

BYLAWS OF DESIGN INSTITUTE FOR EMERGENCY RELIEF SYSTEMS

ARTICLE I - NAME, MISSION, AND OBJECTIVES

SECTION 1 - Name and Acronym

The name of the organization is the Design Institute for Emergency Relief Systems of the American Institute of Chemical Engineers (AIChE). Its official acronym is DIERS.

SECTION 2 - Mission and Objectives

The mission of DIERS is to advance the practice of designing emergency relief systems, particularly for two-phase releases, so as to reduce the frequency and potential consequences of overpressure incidents.

The objectives of DIERS, related to relief system design are:

- Maintain and upgrade the DIERS design methodology,
- Promote the development of new techniques,
- Provide a forum for discussion and a mechanism for exchange of information regarding specific improvements, modifications, clarifications or corrections,
- Develop conference programs,
- Promote continuing education,
- Providing outreach to increase awareness such as of industry, trade groups, government, academia, and the public, and
- Provide a mechanism for ongoing cooperative research and development.

ARTICLE II- RELATIONSHIP TO AIChE

SECTION 1 - Administration of DIERS

DIERS is a Technical Entity of AIChE and shall be administered by AIChE staff.

SECTION 2 - Limitation of Actions

DIERS does not have the authority to act for, or in the name of, AIChE or any Sponsor, Member, or participant, except with the explicit authorization of the Board of Directors of AIChE, or said Sponsor, Member, or participant. Neither DIERS, its Committees, nor any DIERS member shall have the authority to incur any financial obligations in the name of AIChE, nor shall they have authority to issue endorsements, grant licenses, or enter into contracts.

SECTION 3 - AIChE Obligations and Rights

AIChE shall lend its name to DIERS and shall provide publicity through its publications, Conferences and Meetings, and other appropriate media. AIChE shall be assigned copyrights, and publication rights to results of projects sponsored through DIERS, subject to specified time restrictions on release, except where excluded by law or such rights are explicitly waived by the Executive Director of AIChE. Any inventions and/or patents arising out of and issued with respect to projects sponsored by DIERS shall be assigned to AIChE, except where excluded by law.

AIChE shall be granted royalty-free rights to reproduce and distribute all presentations given at DIERS meetings, unless such rights are specifically withheld by the presenter.

SECTION 4 - DIERS Obligations and Rights

DIERS shall lend its name to AIChE and shall provide publicity through its publications, events, and other appropriate media. DIERS shall provide monthly accounting and prepare financial reports to the Executive Director of AIChE.

SECTION 5 - DIERS Duration and Residue Funds

DIERS has been approved by AIChE Board of Directors without limit on duration. Termination shall be preceded by notification by AIChE Board of Directors to DIERS, including the Chair, Operating Committee, DIERS Managing Board, Sponsors, and Members of such action at least one year prior to the effective date of termination.

All AIChE staff charges and overhead charges shall follow the AIChE Accounting Policy Manual. The DIERS Staff Director and Operating Committee shall endeavor to produce a balanced budget, recognizing that it may be necessary to amass funds in one year and spend them in another, causing a positive imbalance in one year and a negative imbalance in another. The Operating Committee and the DIERS Staff Director shall make a good faith effort to maintain the current year budget as established for that year and communicate with each other about potential deviations from the budget. The budget will seek to maintain a year end account balance of 50% of the following year's expenses as good operating practice.

DIERS may be terminated by the AIChE Board of Directors with one year notice if for any calendar year the membership fees, Special Project sponsorship fees, and other revenues are, in the aggregate, and considering negative imbalances caused by collecting money in one year and disbursing it in another, insufficient to meet the administrative and operating costs and expenses of DIERS.

Upon termination of DIERS and after liquidation of all debts, residue unrestricted funds shall be transferred to AIChE and residue restricted funds shall be transferred back to Sponsors in proportion to Sponsor fees originally paid.

ARTICLE III - MEMBERS

SECTION 1 - General

DIERS shall have one category of membership: Member. The Operating Committee of DIERS shall establish member fees and privileges, which shall be approved by the DIERS Managing Board.

SECTION 2 – Qualification for Membership

Any individual AIChE member or non-AIChE member who holds at minimum a Bachelor Degree in a Science, Technology, Engineering, or Mathematics field and who has an interest in emergency relief systems may become a Member of DIERS through submission of required fees to AIChE. Fees for AIChE members and non-members may be different.

ARTICLE IV - SPONSORS

SECTION 1 - General

DIERS shall have two classes of sponsors: Corporate and Institutional. The Operating Committee of DIERS shall establish sponsor fees, levels, and parameters, which shall be approved by the DIERS Managing Board. Sponsors may designate their sponsorship fees as temporarily restricted funds as defined by the Financial Accounting Standards Board.

