elected officer and director shall submit a Conflict of Interest form along with the acceptance of duties in a written statement to the Office of the Secretary before the beginning of their term of office.

### **Section III - Meetings of the Institute**

1. The Annual Meeting of the Institute shall be held preferably in November or as near thereto as practicable, the exact date and place to be fixed by the Executive Director, subject to change thereof by the Board of Directors.

2. Notice of the meeting of the Institute for the transaction of business shall be held at the Annual Meeting of the Institute and shall be communicated to the membership at least three weeks in advance thereof.

3. A quorum at any meeting of the Institute for the transaction of business shall be at least 100 Fellows, Senior Members, and Members.

4. The order of business at the Annual Meeting of the Institute shall be arranged in advance by the Executive Director, subject to changes by the Board of Directors or the Executive Committee prior to the meeting and subject to changes at such a meeting by a two-thirds vote of the Fellows and Senior Members present and voting, and shall include:

- Report of the Board of Directors
- Report of the Treasurer
- Stated Business
- Report of Tellers on election of Officers and Directors.

5. At any meeting any procedural question requiring a ruling not provided for in the Constitution or Bylaws 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.

6. Detailed arrangements for all meetings of the Institute shall be the responsibility of the Executive Director, who will act in cooperation with the Local Section, if organized, in the territory where the meeting is to be held.

7. Registration fees for meetings of the Institute shall be as determined by the Executive Director.

8. Funds for financing meetings of the Institute shall not be solicited by local committees from sources outside the Institute except by express authorization of the Executive Director.

9. Any surpluses from meetings of the Institute shall be paid into the treasury of the Institute.

### **Section IV - Meetings of the Board of Directors**

1. Meetings of the Board of Directors for the transaction of the business of the Institute shall be held on call of the President, the Office of the Secretary, or a majority of the Board of Directors. At least three such meetings shall be held each year.

2. Notice of stated meetings shall be sent to all members of the Board of Directors at least ten days in advance.

3. The minutes of each Board of Directors meeting shall be submitted by the Office of the Secretary for approval or correction. A report from the Treasurer shall be submitted at each Board of Directors meeting. The order of business may be changed, or any item of business dispensed with, by a two-thirds vote of the members present at any meeting.

### **Section V - Budget**

1. A budget for the next year shall be submitted to the Board of Directors by the Executive Director, after consideration by the Finance Committee, not later than the last scheduled meeting of the Board of Directors in the year preceding.

### **Section VI - Fees and Dues**

1. The Board of Directors shall set full annual dues each year.

2. Dues shall bear a relationship to the number of years since the member's baccalaureate graduation in engineering or natural science. (In the absence of such a degree, an individual's date of election to membership shall be substituted for the year of bachelor's degree.) Dues will be reduced to 50% for members when they reach the earliest date of eligibility for full retirement as defined by the Social Security Administration. Percentage of dues (rounded to the nearest dollar) are as follows:

|                                                                              |                                          |
|------------------------------------------------------------------------------|------------------------------------------|
| First year from first professional degree .....                              | \$25.00                                  |
| 1 year after graduation .....                                                | 25% of full dues                         |
| 2 years after graduation.....                                                | 50% of full dues                         |
| 3 years after graduation .....                                               | 75% of full dues                         |
| 4 years after graduation.....                                                | 100% of full dues                        |
| Eligibility for full retirement .....                                        | 50% of full dues                         |
| Emeritus members (see #3).....                                               | 25% of full dues                         |
| Graduate students.....                                                       | 25% of full dues                         |
| Post doctorate Researcher members (see #5).....                              | 38% of full dues                         |
| Explorer Members .....                                                       | \$72 per year                            |
| Undergraduate students (annual dues) .....                                   | Sponsorship Program (No Fee to Students) |
| Life Members (eligible 20 years from year of baccalaureate graduation) ..... | 10 x full dues                           |
| (Fulfills obligation for remainder of their lives)                           |                                          |

3. Beginning with the earliest year they reach eligibility for full retirement as defined by the Social Security Administration, with at least 35 years regular (non-student) dues-paying membership, members shall have the option to declare themselves Emeritus, with all the privileges of membership.

