

Bylaws of the Process Safety Division

Revision #	Revision General Description	Specific Changes Made	Date of Revision	Date Approved by Division Membership	Date Approved by CTOC
3	Complete update of Bylaws, Vision & Objectives	Various	March 17, 2022	TBD	TBD
2	Update of Bylaws	Various			January 2001
1	Original Bylaws	N/A	N/A		February 25, 1978

Article I - Name and Objectives

Section 1. The name of this organization shall be Process Safety Division of the American Institute of Chemical Engineers (AIChE).

Section 2. The vision of this Division is to support a connected and inclusive membership in their effort to save lives, protect their communities, the environment, and prevent asset and other business losses by doing their part in preventing and mitigating process safety incidents.

Section 3. The objectives of the Division shall be:

- a. To aid in process safety career advancement for all members
- b. To raise awareness of available process safety resources
- c. To provide a platform for free exchange of ideas that promote continuous improvement in process safety and loss prevention
- d. To promote the publication of papers in the process safety field
- e. To be a conduit for responsible collaboration among Division members; other AIChE Divisions, Forums, Industry Technical Groups and Technical Entities; trade groups, regulators, academia, and other parties interested in improving process safety.

- f. To recognize excellence in the fields of process safety and loss prevention

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

Article II - Membership

Section 1. Members of the Division shall be Professional Members of AIChE who have paid the annual Division dues. (See Article VI, Section 1.) Individuals who are not members of AIChE may join the Division for one year with the approval of the Executive Committee of the Division. By the end of the year, they must be accepted as a member of AIChE and pay the Division dues for the following year to continue as a member of the Division.

Section 2. Professional Members of AIChE aged 65 and older may be considered emeritus members of the Division and are exempt from annual dues.

Section 3. Graduate and Undergraduate student members of AIChE may be non-voting members of the Division and are exempt from Division annual dues. Graduate and Undergraduate student members cannot hold Division office, and do not receive the Division journal publication.

Article III - Organization

Section 1. The activities of the Division shall be directed by an Executive Committee of twelve or more members consisting of the current four officers, the immediate past Chair, six persons elected as Directors from the membership of the Division, and a liaison representative appointed by the CTOC and serving as a non-voting ex-officio member. More members may be added only in accordance with Section 7 of this Article.

Section 2. The officers of the Division shall be a Chair, a First Vice-Chair, a Second Vice-Chair, and a Secretary-Treasurer, all of whom shall hold one of the AIChE Professional Membership grades in the Division. The term of office shall be one year. Nominations for the offices shall come from the Nominating Committee (See Article V, Section 3.) The Chair of the Division shall not be

eligible for reelection to a Division 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 First Vice-Chair. Any member may be nominated as Second Vice-Chair. The Secretary-Treasurer may be reelected.

Section 3. Directors of the Executive Committee shall be elected for a term of three years each, two to be elected each year. A person who has served as a Director is eligible for election as an officer but is not eligible for service as a Director within a period of five years after serving as Director.

Section 4. 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 the Chair, the First Vice-Chair shall serve as the Chair of the Division until the next annual election. If a vacancy occurs in any other position on the Executive Committee, the Executive Committee shall appoint a replacement from the Committee if the vacancy is an officer, or from the membership if the vacancy is a director, to fill the unexpired term.

Section 5. The First and Second Vice Chairs shall be responsible for the project activities of the Division. The First Vice-Chair shall be responsible for projects which are presented during the year in which he or she holds office. The Second Vice-Chair shall be responsible for initiating programs which are to be presented the following year.

Section 6. The Secretary-Treasurer shall keep Division records (minutes), handle general correspondence and issue notices of all meetings, record all official Executive Committee and Division votes and decisions; prepare and administer an approved budget including the oversight for collection and disbursement of funds and monitoring and reporting of the financial health of the Division.

Section 7. Such committees as may be required shall be appointed by the Chair, with the approval of the Executive Committee. The services of any such committee or its members may be terminated at any time by the Chair, with the approval of the Executive Committee.

Section 8. Committees which are appointed to prepare for specific meetings, events, or Division initiatives and activities shall continue to perform their functions, if satisfactorily handled, until the meetings, events, initiatives or activities designated have actually occurred. The term of service of such committees may, therefore, continue after the end of term of the Division Chair who made the original appointments. Standing Committees serving

from year-to-year may be designated by the Chair together with the Executive Committee.

Article IV - Meetings

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

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

Section 3. A quorum for meetings of the complete Division membership shall consist of five percent of the membership. Except where otherwise stated in these Bylaws, all actions at the meeting of the Division shall be decided by a majority of those voting.

Section 4. The order of business for meetings of the complete Division membership shall be determined by the presiding officer (See Article IV, Section 7).

Section 5. The Executive Committee shall meet at least once, and preferably two to four times, each calendar year. Meetings may be called by the Chair or by request of four members of the Executive Committee at such places and times as are advisable. Meetings may be held by physical attendance, teleconference, videoconference, or other suitable means of electronic communication. Executive Committee members shall be notified of all meetings at least two weeks in advance. Voting, including election of officers, may be cast either in person, by mail, or by other suitable means of electronic communication.

