

## DIVISION MODEL BYLAWS

### Article I – Name and Objectives

**Section 1.** The name of this organization shall be the \_\_\_\_\_ Division of the American Institute of Chemical Engineers.

**Section 2.** The scope of this Division shall be the broad field of \_\_\_\_\_ and include research, development and applications.

**Section 3.** The objectives of the Division shall be to:

- a) Provide the focal point for AIChE members with interests in \_\_\_\_\_.
- b) Develop technical program for meetings. Seek balanced coverage of a variety of currently used and novel methods of \_\_\_\_\_.
- c) Exchange knowledge of technical publications, computer programs, databases, \_\_\_\_\_ research centers, networks, and programs.
- d) Keep members informed of future \_\_\_\_\_ meetings.
- e) Coordinate exchanges with other groups, such as the \_\_\_\_\_.
- f) Recognize achievements of members through awards.
- g) Encourage chemical engineering educators to place suitable emphasis on the field of \_\_\_\_\_ and on the development of appropriate curricular material.
- h) Foster research, development, and the application of chemical engineering knowledge

**Section 4.** The Division is under the supervision and control of the Chemical Engineering Technology Operation Council (CTOC) of the AIChE. Divisional programming activities shall be carried out in cooperation with the National Program Committee of the AIChE. The Division does not have the authority to act for or in the name of the American Institute of Chemical Engineers or to incur any financial obligations in the name of AIChE.

### Article II – Membership

**Section 1.** Members of the Division shall be members of the AIChE who have paid the annual Division dues (Article VI, Section 1). Each area chair and vice chair shall be members of the Division. Nonmembers of the AIChE may join the Division for one year with the approval of the Executive Committee of the Division. By the end of this year they must have been accepted for some grade of membership in the AIChE in order to continue as members of the Division.

### Article III – Organization

**Section 1.** The officers of the Division shall be a Chair, a First Vice-Chair, a Second Vice-Chair, a Secretary, and a Treasurer, all of whom shall hold membership in the Division and shall be Fellows, Senior Members, or Members of AIChE. The term of office in each case shall be one year. Nominations for the offices shall come from the Nominating Committee (Article V, Section 3). The Chair of the Division shall not be eligible for reelection to a Divisional office. The First Vice-Chair is normally the sole nominee for the office of Chair. The Second Vice-Chair is normally the sole nominee for the office of the First Vice-Chair. Any member may be nominated as the Second Vice-Chair. The Secretary and Treasurer may be reelected. The first elected Chair shall make all necessary appointments as needed for the startup of the Division.

**Section 2.** The activities of the Division shall be directed by a Division Board of Directors consisting of the current officers, the most recent living Past Chair of the Division, \_\_\_\_\_ persons elected as Directors from the membership of the Division, and a liaison appointed by the CTOC of the Institute and serving as an ex-officio with voting privileges. More members may be added only in accordance with Section 8 of this Article.

**Section 3.** There shall be an Executive Committee of Division Board, which shall consist of the Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer, and the most recent living Past Chair. 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 Division and take such actions as are consistent with the Board's delegations.

**Section 4.** Directors on the Division Board shall be elected for a term of five years each, with two to be elected each year. A person who has served as a Director is eligible for election as an officer, but is not again eligible for service as a Director within a period of five years after serving as Director for five years.

**Section 5.** The Chair is the chief officer of the Division and is Chair of the Division Board and Executive Committee. The First Vice-Chair shall perform the duties of the Chair in the latter's absence or inability to serve. In the event of a vacancy in the office of Chair, the First Vice-Chair shall serve as the chief officer of the Division until the next annual election. If a vacancy occurs in any of the other positions on the Division Board, the Board shall appoint a replacement from the Board if the vacancy is an officer or from the membership if the vacancy is a Director, to fill the unexpired term.

**Section 6.** The First and Second Vice-Chairs shall be responsible for the programming activities of the Division. The chair shall be responsible for the programs which are to be presented during the year s/he holds the office.

**Section 7.1** The Secretary shall

- a) Keep the records of the proceedings of the Division.

- b) Handle the general correspondence of the Division and shall at the direction of the Chair issue notices of all meetings.
- c) Prepare ballots for the election of officers.