4. Legal relations residing at and using the same address shall be entitled to pay the dues of the member having the higher dues (if a difference exists), plus one-half dues for the other member.

5. Academic post doctorate researchers employed by a university are entitled to pay Post Doctorate Researcher member dues.
6. The Board of Directors may establish a category of suspended membership, without dues payment, for: a) members on active duty in the Armed Forces during times of military conflict; or b) the Peace Corps for up to two years. Verification is required.
7. In the case of a member's total disability or other special circumstances, the Executive Director may waive the dues of any member with continuance of full service. A member who has been a dues-paying member for at least ten years may request disabled status by writing the Executive Director and furnishing proof of total disability as defined by the Social Security Administration.
8. Unemployed members, with the exception of Explorer Members, may request in writing that their dues be reduced to 25% of full dues for a period not to exceed two years. A member receiving any kind of pension does not qualify. Members remain in good standing and receive full services while dues are reduced. For members who have never been dues-paying Senior Members or Members, the maximum period of dues reduction is one year.
9. A special "Family Situation Dues" category is offered for individuals who are unemployed or part-time employed due to care-giving responsibilities. For these individuals, dues will be 25% of full dues. It is available to any member who: 1) has paid at least one year of full dues, based on either a student or employed member status, and 2) is staying home to care for children, ill, disabled, or elderly family members or live-in companions. It is not available to members receiving pensions, or who are involuntarily unemployed. A time limit of five years, either consecutively or in increments not shorter than one year, applies. This limit will not affect the member's entitlement of up to two additional years of dues waiver for unemployment. Such members will enjoy full membership privileges, consistent with their class of membership, and will be entitled to registration fees at 25% of the full rate at meetings. A member must request this status in writing stating the nature of the specific family situation.
10. The Board of Directors may reduce dues for members in countries where economic development and income levels lag standards in more developed countries. Such reduced dues shall be based on fractions of full membership dues. At the Board's discretion, further adjustment may be made for residents of countries eligible for reduced dues who also belong to membership classes listed in paragraph 3 of this section, or who are covered by special categories referenced in paragraphs 4 through 8 of this section.
11. Membership shall commence on the first day of the month following receipt of membership dues.
12. Membership will be renewed annually. Dues are to be billed and paid in advance of the annual membership renewal date.

## **Section VII – Publications**

1. The official membership publication of the Institute is Chemical Engineering Progress.
2. (a) All matters pertaining to the technical publications of the Institute shall be directed by the Executive Director.

(b) The Publication Committee shall study and evaluate the publication activities of the Institute with the Executive Director and make recommendations to the Chemical Engineering Technology Operating Council and act in an advisory capacity to the Executive Director.

(c) The editors of the Institute publications are authorized to appoint advisory boards from among the membership to advise and consult with the editors on editorial policies.

3. Each dues-paying Fellow, Senior Member, Member or Graduate Student Member of the Institute shall receive a subscription to the official membership publication of the Institute, except that members age 65 and over shall indicate by written request to the AIChE Home Office whether they wish to receive the publication.

4. Undergraduate student members and certain reduced-rate international members receive only online access to the official membership publication of the Institute.

5. Explorer Members are entitled to access one free article per month decided by the editor.

6. Papers presented at Institute sponsored meetings remain the intellectual property of the author(s) or the author's employer, and the author(s) or their employers shall retain copyright interest in their property. However, AIChE retains a royalty free license to use this property in full or in part, unless explicitly waived by the Executive Director.

7. Papers accepted for publication by the Institute in one of its publications shall be published only on condition that a formal transfer of copyright, Creative Commons License, or other appropriate statement of permission to publish is executed by the copyright holder or author (should the material not be copyrighted).

## **Section VIII – Operating Councils**

1. To provide tactical management of AIChE's operating entities, there shall be three Operating Councils: the Career and Education Operating Council (CEOC), the Chemical Engineering Technology Operating Council (CTOC) and the Societal Impact Operating Council (SIOC), each of which reports to the Board of Directors. Other entities which do not report directly to the Board of Directors shall report to an Operating Council. Operating Council / entity reporting relationships are defined elsewhere in these Bylaws and/or by direction of the Board of Directors. Each Operating Council shall establish and maintain its own Bylaws, which shall be approved by the Board of Directors. Each Operating Council shall operate in accordance with those Bylaws and those of the Institute.