Section 6. A majority of the members of the Executive Committee shall constitute a quorum. Except where otherwise stated in these Bylaws, all actions of the Executive Committee shall be by majority vote. If a tie vote results, the decision shall take the course voted by the Chair.

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

Section 8. Any member of the Executive Committee who repeatedly fails to attend Executive Committee or Division meetings and/or perform their respective duties shall be considered to have tendered their resignation from

the Committee. However, such a resignation shall be effective only upon acceptance by the Executive Committee, which shall have taken into account any extenuating circumstances.

Article V - Elections

Section 1. The Chair, First Vice-Chair, Second Vice Chair, Secretary-Treasurer, and two Directors shall be elected annually by ballot sent to the members of the Division on or about October 1. Election shall be by a plurality of those voting. Balloting shall be by such means deemed acceptable by AIChE and the Division, including use of electronic means as authorized by the Chemical Engineering Technology Operating Council. Receipt and tabulation of the votes shall be done by AIChE. The count shall be certified to the Executive Committee in writing by AIChE member services.

Section 2. Graduate and Undergraduate student members and delinquent professional members shall not be eligible to vote or to hold office. (See Article VII, Section 1.)

Section 3. A Nominating Committee shall be formed in April of each year, with the immediate Past Chair of the Division as its Chair, who shall select two additional Division members who are not currently serving in an elected capacity to serve in his or her 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 First Vice-Chair, who shall normally be the past year's First Vice-Chair and Second Vice-Chair, respectively; one or more candidates for Secretary-Treasurer; and two or more candidates for each of the other offices and directorships. If the past year's First Vice-Chair and/or Second Vice-Chair were appointed 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 and/or Second Vice-Chair cannot stand for election, then two or more candidates for the successive office(s) 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-Treasurer 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 Executive Committee in accordance with policies of CTOC. They shall be payable in advance by January 1 to the Secretary-Treasurer of the Division through AIChE. Those members who continue to be delinquent on the following January 1 shall be dropped from the membership rolls of the Division.

Section 2. The dues shall be changed in amount only by the affirmative vote of two-thirds of the total members of the Executive Committee. This vote may be taken at a regular meeting, or by other suitable means of electronic communication.

Section 3. The Executive Committee shall make all other regulations regarding payment of dues.

Section 4. Any required audits of the Division accounts will be handled by AIChE with results reviewed by the Division Secretary-Treasurer and Executive Committee.

Section 5. The Executive Committee shall review at their last meeting of the year the budget submitted for the upcoming year by the Secretary-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. Additional amounts shall be spent only after specific approval by the Executive Committee or as the Secretary-Treasurer may be duly authorized by the Executive Committee.

Article VII - 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.

Section 2. In all respects not specifically covered by these Bylaws, the general rules of AIChE governing the conduct of Divisions shall be applied as if included in these Bylaws.

Section 3. In the deciding of procedural matters not otherwise covered in these Bylaws, the most recent issue of Robert's Rules of Order shall prevail.

Article VIII - Amendments

Section 1. An amendment to these Bylaws may be proposed to the membership of the Division by majority vote of the Executive Committee or by petition of ten percent of the members of the Division to the Executive Committee.

Section 2. A proposed amendment and ballot shall be sent to all Division members. Balloting shall be by electronic means deemed acceptable to AIChE and the Division as authorized by CTOC. Receipt and tabulation of the votes shall be done by AIChE. The ballot shall include notice of the date by which it must be received in order to be counted and that date shall be no earlier than four weeks after the transmittal of the ballot to the Division membership. Ballots received after this date shall not be counted. The count shall be certified to the Executive Committee in writing by AIChE. The Executive Committee shall accept as approved any amendment that receives a two-thirds affirmative vote of those returning ballots. An approved amendment shall then be submitted to the Chemical Technology Operating Council of AIChE and shall become an effective part of the Bylaws of the Division upon its approval.

Section 3. These Bylaws shall be reviewed by the Division Executive Committee every five years and be revised as may be needed, with any amendments approved by the Executive Committee, Division Membership, and by CTOC as outlined in Article III – Amendments, Section 1 and Section 2. The Bylaws may be reviewed and revised more often, as may be needed.

Annex No. 1

Duties of Division Chair

- Preside at all meetings of the Executive Committee; or, if unable to attend, arrange for the Division First Vice Chair, Second Vice Chair, or Secretary-Treasurer to preside.
- Assure that the Division adheres to the Bylaws, and that all Division guidelines and policies are applied equitably and consistently.
- Direct Executive Committee members and assign responsibilities to carry out all Division initiatives, activities and programs.
Direct and assign responsibilities to other leadership team members that may Chair committees or serve as leadership for various initiatives or programs.
- Set dates and locations for Executive Committee meetings to assure appropriate coordination of meetings with conference planning and publicity requirements.

