

# CHICAGO Section Bylaws

## ARTICLE I Name

This organization shall be known as the Chicago Section of the AMERICAN INSTITUTE OF CHEMICAL ENGINEERS, hereafter referred to as the SECTION. The SECTION is incorporated under the laws of the State of Illinois as a non-profit organization.

## ARTICLE II Objectives

The objectives of this SECTION shall be those as stated in the Constitution and Bylaws of AMERICAN INSTITUTE OF CHEMICAL ENGINEERS (hereafter referred to as the INSTITUTE).

## ARTICLE III Obligation to AIChE

**Section 1.** The activities of the Chicago SECTION and its members are subject to the provisions in the Constitution, Code of Ethics, and By-Laws of the INSTITUTE.

**Section 2.** The SECTION shall not have authority to act for or in the name of the INSTITUTE nor incur any financial obligation in the name of the INSTITUTE.

## ARTICLE IV Jurisdiction

The boundaries of the SECTION shall consist of all the following counties: Cook, Dupage, Grundy, Kane, Kendall, Lake, Will in Illinois and Lake in Indiana.

## ARTICLE V Membership

**Section 1.** The membership of the SECTION shall be limited to Fellows, Senior Members, Members, and Student Members of the INSTITUTE and Local-Only Members residing or engaged in business within the boundaries described in the Section's Jurisdiction.

**Section 2.** People qualified for membership in the INSTITUTE but who are not members may become Local-Only Members of the SECTION for a period not to exceed two years. During this period, it is expected that Local-Only Members will apply for one of the grades of membership in the INSTITUTE.

**Section 3.** Any member of the INSTITUTE who resides and is engaged in business outside the boundaries of the SECTION and who desires to be affiliated with the SECTION may become a Local Member of the SECTION by application in writing to the SECTION Secretary.

**Section 4.** All eligible members shall become members in good standing upon payment of prescribed annual SECTION dues.

## **ARTICLE VI Dues**

**Section 1.** The fiscal year of the SECTION shall commence on July first and terminate on June thirty of the following calendar year.

**Section 2.** The SECTION dues shall be set by vote of the Board of Directors. Any changes in the dues shall become effective on the first day of each fiscal year or along with the INSTITUTE dues.

**Section 3.** Student Members of the INSTITUTE shall not be required to pay dues to the SECTION.

**Section 4.** The SECTION, not the INSTITUTE, shall be responsible for collecting the dues and tracking the individual records of Local-Only Members.

## **ARTICLE VII Officers and Directors**

**Section 1.** The officers of the SECTION shall be Chair, Chair-Elect, Secretary, Treasurer, Vice Chair-Program, and the immediate Past Chair. In addition, the SECTION shall have three Directors-at-Large.

**Section 2.** All officers and directors must be SECTION Members in good standing, and they must be Fellows, Senior Members, or Members of the INSTITUTE.

**Section 3.** The officers shall hold office for one year or until their successors are duly elected and take office. Directors are elected for a three year term or until their successors are duly elected and take office. One Director-at-Large shall be elected each year to serve a three term.

**Section 4.** Officers and Directors are allowed to seek the same office in consecutive years.

**Section 5.** The Chair or if absent, the Chair-Elect or if absent, the Vice Chair - Program or if absent, the Secretary or if absent, the Treasurer shall preside at all meetings of the SECTION.

**Section 6.** The Chair shall be responsible for providing strategic directions and leadership in enhancing the effectiveness of the section toward meeting the goals of its members.

**Section 7.** The Secretary shall keep a record of the proceedings of the SECTION.

**Section 8.** The Treasurer shall be responsible for the collection and disbursement of all funds as authorized by the Board of Directors. The Treasurer shall prepare all financial reports required by the INSTITUTE, Internal Revenue Service and all other local, state and federal government agencies.

**Section 9.** The Vice-Chair Program shall chair the Program Committee.

**Section 10.** The Past Chair of the SECTION shall automatically be filled by the most recent Chair and shall serve for a one-year term.

**Section 11.** The Chair-Elect of the SECTION and shall automatically succeed to the Chair for the next year. Chair-Elect chairs the Nominating Committee, which is appointed by the SECTION Chair.