The Career and Education Operating Council (CEOC) focuses on making AIChE the "lifetime center" for the professional and personal growth of members.

The Chemical Engineering Technology Operating Council (CTOC) focuses on advancing the frontiers of chemical engineering and the dissemination of that knowledge.

The Societal Impact Operating Council (SIOC) focuses on efforts for chemical engineers to address societal needs. This includes outreach diversity of the profession and global societal initiatives. SIOC collaborates with the Public Affairs and Information Committee on topics of public affairs.

Operating Council accountabilities and responsibilities include:

- (1) Implementation of plans to meet the Board of Directors and Operating Councils' strategic objectives;
- (2) Management of entities (committees, divisions, forums, etc.) assigned to the respective Operating Councils by the Board of Directors.

If an Operating Council's programs or initiatives, or those of its subordinate entities, require financial or staff resources for implementation, then the Operating Council should request such resources from the Board of Directors.

2. Operating Councils' membership shall be limited to Pro Member grades of Fellows, Senior Members and Members. Each Operating Council shall have enough members to execute its respective responsibilities.
3. Each Operating Council shall define its leadership structure and progression to maintain continuity, to ensure progress towards Institute objectives, and to ensure communication between itself and its subordinate entities, the other Operating Councils, the Board of Directors, and all other agencies with whom it must deal.
4. The President shall nominate Board of Directors representatives, the Executive Director shall nominate staff representatives, and the Operating Councils shall nominate other members of the Operating Councils. The President can also nominate other members of the Operating Councils. The President, in consultation with each of the Operating Councils' executive committees, shall nominate the incoming officers. The Board of Directors shall approve all appointments to, and officers of, the Operating Councils. Members of Operating Councils representing the Board of Directors shall be appointed for two-year terms; staff is to be appointed for indefinite terms; and all others shall serve staggered three year terms. Terms of office shall begin on January 1<sup>st</sup> of the year following appointment but participation should start at the Annual Meeting. Appointments should be announced at least one month prior to the Annual Meeting. Appointment as an officer extends the term of the appointee as appropriate. Members of Operating Councils may be removed by a majority vote of the Board of Directors, for cause, including, but not limited to, non-participation. Operating Council members may serve additional terms as approved by the Board of Directors.
5. Each Operating Council will meet at least four times a year, once at the Spring Meeting, and once at the Annual Meeting, and at least twice in between. Only the meetings at the Annual and Spring meetings need to be face-to-face. All meetings shall be announced at least a month in advance unless unusual circumstances require otherwise. Each Operating Council shall issue meeting minutes on a timely basis. Distribution should include all members of the Operating Council, the liaisons from the other two Operating Councils, and the liaisons to the Board of Directors.
6. When practical, each Operating Council liaison should attend their defined Operating Council meetings.
7. At each Annual and Spring meeting there shall be a meeting among the Board of Directors and the three Operating Councils. Each Operating Council should be represented by two people, preferably officers. These meetings shall be scheduled during the weekend immediately after the meeting of the Board of Directors.

## **Section IX—Committees**

1. In addition to those committees prescribed by the Constitution (Executive Committee, Admissions Committee, Ethics Committee, and Nominating Committee), the Board of Directors shall establish such committees as it may deem necessary. These may be standing committees or temporary committees. Some committees shall be composed solely of members of the Board of Directors (the Executive Committee, the Finance Committee, the Audit Committee, the Constitution and Bylaws Committee, the Board Awards Committee, the Fellow Review Committee). Some committees reporting directly to the Board of Directors will include people who are not members of the Board of Directors, including the Admissions Committee, the Awards Committee, the Nominating Committee, the Public Affairs and Information Committee, and others that the Board of Directors may consider to be appropriate. Some committees will report to an Operating Council (OC) and will be described in the bylaws of the OC to which they are assigned. The Board of Directors shall establish the reporting relationship of all committees it establishes.

2. OCs may also establish committees, each of which shall report to the OC that established it or to another entity in that OC.

3. Authority and responsibility for specific actions on behalf of the Institute may be delegated by the Board of Directors to specific committees.