- Prepare and issue appropriate agenda in advance of each Executive Committee meeting.
- Coordinate through AIChE, including the Chemical Engineering Technology Operating Council (CTOC) and Career and Education Operating Council (CEOC) staff (as needed):
 - Executive Committee meeting places, dates, and facilities;
 - Publicity, brochure, marketing material, website, and online presence preparation.
 - Membership, education, equity, diversity, and inclusion activities, and other responsible collaboration opportunities.
 - Alignment with AIChE objectives including IDEAL
- Assure that Executive Committee (Officer and Director) nominations and elections are accomplished consistent with the Division Bylaws.
- As soon as the election results are certified, notify the successful Executive Committee candidates in writing of their election to the Executive Committee and advise them of any upcoming meetings scheduled.
- Assure that unsuccessful Executive Committee candidates (for Officers and Directors) are duly notified of the election results.
- Seek ways to maintain and increase Division membership.
- Seek ways to increase conference attendance and support.
- Review the Division bylaws annually to determine if any revisions are necessary.

Ensure that all Executive Committee members read the Bylaws at the beginning of each calendar year.

- Ensure that the Division Awards Committee carries out activities according to the awards schedule and guidelines for all Division awards.
- Present the Norton H. Walton / Russell L. Miller Award and a service award for the previous Division Chair at the Annual Process Safety Division Dinner.

Duties of Division First Vice-Chair

- In the absence of the Division Chair, preside at meetings of the Executive Committee
- Assist the Division Chair in oversight of the entire Division, ensuring that all committees and initiatives progress as planned and any support needed is identified and provided to the extent possible.
- Chair, provide leadership and/or serve on such committees or Division initiatives as assigned by the Division Chair.
- Serve as liaison and point of contact for Division Symposium/Conference Programming Committees, identifying any support needed from the Division.
- Read the Bylaws at the beginning of the calendar year to ensure the Division adheres to them.

Duties of Division Second Vice-Chair

- In the absence of the Division Chair and First Vice-Chair, preside at meetings of the Executive Board.
- Provide oversight for the Division Awards Committee.
- Chair, provide leadership, and/or serve on such committees as assigned by the Division Chair.
- Arrange for the speaker for the Annual Process Safety Division Dinner.
- Complete planning and execution of Process Safety Division Annual Dinner, in consultation with Division Officers, and with the Secretary-Treasurer specifically in regard to financial matters.
- Read the Bylaws at the beginning of the calendar year to ensure the Division adheres to them.

Duties of Division Secretary / Treasurer

- Prepare and publish minutes of meetings, with particular note of decisions made, voting results, and required Action Items by Executive Committee members, AIChE Staff, or others.
- Issue and keep up to date a contact list of the Executive Committee members and others in key leadership roles.
- Prepare and administer a Division budget (as approved by the Executive Committee).
- Oversee the collection and approve the disbursement of funds, as authorized by the Executive Committee, in conjunction with AIChE accounting/finance staff preparing monthly and year-end financial statements for the Division. Monitor financial statements and the financial status of the Division and periodically report to the Executive Committee.
- Handle the general correspondence of the Division and, at the direction of the Division Chair, issue notices of all meetings (providing the required notice period specified in the bylaws).
- Assist the Nominating Committee Chair (Division Past Chair) in preparation and distribution of ballots via a suitable means of electronic communication and utilizing AIChE services in the conduct and tallying of Division elections.
- Handle or oversee the conduct of all votes carried out by the Division for various other (non-election) purposes – including electronic distribution of materials, tallying of the votes, and reporting the results to the Division Chair and Executive Committee.
- Collaborate with AIChE accounting/finance staff in production of the final

year-end financial statements for the Division, reviewing and approving the final statements.

- Report year-end financials to the Division Chair, Executive Committee and assist the Division Chair with any financial information for the Chair's year-end report to AIChE.

- Read the Bylaws at the beginning of the calendar year to ensure the Division adheres to them.

Duties of Division Past Chair

- Serve as the Division's Senior Spokesperson, with particular emphasis on AIChE and Division relationships.

- Serve as Chair of the Nominating Committee for election of Division Officers and Directors for the following year.

- Perform such other functions to support the Division Chair and the Executive Committee, as directed by the Division Chair.

Read the Bylaws at the beginning of the calendar year to ensure the Division adheres to them.

Duties of Division Directors

- Attend and participate in Division meetings

- Lead or serve on committees, subcommittees, or Division initiatives as assigned by the Division Chair and/or Executive Committee.

- Read the Bylaws at the beginning of the calendar year to ensure the Division adheres to them.

Annex No. 2

Symposium/Conference Programming Committees

- The following Division symposium/conference programming committees are recognized:
 - Plant Process Safety Symposium (PPSS)
 - Loss Prevention Symposium (LPS)
 - Process Safety Management Mentoring (PSMM)
 - Safety in Ammonia Plants and Related Facilities
- These committees have the following characteristics:
 - Operate according to their respective written operating guidelines.
 - May seek or receive support from the Division in various forms.
 - May petition the Division for funding for activities supporting the Division objectives.