SECTION 2 - Qualification of Corporate Sponsors

Any for-profit corporation, company, or partnership, located anywhere, having an interest in the design of emergency relief systems may become a Corporate Sponsor of DIERS as a whole or of a specified project through submission of required fees to AIChE and through designation of Special Project Committee members for each sponsored project. Corporate Sponsor benefits begin immediately upon receipt of the payment by AIChE and extend through the end of the calendar year for which such payment is received. Corporate Sponsorship may be terminated through a written request to the Operating Committee or DIERS Staff Director to withdraw, through failure to remit required fees, or through failure to comply with the Corporate Sponsorship Agreement.

SECTION 3 - Benefits of Corporate Sponsorship

In general, Corporate Sponsors are entitled, but not limited, to:

- Direct the activities of projects they sponsor.
- Receive in-depth learning from the projects they sponsored in advance.
- Individual memberships in DIERS as per Article III Section 1.

- Prominent recognition in DIERS promotional media and at DIERS events.
- Annual Report detailing how aggregate sponsorship funds were utilized.

Final results of a project sponsored and funded by Corporate Sponsors will be restricted to those Corporate Sponsors plus Institutional Sponsors, if any, for one (1) year, unless the Corporate Sponsors and any Institutional Sponsors agree unanimously to earlier release.

SECTION 4 - Qualification of Institutional Sponsors

Any not-for-profit institution, professional society, foundation, or entity, located anywhere, having an interest in the design of emergency relief systems may become an Institutional Sponsor of DIERS through the execution of an Institutional Sponsor Agreement by a responsible official and payment of applicable fees. Institutional Sponsorship may be terminated through a written request to the Operating Committee or DIERS Staff Director to withdraw, through failure to remit required fees, or through failure to comply with the Institutional Sponsor Agreement.

SECTION 5 - Benefits of Institutional Sponsorship

In general, Institutional Sponsors are entitled, but not limited, to:

- Direct the activities of projects they sponsor.
- Receive in-depth learning from the projects they sponsored in advance.
- Individual memberships in DIERS as per Article III Section 1.
- Prominent recognition in DIERS promotional media and at DIERS events.
- Annual Report detailing how aggregate sponsorship funds were utilized.

Final results of a project sponsored and funded by Institutional Sponsors will be restricted to those Institutional Sponsors plus Corporate Sponsors, if any, for one (1) year, unless the Institutional Sponsors and any Corporate Sponsors agree unanimously to earlier release.

In the case of Institutional Sponsors which are organizations having individual and corporate members, the benefits of Institutional Sponsorship do not extend to the individual or corporate members of that organization.

ARTICLE V - ORGANIZATION

SECTION 1 - General

Oversight of all DIERS activities shall be provided by the Chair, Operating Committee, and DIERS Managing Board, as well as the Chairs of General and Special project committees. DIERS will be accountable to the AIChE Board of Directors on fiscal matters and for adherence to these and AIChE's Bylaws.

The Chair, Operating Committee, DIERS Managing Board, and the Project Committees shall be volunteers, except for ex-officio positions as detailed in these Bylaws.

A quorum for all DIERS Board and Committee meetings shall be a simple majority of Board or Committee members. All matters properly brought in question shall be decided by a majority of the votes cast providing a quorum is present, except in cases where the Bylaws require a greater ratio of favorable votes.

Meetings of all committees of DIERS shall be called by the Chair of the respective committee and arranged by DIERS Staff Director, who may delegate these duties to other AIChE staff. The Chair of a Board or Committee shall preside at the meetings of the respective entity. Notification and organization of meetings shall be the responsibility of the Chair of that Board or Committee and preparation and distribution of meeting minutes shall be the responsibility of the Vice Chair/Secretary of that Board or Committee. In distribution of meeting notifications and minutes, the Chair or Vice Chair/Secretary shall be assisted by the DIERS Staff Director.

SECTION 2 – Chair and Vice Chair

The Chair of DIERS shall provide overall leadership of the activities of DIERS and will also chair the Operating Committee. The Chair shall have responsibility for issuing technical meeting announcements and the Vice Chair shall have responsibility for issuing technical meeting minutes. The Chair shall report directly to the Managing Board.

The Chair and Vice Chair, who shall be Senior Members or Fellows of AIChE and have broad recognition among AIChE members in two-phase relief system design, shall be elected by DIERS membership for a 3-year term, and approved by the President of AIChE in concert with the AIChE Executive Director. The Chair may be elected to a maximum of three (3) consecutive 3-year terms.