**Section 12.** No Officer or Director shall hold more than one office at a time.

**Section 13.** Officers and Directors may be impeached by a 2/3 majority vote of the Board of Directors.

**Section 14.** Officers and Directors may be removed by a 2/3 majority vote of the members present at any monthly meeting.

## **ARTICLE VIII Elections**

**Section 1.** Officers of the SECTION shall be elected at each May monthly meeting and shall take office at the beginning of the fiscal year in July. Candidates shall be selected by a Nominating Committee. Nominations from Fellows, Senior Members and Members are allowed during the notification period and from the floor during the May meeting until the election vote is taken.

The Nominating Committee shall select qualified candidates for each office of the Board of Directors at least two weeks before the election. The Nominating Committee can propose a slate of officer candidates to be voted as a whole.

A Fellow, Senior Member or Member shall be qualified for election if they have served on a Section committee for at least one year.

**Section 2.** All voting members of the SECTION must be notified of the location of the election, who the candidates are, and how to cast their vote if they cannot be present for the election. Members must have a period of at least two weeks to review the candidates before the election.

**Section 3.** Officers can be elected by majority voice vote of SECTION members in good standing at the election meeting, or by e-mail ballot, by mail ballot, or by internet ballot under procedures prescribed by the Board of Directors.

**Section 4.** Student Members and Local-Only Members may not hold office in the SECTION and may not vote in elections of Officers, Directors, or amendments to the Bylaws.

**Section 5.** The Past Chair validates that the votes are from members that are eligible to vote. The Chair shall validate the vote tally. If either the Chair or Past Chair cannot fulfill their duty, another Past Chair can be appointed to assume the responsibility. The Past Chair and Chair are not eligible to tally or validate the election if they are also on the ballot.

**Section 6.** Candidates with the greatest number of votes cast shall be declared as duly elected. In the event of a tie, there shall be a run-off election between the two candidates with the highest number of votes.

**Section 7.** Immediately following the election, the Secretary shall forward the names of the newly elected officers to the Membership Department of the INSTITUTE. The SECTION Secretary will also announce the names of the newly elected officers and directors to the SECTION Members.

**Section 8.** In case a vacancy occurs in any elective office, the Board of Directors shall appoint an eligible member of the SECTION in good standing to fill the unexpired term. An appointee for the remaining term of the Chair-Elect shall be called Chair-Elect Protem, but shall not automatically succeed the Chair the following year. Rather, a new Chair shall be elected at the next officers election. The Chair-Elect Protem appointed as above shall assume all other responsibilities of the office of Chair-Elect specified in the Bylaws.

## **ARTICLE IX BOARD OF DIRECTORS**

**Section 1.** There shall be a Board of Directors consisting of the elected officers and directors of the SECTION.

**Section 2.** The Past Chair is a member of the Board of Directors with voting privileges.

**Section 3.** The quorum for a regular Board of Directors meeting shall consist of a simple majority of the total voting Board membership.

**Section 4.** All proposals considered by the Board of Directors require majority vote by a quorum except as noted in these Bylaws (e.g., Amendments).

**Section 5.** The Chair shall provide notice of the regular Board of Directors meetings to the members consisting of the time, location, and agenda not later than three days in advance of the meeting. The Board of Directors must meet a minimum of four times during any calendar year.

**Section 6.** A special Board of Directors meeting may be called by the Chair or at the request of three or more members of the Board. A special Board meeting must be held within 14 days of the request for the meeting. The three-day advanced notice of the Board of Directors meeting is not required for a special Board meeting; however, if possible, the Secretary or Chair should provide advanced notice of the meeting to all of the Board members.

**Section 7.** The minutes from a Board of Directors meeting, budget, or Treasurers Report should be made available to any SECTION member in good standing upon request.

**Section 8.** The Board of Directors shall update the Board's rules and procedures as required.

## **ARTICLE X Committees**

**Section 1.** There shall be eleven Standing Committees, as listed in Section 2 below, with each committee being overseen by an elected officer or director of the SECTION. Chairs of

the Standing Committees shall be appointed by the SECTION Chair.