**Section 7.2** The Treasurer shall

- a) Handle and record the collection and disbursement of funds as authorized by the Board of Directors of the Division.
- b) Prepare a proposed budget for the upcoming year.
- c) At the end of each year submit a financial report to the Board of the Division and the Secretary of the Institute.

**Section 8.** There shall be a Program Committee, headed by the First Vice-Chair, with the Second Vice-Chair next in charge, and with membership including area chairs and those selected by the First Vice-Chair of the Division with the approval of the Executive Committee. The Program Committee of the Division shall plan the programming activities of the Division and coordinate these with the program of AIChE and of other Divisions, and also of other related groups outside AIChE. Program coordinators will be appointed each year by the First Vice-Chair to develop programming in the various programming areas. One or more members will be designated to represent the Division on the National Program Committee of AIChE.

**Section 8.1** There shall be a Planning Committee, headed by the Second Vice-Chair, with membership of the First Vice-Chair and all the directors of the Division. Past chairs may be invited as ex-officio members. The Planning Committee is responsible for long-term planning and provides recommendations for growth and future state of the Division for leadership, technical programming, membership, publication, and other long-term issues of importance to the Division.

**Section 9.** Such committees as may be required shall be appointed by the Chair with the approval of the Division Board. The services of any such committees or committee members may be terminated at any time by the Chair with the approval of the Division Board.

**Section 10.** Committees which are appointed to prepare for specific meetings or other events will continue to perform their functions, if satisfactorily handled, until the meetings or events designated have actually occurred. The term of service of such committees may therefore continue after the retirement of the Division Chair who made the original appointments.

**Section 11.** There shall be an area chair and a vice chair for each programming area of the Division. The term of area chairs is two years. An area chair may not serve consecutive terms; nor may s/he serve as vice chair immediately following the service as chair. Area chairs should be nominated and elected by the area committees governed by their bylaws (if any) and approved by the Division Board. New persons confirmed to the posts will be the area vice chair for a two-year term and will then serve a two-year term as chair. If the area does not have a committee and wishes to seek deviation from the article they should seek approval from the Division Board explaining the unusual circumstances. Ultimate responsibility of the areas operating in the Division rests with the Board. If the operation of any area is perceived to run counter to the best interests of the Division, disciplinary action may be proposed by the Division Board and put to a vote of the Division.

**Section 12.** New programming areas within the Division shall be created by a petition of the members of the Division followed by the approval of the Division Board.

## **Article IV – Meetings**

**Section 1.** There shall be at least one meeting of the Division called each year, held during a National or an Annual Meeting of the Institute.

**Section 2.** The Secretary shall send members a notice of all meetings of the Division at least three weeks in advance of such meetings.

**Section 3.** A quorum for meetings of the Division shall consist of 1% of the membership. Except where otherwise stated in the bylaws, all actions at a meeting of the Division will be decided by a majority of those voting.

**Section 4.** The order of business for meetings of the Division shall be determined by the presiding officer (See Article IV, Section 7) and will include the reading of the minutes of previous meetings, reports of committees, and new business.

**Section 5.** The Division Board of Directors shall meet at least once each calendar year. Meetings may be called by the Chair at such places and times as s/he deems advisable (including conference call meetings). Meetings may also be called at the request of four members of the Board. The Secretary shall notify the Board of all meetings at least three weeks in advance.

**Section 5.1** The Planning Committee, headed by the Second Vice-Chair of the Division, shall meet at least once a year for developing recommendations for the long-term planning of the Division. The Program Committee, headed by the First Vice-Chair, shall also meet at least once a year to carry out its tasks for the Division.

**Section 6.** A majority of the members of the Division Board shall constitute a quorum. Except where otherwise stated in the bylaws, all action of the Board shall be by majority vote. If a tie vote results, the decision shall take the course voted by the presiding officer.

**Section 7.** The Chair of the Division shall preside at all meetings of the Division Board and of the Executive Committee. In the absence of the Chair, the First Vice-Chair, the Second Vice-Chair, the Secretary, or the Treasurer, in that order, shall preside.

**Section 8.** Any member of the Division Board who fails to attend three consecutive Board meetings shall be considered to have tendered his or her resignation from the Board; however, such a resignation shall be effective only upon acceptance by the Board, which shall have taken into account any extenuating circumstances.