4. Except as prescribed by the Constitution or these Bylaws, committees shall devise their own rules of procedure and adopt the same subject to the approval of the Board of Directors or an OC.

5. Committee Leadership and Membership will be approved by the sponsoring entity (Board of Directors or OC). Chairs and Vice Chairs shall be Fellows, Senior Members, or Members of the Institute except where the Constitution or Bylaws are more restrictive. Except as specified in these Bylaws all appointments shall be for one year, and may be renewed or terminated by the sponsoring entity.

6. The Admissions Committee shall be composed of at least 15 Fellows of the Institute. A simple majority of the Committee shall constitute a quorum. The Committee shall review in accordance with Section I, part 1 of these Bylaws, nominations for Fellow grade and make recommendations to the Board of Directors with respect to all nominations reviewed.

7. The Ethics Committee shall consist of the five most recent, available Past Presidents. It shall elect its own chair. It shall consider all matters of professional ethics submitted to it by the Board of Directors and report its recommendations to the President and Executive Director, who then report it to the Board.

8. The Finance Committee shall consist of the President, the Past President, the President-Elect, the Treasurer as Chair, the Executive Director, and three elected Directors, with one from each class. The President shall select annually one of the newly elected Directors to serve on the Finance Committee for a period to coincide with that person's term of office as a Director. The

Committee shall review the financial affairs of the Institute and report its recommendations concerning the same.

9. The Audit Committee shall consist of three independent Board members, preferably one from each class, appointed by the President. The chair of the Audit Committee shall be the senior residing Board member of the committee. Members of the Executive Committee, the Finance Committee, and any person who receives remuneration from the Institute may not serve on the Audit Committee. Other individuals may be appointed to the Audit Committee by the President at the request of the Chair. These individuals will serve in a non-voting capacity to provide financial expertise to the Audit Committee. The Audit Committee shall arrange for the annual audit of all books and records relating to finances of the Institute and its subsidiaries, and it shall interpret the results of the audit for the Board of Directors. The Audit Committee may also undertake to study other financial issues related to the audit function, as it deems necessary or desirable, or as referred to the Audit Committee by the Board of Directors.

10. The Constitution and Bylaws Committee shall consist of the Secretary as Chair and three Directors, one from each class. A quorum shall consist of a majority of the members. It shall consider all matters of Institute activities where motions to be considered by the Board of Directors include an application, interpretation, or revision of the AIChE Constitution and/or Bylaws. The Constitution and Bylaws Committee shall review all bylaw changes which require the Board of Director's approval.

11. The Awards Committee is charged with the responsibility of administering the Institute awards, primarily the annual selection of the winners of the various Institute awards, but also for advising the Board of Directors on how to improve the awards system. The Committee shall select at least one outstanding candidate to receive each of the awards it administers. If no qualified candidate is nominated for any specific award, that award can and should be withheld for that year. The Committee shall have procedures and criteria, be they formal or informal, to ensure that the system is administered fairly, recognizing that the three major segments of the membership (industrial, academic, and government) operate in different environments, and that the accepted definition of "outstanding" can be very different in those different segments of the membership. Where appropriate, especially when there are outstanding nominees from more than one segment of the membership, the Committee can choose to have the award shared.

12. The Board of Directors Awards Committee shall consist of the immediate Past President as chair, the four senior (final year) Directors, and one Director from each class. The Committee receives nominations prior to the Spring Meeting reviews the nominations, and provides their recommendations of the recipients of the awards to be approved by the Board at the summer Board of Directors meeting

13. The Fellow Review Committee shall consist of the President as chair, the Board of Directors liaison to the Admissions Committee, and one Director from each of the other classes of directors. At least one member of the Committee should, if possible, be a Fellow, and, if possible, those who are not Fellows shall be Senior Members. The Committee may review all nominations for Fellow that the Admissions Committee has recommended for rejection or withdrawal. For each such nomination, the Committee can accept the Admissions Committee's recommendation, return the nomination to the Admissions Committee for reconsideration, or

overrule the Admissions Committee's recommendation. In the latter case, final decisions are made by the Board of Directors.

