

## **Upstream Engineering and Flow Assurance (UEFA) Forum Bylaws**

### **Article I. Name and Purpose**

**Section 1.** The name of the organization shall be the Upstream Engineering and Flow Assurance Forum of the American Institute of Chemical Engineers (AIChE).

**Section 2.** The scope of this Forum shall be the broad field of flow assurance and upstream engineering from reservoir to topside processing and storage facilities and include research, development, and applications.

**Section 3.** The Forum will function similar to an AIChE Division but is organized to give stronger emphasis to the following objectives:

- a) Cover a wide range of interdisciplinary topics in upstream engineering and flow assurance.
- b) Develop an understanding of the current upstream engineering challenges and contributing to the formulation of the necessary solutions based on the fundamental principles of chemical engineering.
- c) Facilitate interaction between experts, professionals, and students interested in the area of upstream engineering and flow assurance.

### **Article II. Relationship to the Institute**

**Section 1.** The Forum is a part of AIChE and its activities are open to co-sponsoring not-for-profit societies; members are encouraged to become members of AIChE and co-sponsoring not-for-profit societies.

**Section 2.** The Forum is under the supervision and oversight of the Council of the Institute.

**Section 3.** All Forum committees shall work in coordination with corresponding National committees. Forum programming activity shall be carried out in coordination with the National Program Committee of the Institute.

**Section 4.** The Forum shall not have authority to act for or in the name of the Institute except with the explicit prior authorization of the Chemical Engineering Technology Operation Council (CTOC) of the Institute. The Forum does not have the authority to incur any financial obligation in the name of the Institute.

### **Article III. Membership**

Membership in Upstream Engineering and Flow Assurance is by self-selection. Anyone who pays the membership dues will be considered a member.

## **Article IV. Organization**

**Section 1.** The officers of the Forum shall be a Chair, a Vice-Chair, Programming Chair, a Secretary, a Treasurer, a Communications Chair, and the immediate past Chair, all of whom shall hold membership in the Forum and shall be Fellows, Members, or Associate Members of AIChE. The term of office in each case shall be one year. All positions are open to the forum members, and the positions can be re-elected. The first elected Chair shall make all necessary appointments as needed for the startup of the Forum.

**Section 2.** The activities of the Forum shall be directed by a Forum Board of Directors consisting of the current officers, the most recent living Past Chair of the Forum, 2 persons serving as Directors and appointed by the executive council, and a liaison appointed by CTOC 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 Forum Board, which shall consist of the Chair, Vice-Chair, Programming Chair, Communications 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 Forum and take such actions as are consistent with the Board's delegations.

**Section 4.** Directors on the Forum 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 Forum and is Chair of the Forum 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 Forum until the next annual election. If a vacancy occurs in any of the other positions on the Forum 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 Vice-Chair shall be responsible for the recruiting activities to increase membership to the Forum.

**Section 7.** This section contains the roles of the UEFA leadership.

**Section 7.1.** The Programming Chair shall be responsible for the programming activities of the Forum.

**Section 7.2** The Secretary shall

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

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

**Section 7.3** The Treasurer shall

- a) Handle and record the collection and disbursement of funds as authorized by the Board of Directors of the Forum.
- 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 7.4** The Communications Chair shall provide timely and comprehensive information to forum members about conferences, workshops, and other matters of interest via forum publications and electronic communications. Creates and maintains a favorable image of the forum by: (a) keeping members informed of upcoming events, and (b) disseminating relevant professional information related to Upstream Engineering and Flow Assurance issues.

**Section 8.** There shall be a Program Committee, headed by the Programming Chair with membership including area chairs and those selected by the Programming Chair of the Forum with the approval of the Executive Committee. The Program Committee of the Forum shall plan the programming activities of the Forum and coordinate these with the program of AIChE and of other Divisions/Forums, and also of other related groups outside AIChE.

**Section 8.1** There shall be a Planning Committee, headed by the Vice-Chair and all the directors of the Forum. 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 Forum for leadership, technical programming, membership, publication, and other long-term issues of importance to the Forum.

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

**Section 11.** New programming areas within the Forum shall be created by a petition of the members of the Forum followed by the approval of the Forum Board.

## **Article V. Meetings**

**Section 1.** There shall be at least one meeting of the Forum called each year, held during either the Spring AIChE Meeting or the Fall AIChE Meeting.

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

**Section 3.** A quorum for meetings of the Forum shall consist of 1% of the membership, with a minimum of 5 members present at the time of the meeting. Except where otherwise stated in the bylaws, all actions at a meeting of the Forum will be decided by a majority of those voting.

**Section 4.** The order of business for meetings of the Forum 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 Forum 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 Vice-Chair of the Forum, shall meet at least once a year for developing recommendations for the long-term planning of the Forum. The Program Committee, headed by the Programming Chair, shall also meet at least once a year to carry out its tasks for the Forum.

**Section 6.** A majority of the members of the Forum 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 Forum shall preside at all meetings of the Forum Board and of the Executive Committee. In the absence of the Chair, the Vice-Chair, the Programming Chair, the Secretary, the Treasurer, or the Communications Chair in that order, shall preside.

**Section 8.** Any member of the Forum 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 VI. Elections**

**Section 1.** The Chair, Vice-Chair, and Programming Chair shall be elected annually by ballot made available to the members of the Forum. 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.

**Section 2.** Votes may be cast either in person, 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 3.** A Nominating Committee shall be formed consisting of the immediate Forum Past Chair as its Chair, who may select two additional Forum Members who are not currently serving in an elected capacity to serve as 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 and Vice-Chair, who shall normally be the past year's Vice-Chair and Programming Chair, respectively. If the past year's Vice-Chair and/or Programming Chair cannot stand for such uncontested election, then two or more candidates for the successive offices thus left vacant will be named. Nominations may also be made for any office (on the ballot) by petition of the membership if at least 5 Forum members in good standing sign a petition and submit it to the Secretary. The Programming Chair shall be selected by the Executive Council.

**Section 4.** Delinquent members shall not be eligible to vote nor to hold office (Article VI, Section 1).

**Section 5.** No member shall be eligible for election to more than one office at one time.

## **Article VII. Dues and Finances**

**Section 1.** Annual dues shall be determined by the Forum Board in accordance with policies of AIChE's CTOC. They shall be payable in advance by January 1 to the Treasurer of the Forum or through their AIChE dues bill. Those members who continue to be delinquent on the following January 1 shall be dropped from the rolls of the Forum.

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

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

**Section 4.** The Forum 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 Forum 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. General Provisions**

**Section 1.** The decision of the Executive Committee shall be final on any question 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 rules of the AIChE governing the conduct of Forums shall apply with equal force as if included in the 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 Forum, any assets remaining thereafter should be returned to AIChE.

### **Article IX. Amendments**

**Section 1.** All proposed amendments of these bylaws shall be reduced to writing. The amendments will be voted on by each member of the Executive Committee. The amendments will be passed by a simple majority of the executive council.

**Section 2.** Ballots will be distributed by email and posted to the website. 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 Forum 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.