SECTION 3 - DIERS Managing Board

The DIERS Managing Board shall provide managing guidance and assure financial control and responsibility for DIERS, subject to the ultimate direction and control of the AIChE Board of Directors, as provided in ARTICLE V SECTION 1, above.

Due to the commonality in objectives between AIChE's Center for Chemical Process Safety (CCPS) and DIERS, the Managing Board of DIERS shall be the Managing Board of CCPS plus the Chair of DIERS. As specified in the CCPS Bylaws, the CCPS Managing Board shall be chaired by the AIChE Executive Director and have as its members the Executive Committee of AIChE, three appointed AIChE Directors, and the CCPS Staff Director. At the discretion of the AIChE Executive Director, one additional staff member may be appointed to the CCPS Managing Board. The Chair of DIERS shall have a vote on the Managing Board for DIERS matters only.

The DIERS Managing Board shall meet at least once annually, typically in conjunction with an AIChE Board of Directors meeting.

SECTION 4 – Operating Committee

The Operating Committee shall organize and lead the overall activities of DIERS under leadership of the DIERS Chair. These activities should be determined through an annual planning process, with budgets approved by the Managing Board.

The Operating Committee shall be comprised of no fewer than 7 committee members and not more than 11, including:

- Past Chair, who assumes office upon completing term as Chair,
- Chair, who is elected by the membership,
- Vice Chair/Secretary, who is elected by the membership,
- DIERS Staff Director, and
- At least 3, and up to 7 at-large committee members who are members of DIERS.

All members of the Operating Committee shall be Senior Members or Fellows of AIChE, except that up to two (2) DIERS members who are members in good standing of another national engineering organization of rank equivalent to AIChE Senior Member or Fellow may be elected as at-large members of the Operating Committee. In the event that a current Chair is re-elected to a consecutive term, the current Past Chair will remain as Past Chair.

Election of Chair, Vice Chair/Secretary, and at-large Operating Committee members, shall occur every 3 years. Election procedures shall follow standard procedure for AIChE Divisions, Forums, and Technical Entities.

In the event of a vacancy in the Past Chair position, the position of Past Chair shall remain vacant.

In the event of a vacancy in the Chair position, the Vice Chair/Secretary shall assume the role of the Chair and serve out the Chair's remaining term.

In the event of a vacancy in the Vice Chair/Secretary position, a special election shall be held following standard procedure for AIChE Divisions, Forums, and Technical Entities.

In the event the position of an at-large committee member is vacated, the position will remain vacant for the remainder of the term, unless the vacancy will cause there to be fewer than 3 at-large committee members. In that case, a special election shall be held to fill the minimum number of positions following standard procedures for AIChE Divisions, Forums, and Technical Entities.

In no event will a person hold more than one position on the DIERS Operating Committee or have more than one vote.

SECTION 5 - Project Committees

The Operating Committee shall create committees to execute General and Special Projects. The Operating Committee shall sunset Project Committees upon project completion, determination of inactivity, or when deemed to be in the best interest of DIERS or AIChE.

General Project Committees will be formed by the Operating Committee to address topics and activities of general interest to the membership of DIERS, which shall be financed from general DIERS funds, by grants, or by a combination of DIERS general funds and grants. The Operating Committee will make its best efforts to include a broad range of DIERS members in General Project Committees, assure that composition of each General Project Committee is balanced regarding industrial, consultant, academic, government, and other sectors, and avoid multiple committee representatives from the same company or organization. Except in cases where grants provide partial or total funding for General Project Committee Projects, expenses of General Project Committees are expected to be modest, and these expenses shall be paid from DIERS general funds.

Special Project Committees will be formed by the Operating Committee to address projects and activities for which separate corporate and/or institutional funding is obtained, or which are financed by a combination of grants and Corporate Sponsor and/or Institutional Sponsor funding. In such cases, each funding organization for the project or activity shall provide one representative to the committee. If agreed to by a majority of the funding companies, committee representatives from outside the group of funding organizations may be invited to join the committee as either voting members or observers.

Each Project Committee shall select a Chair and any other roles deemed necessary. Chairs and other roles shall be elected by a majority vote of the Project Committee. Project Committees will meet as often as necessary to meet their goals and objectives, but no less than once per year. Project Chairs shall preferably be Senior Members or Fellows of AIChE.