14. The Nominating Committee shall be composed of Pro Member grades to include at least 10 Fellows, Senior Members, or Members. The Nominating Committee is chaired by the Past President. If the Past President cannot serve, the Board of Directors shall appoint a Chair of the Nominating Committee. The President shall assist the immediate Past President as a Vice Chair of the Nominating Committee in assembling a diverse group of Fellows, Senior Members, or Members to serve on the Nominating Committee according to Article V Section 2(a) of the Constitution. The Board of Directors shall approve all Nominating Committee members. No member of the Committee shall be nominated for Director or Officer. The Nominating Committee shall consider Board diversity among the profession, experience, geography, and other factors in making its nominations. The Nominating Committee shall use a forced, preferential ranking system to select nominees. The Committee shall meet within two weeks of the Annual meeting to develop a candidate slate and shall present the slate to the Board of Directors at least thirty-five weeks prior to the Annual Meeting.

15. The Public Affairs and Information Committee (PAIC) shall be a committee of the Institute reporting directly to the Board of Directors. It shall provide guidance and oversight on the Institute's interactions with government entities. The PAIC shall consist of at least 15 and no more than 20 Pro Members (in addition to the AIChE Executive Director and President-Elect) including the Chair, Vice Chair, and Past Chair. Members may serve no more than two consecutive five-year terms. The members are subject to the approval by the Board of Directors. However, members who do not attend three consecutive meetings or in other ways are inactive may be asked by the PAIC Executive Committee to withdraw. A new member may be selected to finish an incomplete term. The Chair shall designate a member of the PAIC to be a liaison to each of the operating councils.

16. The Executive Committee is defined in the Constitution, Article VI, Section 2.

17. The Compensation Committee of the Board of Directors oversees compensation for the Executive Director. The Committee includes the President, Past President, President-Elect, Secretary, Treasurer, plus two Past Presidents to be appointed by the Executive Committee. Ex Officio members, without voting rights, include the Executive Director and HR Director for AIChE, however, they are not involved when their personal circumstances are being discussed.

18. The Governance Committee is a standing committee of the Board that provides guidance for the effectiveness and development of AIChE's Board of Directors and organizational structure. It is comprised of six members, which shall include a Chair, AIChE's Executive Director, and three board members (preferably, one from each class), and the Board Assistant Secretary as the staff liaison.

## **Section X - Divisions**

### **1. Establishment**

- a) As the first step preparatory to establishment of a Division of the Institute, the Chemical Engineering Technology Operating Council (CTOC) shall appoint a

Division Study Committee. The Study Committee shall review and submit a report to CTOC with a recommendation concerning whether or not formation of the proposed new Division should proceed, or if a different type of entity should be formed. If the Study Committee recommends proceeding with the formation of a Division, CTOC shall appoint a Division Formation Committee.

- b) This Division Formation Committee shall consist of ten or more members of the Institute. The Division Formation Committee Chair shall be approved by the CTOC.
- c) The Division Formation Committee shall, within two years of its appointment: (i) submit a Division Scope and Objectives, and two-year Operating Plan, (ii) submit Division Bylaws in conformity with the Institute's Model Bylaws for divisions, and (iii) submit written pledges for Division membership from at least 100 members of the Institute.
- d) The Division Scope, Objectives, and Operating Plan must demonstrate: (i) a sustained capability for programming and (ii) interest and plans in other professional and service-related activities of the Institute.
- e) Upon approval by the CTOC of these submittals, Division status will be granted on a probationary basis.
- f) The probationary status will be extended or removed by the CTOC after receiving a Division Status Report after two years.

## 2. Operations

- a) The Division shall submit an annual report to CTOC of its activities to the Member Activities Group per the schedule proposed by the CTOC and in advance of the Annual Meeting.
- b) Division Bylaws and amendments thereto, dues and fee schedules, and annual operating programs shall be approved by the CTOC.
- c) Division officers shall be Fellows, Senior Members, or Members of the Institute.
- d) Division members shall be Fellows, Senior Members, Members, or Student Members of the Institute.
- e) The Division Program Chair shall become a member of the Program Committee and the Division program function shall be carried out in cooperation with the Program Committee.
- f) Division cooperation with related outside organizations and participation in joint programs is encouraged, subject to specific approval by the CTOC.
- g) No Division shall have authority to act for, or in the name of, the Institute, and no division shall have authority to incur any financial obligation in the name of the AIChE.
- h) The CTOC may discontinue any Division if, after the Division has been fully afforded an opportunity to be heard, the CTOC judges it to be in the best interests of the Institute to do so. Upon dissolution of a Division, any assets remaining thereafter shall be returned to AIChE.

