

BYLAWS of the MANAGEMENT DIVISION of AIChE

(This version was approved on January 2, 2024, as outlined in Article X)

Article I – Name and Objectives

Section 1. The name of this organization shall be the Management Division of the American Institute of Chemical Engineers (AIChE). AIChE may be referred to as “Institute” in this document.

Section 2. The scope of this Division shall be the broad field of managerial effort and leadership as it relates to, and serves the interest of, the chemical engineering profession.

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

- a) provide a forum to discuss and present topics pertinent to chemical engineering management, leadership, and entrepreneurial activities.
- b) develop and enhance management skills through chemical engineering-management related content, training courses, panels, and other experiences.
- c) foster peer recognition and interaction between engineers and practicing, consulting, and academic chemical engineering management professionals.
- d) instill an interest in the Institute and the Management Division among managers and those who aspire to become managers and leaders.
- e) inspire and assist members in a career path toward management and leadership.
- f) foster inclusion and diversity in the leadership, membership, and activities of the Division.

Article II – Relationship to the Institute

Section 1. The Division is under the supervision and control of the Chemical Engineering Technology Operating Council (CTOC) of AIChE.

Section 2. The Division leadership and activities will abide by the AIChE Code of Ethics; Code of Conduct; and Equity, Diversity, and Inclusion Statement. If the actions of any person(s) within Division leadership is perceived to run counter to the best interests of the Division or to AIChE, it should be brought to the attention of CTOC for possible disciplinary action.

Section 3. Division programming activities shall be carried out in cooperation with the AIChE Program Committee.

Section 4. The Division does not have the authority to act for or in the name of the Institute nor to incur any financial obligations in the name of AIChE.

Article III – Membership

Section 1. Voting Members of the Division shall be Fellows, Senior Members, or Members of AIChE who have paid the annual Division dues.

Section 2. Student Members of AIChE may be Non-voting Members of the Division and are exempt from Division annual dues.

Section 3. Members of the Division that do not pay dues do not have voting rights and cannot hold Division office.

Section 4. As members of AIChE, members of the Division are expected to abide by the AIChE Code of Ethics; Code of Conduct; and Equity, Diversity, and Inclusion Statement.

Article IV – Organization

Section 1. The Division Officers shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, all of whom shall be Voting Members of the Division. The term of office for the Chair and Vice Chair shall be one year. The Vice Chair is normally the sole nominee for the office of Chair. The Chair of the Division shall not be eligible for reelection to Vice Chair. Any other Voting Member of the division may be nominated for the office of Vice Chair. The term of office for the Secretary and Treasurer shall be three years. The Secretary and Treasurer may be reelected to serve for no more than two consecutive terms.

Section 2. Directors shall be nominated from the Voting Members of the Division. The term of office for each Director is three years, with two Directors elected each year for a total of six Directors serving at any time. A person who has served their full term as a Director is eligible for election as an officer, but is not eligible to serve another consecutive term as a Director.

Section 3. The activities of the Division shall be directed by a Division Board consisting of the current officers (See Article IV, Section 1), the immediate Past Chair of the Division, the Division Directors, and a liaison appointed by CTOC who serves as an ex-officio member without voting privileges. The division will maintain an Operating Manual that describes procedures not considered part of the Bylaws.

Section 4. There shall be an Executive Committee of the Division Board, which shall consist of the Chair, Vice Chair, Secretary, Treasurer, and the immediate Past Chair. It shall act on behalf of the Board on items of business delegated to it by the Board.

Section 5. The Chair is the chief officer of the Division and is Chair of the Division Board and Executive Committee. The 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 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 officer positions, the Board shall appoint a replacement from one of the Directors, and if the vacancy is one of the Directors, the Board shall appoint someone from the Voting Members of the Division to fill the unexpired term.

Section 6. The primary responsibilities of the Division Officers are listed in the Division Operating Manual.

Section 7. Committees may be formed at the discretion of the Division Board. Committee chairs will be appointed by the Division Chair with the approval of the Board. The Institute's principles on Equity, Diversity and Inclusion (EDI) should be a key consideration in the appointment of committee leaders and member outreach. The services of any such committees may be terminated at any time by the Chair with the approval of the Division Board.

Article V – Meetings

Section 1. There shall be at least one business meeting of the Division called each year.

Section 1.1. The Secretary shall send members a notice of all meetings of the Division at least three weeks in advance of such meetings.

Section 1.2. The order of business for meetings of the Division shall be determined by the presiding officer (Article V, Section 2.2) and will include the approval of the minutes of previous meetings, reports of committees, and new business.

Section 2. The Division Board shall meet at least three times each calendar year. Meetings may be called by the Chair at such places and times as they deem advisable, including virtual meetings.

Section 2.1. A simple majority of the members of the Division Board shall constitute a quorum. Except where otherwise stated in the Bylaws, all actions of the Board shall be by a simple majority vote. If a tie vote results, the decision shall take the course voted by the presiding officer.