## **Article V – Elections**

**Section 1.** The Chair, First Vice Chair, Second Vice Chair, and \_\_\_\_ Directors shall be elected annually by ballot made available to the members of the Division on or about October 1. The Secretary and Treasurer shall be elected on the same ballot during the annual elections occurring near the end of the incumbent's term or as specified in Article IV, Section 1.

Votes may be cast either in person, by mail, or by other electronic communication means. Election shall be by a majority of those voting. Ballots shall include notice of the date by which they must be received or cast in order to be counted, and that date shall be no earlier than four weeks after the ballots are made available. Ballots received or cast after this date shall not be counted. The count shall be certified to the Executive Committee.

**Section 2.** Delinquent members shall not be eligible to vote nor to hold office (Article VI, Section 1).

**Section 3.** A Nominating Committee shall be formed in April of each year, with the most recent Division Past Chair as its Chair, who shall select two additional Division members

who are not currently serving in an elected capacity to serve on the committee. This committee shall formulate a slate of candidates for presentation to the members; this slate shall include one candidate each, for the offices of Chair, First Vice-Chair, Secretary, and Treasurer, who shall normally be the past year's First Vice-Chair, Second Vice-Chair, Secretary, and Treasurer, respectively, and two or more candidates for each of the other offices and directorships. If the past year's First Vice-Chair, Second Vice-Chair, Secretary, or Treasurer were appointees to fill an unexpired term, then an additional candidate may be named for the successive office(s) for which each would otherwise be the sole nominee. If the past year's First Vice-Chair, Second Vice-Chair, Secretary, or Treasurer cannot stand for election, then two or more candidates for the successive offices thus left vacant will be named. Nominations may also be made for any office or directorship by petition of the membership if at least twenty Division members in good standing sign a petition and submit it to the Secretary by September 1.

**Section 4.** No member shall be eligible for election to more than one office at one time.

**Section 5.** The newly elected officers shall take office on January 1 of each year.

## **Article VI – Dues and Finances**

**Section 1.** Annual dues shall be determined by the Division Board in accordance with policies of CTOC. They shall be payable in advance by January 1 to the Treasurer of the Division. Those members who continue to be delinquent on the following January 1 shall be dropped from the rolls of the Division.

**Section 2.** The dues shall be changed in amount only by affirmative vote of two-thirds of the total members of the Division Board. This vote may be taken at a regular meeting or by mail.

**Section 3.** The Division Board shall make all other regulations regarding payment of dues and shall provide for an annual audit of the Division's financial accounts.

**Section 4.** The Division Board shall review in their last meeting of the year the budget submitted for the upcoming year by the Treasurer. This budget shall be subject to revision at the first meeting after the new officers take office. The officers of the Division may make expenditures within the provisions of the approved budget. On depletion of an individual account in the approved budget, additional amounts shall be spent only after specific approval by the Board.

#### **Article VII – General Provisions**

**Section 1.** The decision of the Division Board shall be final on any questions concerning the interpretation of the bylaws, subject to the jurisdiction of CTOC of the Institute.

**Section 2.** In all respects not specifically covered by these bylaws, the general rule of the Institute governing the conduct of the Division shall apply with equal force as if included in these bylaws.

**Section 3.** In the deciding of procedural matters not otherwise covered in the bylaws the most recent issue of Roberts Rules of Order shall prevail.

**Section 4.** In the event of dissolution of the Division, any assets remaining thereafter should be returned to AIChE.

#### **Article VIII – Amendments**

**Section 1.** All proposed amendments of these bylaws shall be reduced to writing. Amendments shall be proposed to the membership by the Board, by the majority vote of the members at Divisional meeting, or by petition of ten percent of the members of the Division to the Board.

**Section 2.** A proposed amendment and ballot shall be sent to all Division members by first class mail. Ballots shall be returned to the Secretary, who shall begin tabulation no earlier than four weeks after their mailing; ballots received after this period shall not be counted. The Secretary shall certify the results to the Division Board, which shall accept as approval of the amendment a two-thirds affirmative vote of those returning these ballots. The amendment shall then be submitted to CTOC of the Institute and shall become an effective part of the bylaws upon its approval.