## **Section XI - Forums**

### 1. Establishment

- a) As the first step preparatory to establishment of a Forum of the Institute, the Chemical Engineering Technology Council (CTOC) shall, upon written request appoint a Forum

Study Committee. The Study Committee shall review and submit a report to CTOC with a recommendation concerning whether or not formation of the proposed new Forum should proceed, or if a different type of entity should be formed. If the Study Committee recommends proceeding with the formation of a Forum, CTOC shall appoint a Forum Formation Committee.

- b) This Forum Formation Committee shall consist of 10 or more members of the Institute. The Forum Formation Committee Chair shall be approved by CTOC.
- c) The Forum Formation Committee shall, as soon as possible after its appointment:
  - i. submit a Forum Scope and Objectives, and a two-year Operating Plan.
  - ii. submit Forum Bylaws in conformity with the Institute's Model Bylaws for Forums.
  - iii. submit written pledges for Forum membership from at least 50 individuals, the majority of whom shall be members of the Institute.
- d) The Forum Scope, Objectives, and Operating Plan must demonstrate a sustained capability for programming.
- e) approval by CTOC of these submittals, Forum status will be granted on a probationary basis.
- f) The probationary status will be extended or removed by CTOC after receiving a Forum Status Report after two years.

## 2. Operations

- (a) The Forum shall submit an annual report of its activities to the CTOC at the end of each calendar year.
- (b) Forum Bylaws and amendments thereto shall be approved by CTOC.
- (c) The Forum Chair and Vice Chair must be Fellows, Senior Members, or Members of the Institute. Other Forum officers must be members of the Forum.
- (d) Forum membership is open to all with a technical interest in the Forum discipline.
- (e) The Forum Programming Committee is considered to be part of the Programming Committee and its function shall be carried out in cooperation with the Executive Board of the Program Committee (EBPC).
- (f) Forum cooperation with related outside organizations and participation in joint programs is encouraged, subject to specific approval by CTOC.
- (g) No Forum shall have authority to act for, or in the name of, the Institute, and no Forum shall have authority to incur any financial obligation in the name of the AIChE.
- (h) CTOC may discontinue any Forum if, after the Forum has been fully afforded an opportunity to be heard, CTOC judges it to be in the best interests of the Institute to do so. Upon dissolution of a Forum, any assets remaining thereafter shall be returned to AIChE.

## **Section XII - Local Sections**

### 1. Establishment

- (a) On formal application from local groups of members to the Career and Education Operating Council (CEOC), and upon recommendation of the Bylaws Committee of the CEOC, Local Sections of the Institute may be authorized by the CEOC.

(b) The geographic boundaries of each Local Section and amendments thereto shall be approved by the CEOC.

## 2. Operations

(a) The Local Section shall further the interest of the Institute in the locality in which it is located.

(b) The Local Section shall submit an Annual Report of its activities which shall include a list of the local section officers to the AIChE Membership Department.

(c) The Constitution and Bylaws of each Local Section, and amendments thereto, shall be approved by the CEOC.

(d) Local Section officers shall be Fellows, Senior Members, or Members of the Institute.

(e) Local Section members shall be members of the Institute. Local Section membership for a period of up to two years before obtaining Institute membership is permitted if specifically provided for in the Local Section Bylaws.

(f) No Local Section shall have authority to act for or in the name of the Institute, and no Local Section shall have authority to incur any financial obligation in the name of the AIChE.

(g) The CEOC may revoke the charter of any Local Section, if, after the Local Section has been duly afforded an opportunity to be heard, the CEOC judges it to be in the best interest of the Institute to do so.

## **Section XIII - Student Chapters**

### 1. Establishment

(a) A Student Chapter of the Institute may be established at an educational institution upon recommendation by the Committee on Student Chapters and approval by the Career and Education Operating Council (CEOC)

(b) The educational institution shall be one which offers a baccalaureate degree in engineering or science and one which includes on its faculty a Fellow, Senior Member, or Member.