Section 2.2. The Chair of the Division shall preside at all meetings of the Division Board and of the Executive Committee, as well as at the annual meeting of the Division. In the absence of the Chair, the Vice Chair, the Secretary, or the Treasurer, in that order, shall preside.

Section 2.3. Any member of the Division Board who fails to attend three consecutive Board meetings shall be considered to have tendered their 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 VI – Elections

Section 1. Elections of officers and Directors who are near the completion of their terms (as specified in Article IV, Section 1 and Section 2 shall be conducted by ballot following the procedures that have been approved by the Division Board and documented in the Division Operating Manual. Ballots shall be sent to all Division members who are eligible to vote (as specified in Article III), on or about December 1 of each calendar year.

Section 2. A Nominating Committee shall be formed in April of each year. This committee shall formulate a slate of candidates for presentation to the Board. Diversity and inclusion should be considered in selecting the slate of candidates. The candidates must agree to be included on the slate. The slate shall include at least one candidate each for the offices of Chair and Vice Chair, and at least two candidates for any open Director positions. The current Vice Chair is normally the sole nominee for the office of Chair.

If the current Vice Chair is unable or unwilling to stand for election, then two or more candidates for the office thus left vacant will be named. If the Secretary and/or Treasurer positions are up for election, the slate shall include at least one candidate for each position in which the incumbent is willing to serve again and two or more candidates otherwise. If the past year's Vice Chair, Secretary, or Treasurer were appointees to fill an unexpired term, then an additional candidate must be named for the successive office(s) for which each would otherwise be the sole nominee. Nominations may also be made for any office or directorship by petition of the membership if at least five (5) percent of the Voting Members of the Division in good standing sign a petition and submit it to the Secretary by September 1 of each calendar year.

Section 3. Members that have not renewed and paid their dues shall not be eligible to vote nor to hold office.

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

Section 5. The newly elected officers shall take office on January 1 of the following year.

Article VII – Dues and Finances

Section 1. Annual dues shall be determined by the Division Board in accordance with policies of CTOC. Those members who have not paid dues 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 voting membership of the Division Board. This vote may be taken at a regular meeting or by ballot sent to all Division Board members. The current dues schedule will be documented in the Division Operating Manual.

Section 3. 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 VIII – Duration, Dissolution, and Residue Funds

Section 1. The Division has been approved by CTOC without limit on duration. The Division's sustainability will be monitored and assessed by the Division Board. The dissolution of the Division, at the determination of the Division Board, shall require two-thirds approval of CTOC. Termination will be preceded by notification of such action by CTOC to the Division Board and members, as well as any financial sponsors, at least one year prior to the effective date of termination.

Section 2. Upon termination of the Division, unrestricted residual funds shall be transferred to the Institute and restricted residual funds shall be transferred back to any financial sponsors. Disposition of tangible property shall be in accordance with any applicable contractual arrangements of the parties where

the Institute or the Division does not hold a property interest in property subject to disposition.

Article IX – 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.

Section 2. Procedures that are not covered in these Bylaws; particularly those that may change on a frequent basis, such as the procedure used to send and receive ballots, award descriptions and processes, or standing committee descriptions, may be recorded in the Division Operating Manual.

Section 3. In all respects not specifically covered by these Bylaws or the Division Operating Manual, the general rule of the Institute governing the conduct of the Division shall apply with equal force as if included in these Bylaws.

Section 4. In the deciding of procedural matters not otherwise covered in the Bylaws, the most recent issue of The Modern Rules of Order by Donald A. Tortorice shall prevail.

Article X – Amendments

Section 1. These Bylaws shall be reviewed by the Division Board not less often than every five years and any proposed revisions and/or amendments presented to the Division Board. Amendments can also be proposed by Division members at a Division meeting or by petition of ten percent of the Voting Members of the Division sent to the Division Board. All proposed amendments of these Bylaws shall be reduced to writing. The Division Board will send the proposed amendments to CTOC for pre-approval. If CTOC has any recommended revisions, they will be returned to the Division Board for further action and re-submission to CTOC to complete the pre-approval process.

Section 2. A proposed amendment and ballot shall be sent to all Division members who are eligible to vote (as specified in Article III) following the procedures that have been approved by the Division Board and documented in the Division Operating Manual. Approval of the amendment requires a two-thirds affirmative vote of those returning the ballots. The amendment shall then become an effective part of the Bylaws upon ratification by CTOC

Section 3. The most recently approved version of the Bylaws will be made publicly available to all members of the Institute on the Division webpage.

Section 4. A record will be kept of revisions and amendments made to the bylaws.

Revision #	Description	Key Changes	Revision Date	Division Board Approval Date	Division Member Approval Date	Date Ratified by CTOC
0	New Issue		2023	Oct 26, 2023	Jan 2, 2024	Jan 19, 2024