Reports issued by General Project Committees shall be made available immediately to the DIERS membership. Reports issued by Special Project Committees shall be made available to the DIERS membership no later than one (1) year after issuance to the project sponsors. Each Project Committee shall be dissolved when either:

- the goals and objectives of the committee have been met;
- in the case of a General Project Committee:
 - if the number of committee members is reduced to 3 or fewer, or
 - if the Operating Committee decides to dissolve that General Project Committee;
- in the case of a Special Project Committee:

- if funds provided by the funding companies are no longer sufficient to sustain the committee's work, or
- if the Special Project Committee decides to terminate its work; or
- failing any action of the Special Project Committee for 2 years, the Operating Committee may dissolve it.
- the Managing Board decides by majority to dissolve the Project Committee due to inappropriate conduct on the part of the Committee or Committee members including but not limited to conflict of interest, anti-trust, financial mismanagement, or intellectual property violation.

SECTION 6 – Staff

Under the general supervision of the AIChE Executive Director, the DIERS Staff Director (a member of AIChE Staff) shall be responsible for day-to-day administration of DIERS. The DIERS Staff Director responsibilities shall include, but are not limited to:

- working with the Operating Committee to develop annual budgets addressing expenses such as meetings, projects, and staff expense as well as appropriate overhead charges and revenues necessary to meet these expenses,
- periodic accounting and preparing financial reports to the Executive Director of AIChE,
- developing year-end financial reports to be submitted to DIERS Members and Special Project Sponsors;
- developing annual plans and budgets with performance metrics to be submitted to the DIERS Managing Board and Operating Committee;
- preparing, authorizing and executing of contracts;
- arranging venues and logistics for meetings; and
- producing and distributing publications.

Upon request from the DIERS Chair or Vice Chair/Secretary, the DIERS Staff Director will provide administrative support for communicating notice of DIERS meetings and for distributing technical meeting minutes.

The DIERS Staff Director shall have the authority to negotiate and sign contracts, set prices, and carry out other financial functions for DIERS, in accordance with the financial guidelines and purchasing policies of AIChE.

AIChE shall be responsible for the employment of the DIERS Staff Director and any supporting staff. The Chair and the Operating Committee shall advise the DIERS Staff Director on staff level requirements.

The DIERS Staff Director or his delegate shall attend DIERS Managing Board and Operating Committee Meetings and have responsibility for providing notice of all such meetings and for distributing meeting minutes.

ARTICLE VI - GENERAL PROVISIONS

SECTION 1 - Interpretation

The DIERS 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 - Revisions

Proposed revisions to the DIERS Bylaws from the AIChE Board of Directors, the DIERS Managing Board, the DIERS Staff Director, the Operating Committee, or Project Committees shall be made in writing, along with the appropriate rationale, and sent to the Chair.

In the general case, the Chair shall submit proposed revisions to the Operating Committee, which shall consolidate proposed revisions and format them consistently and present them as a motion to change these Bylaws. The motion shall be presented to the DIERS membership following the standard election procedure for AIChE Divisions, Forums, and Technical Entities. If adopted by a simple majority vote, the motion shall be presented to the AIChE Board for ratification.

In the special case of Bylaw changes proposed by the AIChE Board, the DIERS Managing Board, or AIChE Executive Director, or the DIERS Staff Director necessitated by Federal or New York State Law or changes to AIChE Bylaw guidance, the Chair shall communicate the required changes to the DIERS membership and the motion shall pass to the AIChE Board for ratification.

SECTION 3 - Matters Not Covered

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

SECTION 4 – Avoidance of Conflict of Interest

Members of DIERS shall be subject to the AIChE conflict of interest policy. Whenever the potential for a conflict of interest arises for a member, whether in the context of the Operating Committee, the DIERS membership, any Project Committee, or any other DIERS activity, the member will identify the conflict or potential conflict of interest to AIChE and the Chair and the member will recuse himself or herself from voting, discussion, and other activities related to the subject.

SECTION 5 – Provision for Termination of Membership or Sponsorship by AIChE

AIChE has the sole right and discretion to reject a DIERS Member or Sponsor applicant or to terminate the membership of any DIERS Member or Sponsor if AIChE believes that such Member or Sponsor or potential Member or Sponsor or any of a Sponsor or Potential Sponsor's representatives has misused AIChE copyright or intellectual property, has violated anti-trust, has

violated the AIChE Code of Ethics, or has not properly identified conflict of interest to AIChE and taken adequate steps to manage that conflict of interest.

SECTION 6 – Initial Review

Six months prior to the completion of the first three years of operation under these Bylaws, the purpose, scope and organization of DIERS will be reviewed by the DIERS Managing Board, Operating Committee, Sponsors, and Members, and the Bylaws revised appropriately. If the Bylaws are not revised on the expected schedule, these Bylaws will remain in effect until modified.