(c) A proposed Student Chapter shall have at least 12 members who are regularly enrolled in the educational institution.

(d) The establishment of a Student Chapter at an educational institution shall not be construed as accrediting the chemical engineering program of that institution.

### 2. Operations

(a) The name of the student chapter shall be "The (name of institution) Student Chapter of the AIChE."

(b) An advisor for the Student Chapter shall be selected from the faculty of the Department of Chemical Engineering. The Advisor shall be a Fellow, Senior Member, or Member and shall advise the Student Chapter in its relation to the Institute.

(c) A Student Chapter shall establish its own Bylaws, which shall conform to the Constitution and Bylaws AIChE and the Student Chapter Bylaws are to be approved by CEOC.

(d) The Student Chapter shall govern the number and character of its meetings.

- (e) The Student Chapter shall submit an annual report of its activities to the AIChE Membership Department. This report shall be submitted not later than June 30.
- (f) No Student Chapter shall have authority to act for, or in the name of, the Institute, and no Student Chapter shall have the authority to incur any financial obligation in the name of the AIChE.
- (g) The CEOC may revoke the charter of any Student Chapter, if, after the chapter has been duly afforded an opportunity to be heard, the CEOC judges it to be in the best interests of the Institute to do so.

## **Section XIV - Industry Technology Alliances (ITA)**

### **1. Establishment**

- (a) Research or design institutes or other sponsored research activities are not-for-profit organizations whose purpose is to conduct studies to benefit the profession and public in areas of interest to a substantial component of AIChE membership. The word “institute” as used in this section is a generic designation for such an organization. It is not necessary that it be used in the official title of the organization.
- (b) On application of any member, group, Committee or Division of AIChE, or by action of the Board of Directors itself, such research activities may be authorized by the Board of Directors.
- (c) The application shall include a description of the proposed activity’s scope and objectives, the plans for organizing, managing, and financing the activity, and the proposed Bylaws.

### **2. Operations**

- (a) Each research activity shall present to the Board of Directors annually a report on its current year’s accomplishments and, for approval, a plan for the next year’s operations.
- (b) The manager of a research activity may be a volunteer or a paid employee of the activity or AIChE.
- (c) Funds for operations can be obtained from various sources including AIChE and its members. Contributors will be called "members of the sponsored research activity" and appoint persons to participate in affairs of the organization.
- (d) The results of studies conducted by AIChE-sponsored research activities are for the benefit of the public and profession as a whole, as well as for the supporting members of the activity. Results should be disseminated broadly after a reasonable period of review and use by the members; people or organizations desiring the results can be charged for them.
- (e) No sponsored research activity shall have authority to act for, or in the name of, the Institute, and no such activity shall have the authority to incur any financial obligation in the name of the AIChE.
- (f) The Board of Directors may discontinue any sponsored research activity if, after the organization has been duly afforded an opportunity to be heard, the Board judges it to be in the best interests of the Institute to do so.

## **Section XV—Technical Entities**

The Board of Directors of AIChE may form a technical entity to further AIChE's mission and establish leadership in a selected area of science or technology. The technical entity will work with existing AIChE entities (e.g. Divisions, Forums, Committees, etc.) to accomplish its goals. Membership in the technical entity may include individual AIChE members of all grades and classes, non-AIChE individuals, companies, government entities, non-government entities, or other associations that would in the view of the Board benefit the technical entity. The technical entity is intended to be financially self-sustaining.

At the time of its formation, Bylaws of the technical entity must be written to delineate its name, purpose, operating rules, financial plan, and performance metrics. These Bylaws require approval by the Board of Directors, with a minimum of two-thirds majority. At its discretion, the Board of Directors may reorganize or sunset such a technical entity at any time.

### **Section XVI—Foundation**

The AIChE Foundation is the fund raising branch of the Institute. The Foundation consists of the Foundation Board of Trustees, the Foundation Executive Committee, and Foundation Operating Committees.