**Section 2.** The duties of the Standing Committees shall be as follows:

Programming Group

- Meeting Programming Committee
  - o Arrange speakers for monthly meetings
- Logistics Committee
  - o Arrange catering and venues for monthly meetings
- Midwest Regional Conference Planning Committee
  - o Plan Midwest Regional Conference

Career Development Group

- Engineering Outreach Committee
  - o Arrange participation in E-Week, ACS Chemistry Day, etc.
  - o Other K-college engineering outreach
- Young Professionals Committee
  - o Plan programming for young professionals
- Professional Development Committee
  - o Arrange companies to give pre-meeting talks

Publicity Group

- Newsletter Committee
  - o Publish newsletters monthly up to ten issues per year
- Online Marketing Committee
  - o Social Media postings
  - o Website

Membership, Awards and Services Group

- Membership Committee
  - o Update Section membership and email list via AIChE Global membership list
  - o Serve as welcome wagon to welcome and recruit new/potential members
- Scholarship Committee
  - o Review applications and select scholarship recipient(s)
- Awards Committee
  - o Recommend and submit AIChE Global and local Section award nominations
  - o Review applications and select Thiele award recipient

**Section 3.** The SECTION Chair may appoint any other ad hoc committees he/she considers necessary during the course of the year.

**Section 4.** The services of any committee member may be terminated by the SECTION Chair with the approval of the Board of Directors.

**Section 5.** Unless otherwise designated by the Board of Directors, the Chair is an ex-officio member of all committees.

### **ARTICLE XI SECTION Meetings**

**Section 1.** There shall be at least eight meetings of the SECTION each year. The Logistics Committee shall coordinate with the Meeting Programming Committee to determine the date and place of the meetings.

**Section 2.** A notice of each SECTION Meeting shall be sent to all Members of the SECTION at least ten days in advance of such meetings.

### **ARTICLE XII Order of Business**

At any meeting, any procedural question requiring a ruling not provided for in the Bylaws shall be decided in accordance with “The Modern Rules of Order – A guide for Conducting Business Meetings” by Donald Tororice.

### **ARTICLE XIII Indemnification/Liability**

**Section 1.** The SECTION shall indemnify each member of the Board of Directors to the fullest extent permitted by State Code. Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any duty of the SECTION to indemnify the members of the Board of Directors existing at the time of such repeal or amendment.

**Section 2.** To the fullest extent permitted by State Code, no member of the SECTION, officer, or member of the Board of Directors shall be personally liable for the acts of the SECTION, its Board of Directors, officers, or directors.

### **ARTICLE XIV Signature Authority**

**Section 1.** Only the Chair, Chair-Elect, or their designees have the authority to contractually obligate the SECTION within the limits prescribed by the Board of Directors.

**Section 2.** The Chair or Treasurer shall sign all checks by the SECTION. The Chair or Treasurer shall endorse checks, drafts, notes and other negotiable instruments payable to the SECTION for collection or deposit. Stocks, bonds, or other securities owned by the SECTION may be sold or transferred upon signature of the Chair AND Secretary. The Chair or

Treasurer shall sign all documents required to be filed with the Federal, State or local authorities.

## **ARTICLE XV Amendments**

**Section 1.** The Board of Directors may propose an amendment(s) to the Bylaws by a two-thirds majority vote of the Officers and Directors.

**Section 2.** The members of the SECTION shall be notified of the proposed amendment(s) by the same means of communication for announcing dinner meetings. Members will have 30 calendar days after notice to provide their input including objections to the Board. If changes are significant, the process starts over permitting members to have another 30 calendar days to comment. The Career and Education Operating Council (CEOC) of the Institute shall be provided a copy of the proposed amendment when the members are notified.

**Section 3.** After the comment period, the Board of Directors may vote to adopt the amendment by a two-thirds majority vote of the Officers and Directors.

**Section 4.** A copy of the adopted Bylaws with the amendment shall be provided to the CEOC.

## **ARTICLE XVIII Section Dissolution**

**Section 1.** Upon the dissolution of the Section, any assets remaining thereafter shall be conveyed to AIChE.

**Section 2.** In the event that AIChE is not then in existence or is not then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under such successor provision of the Code as may be in effect at such time, the assets shall be conveyed to an organization dedicated to the perpetuation of objects similar to those of the AIChE and exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at such time.

## **CERTIFICATE OF SECRETARY**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the AIChE Chicago Section and that such Bylaws were duly adopted by the Board of Directors.

Dated: \_\_\_\_\_

**Signed Name** \_\_\_\_\_

*Printed Name*

Secretary