The Board of Trustees includes at least five (5) and no more than sixty (60) Trustees. The Foundation Executive Committee consists of the Foundation Chair, two (2) Vice Chairs, the Past Chair, the AIChE President-Elect, the AIChE Treasurer, two (2) AIChE Directors and the AIChE Executive Director as voting members. The Chairs of the Foundation Operating Committees are ex officio, non-voting members of the Foundation Executive Committee.

The Foundation will operate in accordance with Foundation Bylaws and AIChE Bylaws. Only AIChE Pro Members may serve on the Foundation. The AIChE Board of Directors appoints the two (2) Foundation Vice-Chairs and approves the Foundation Chair. The Foundation Executive Committee appoints and approves the Foundation Board of Trustees and may appoint Emeritus Trustees, which do not count toward the sixty (60) Trustees. The Foundation will issue an annual report to the AIChE Board of Directors. The net monies generated by the fundraising activities of the Foundation will be expended by AIChE.

### **Section XVII—Use of Membership List**

The list of members of the AIChE, including any list of applicants for membership therein, shall not be used for advertising, circularization, or solicitation except under the conditions explicitly authorized by the Executive Director.

### **Section XVIII—Board and Institute Awards**

1. *The William H. Walker Award* shall be given to encourage excellence in contributions to chemical engineering literature.
2. *The Allan P. Colburn Award* shall be given to encourage excellence in contributions to the publications of the Institute on the part of younger members of the Institute.

3. *The Andreas Acrivos Award for Professional Progress in Chemical Engineering* is given to recognize outstanding progress in the field of chemical engineering.
4. *The Founders Award* shall be given to recognize outstanding contributions in the field of chemical engineering.
5. *The Warren K. Lewis Award* in Chemical Engineering Education shall be given to recognize distinguished and continuing contributions to chemical engineering education.
6. *The Alpha Chi Sigma Award* in Chemical Engineering Research is given to recognize outstanding recent accomplishments by an individual in fundamental or applied research in the field of chemical engineering.
7. *The R.H. Wilhelm Award* in Chemical Reaction Engineering is given to recognize significant and new contributions in chemical reaction engineering.
8. *The Award for Service to Society* is given to recognize outstanding contributions by a chemical engineer to community service and the solution of socially oriented problems.
9. *The Lawrence B. Evans Award in Chemical Engineering Practice* is given to recognize outstanding contributions by a chemical engineer in the industrial practice of the profession.
10. *The F.J. and Dorothy Van Antwerpen Award* for Service to the Institute is given to recognize outstanding contributions by a chemical engineer through service to the Institute
11. *The Award for Excellence in Industrial Gases Technology* is given to recognize sustained outstanding individual contribution to the science and/or engineering of industrial gases.
12. *The Industrial Research and Development Award* shall be given to individuals or teams working in the industries served by chemical engineering, for innovation that has resulted in the successful commercial development of new or improved products and/or new or improved processes for making useful product.
13. *The Industry Leadership Award* shall be given to individuals or teams working in the industries served by chemical engineers for leadership and accomplishment in activities including: management; sales and marketing; public, community and industrial relations; commercial and business development; training or public service.
14. *The Energy and Sustainability Award* shall be given to individuals in industry, teams from industry, or entire companies who have accomplished significant energy savings, improved the sustainability of chemical processes, or developed innovative technologies for energy generation or delivery that hold significant promise of favorable economic or environmental impact.

15. *The Industrial Progress Award* shall be given to recognize significant contributions by individuals working in industries served by chemical engineers who have received their highest academic degree within 17 calendar years of the year in which the award is given.
16. *The Margaret Hutchinson Rousseau Pioneer Award for Lifetime Achievement by a Woman Chemical Engineer* shall be given to a woman member of AIChE who has made significant contributions to chemical engineering research or practice in academic, industrial, or government settings, over the course of her career.

The administrative details and specific requirements of the above awards are described on AIChE's website. The Board Awards cannot be changed without approval by the Board of Directors.

### **Section XIX—Amendments**

1. All proposed amendments to the Bylaws shall be presented in writing.
2. Amendments to the Bylaws 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 ten (10) current Fellows, Senior Members, or Members.
3. Amendments proposed by petition shall be considered by the Board of Directors no later than the next two regular meetings of the Board, following receipt of the petition.
4. Adoption of amendments requires a two-thirds favorable vote of the whole Board of Directors.