

D&F Bylaws: Revision Procedures and Review Rubrics

CTOC

2022 Revision Draft

Bylaws Revision Procedures (see figure on next page for visual illustration)

1. Initiation

- Bylaw revisions may be initiated by whomever is permitted in the existing bylaws, which should include the Division/Forum (D/F) Membership, the D/F Executive Committee (D/F EC), and CTOC.
- Once a revision is initiated, it is recommended that the D/F EC appoint a “bylaws revision lead” (D/F Lead) to guide the revision process.
- The D/F Lead shall contact their D/F CTOC Liaison for guidance and to inform CTOC of the upcoming bylaws revision. CTOC Bylaws Subcommittee will assign a CTOC bylaws liaison.

2. Revision

- D/F Lead shall lead the preparation of a draft revision **(must include tracked changes for CTOC and membership review)**.
 - CTOC bylaws liaison can provide the D/F with a bylaws template and review rubric.
 - It is highly recommended that the D/F seek input from CTOC bylaws liaison.
 - Two members of the CTOC Bylaws Subcommittee will perform an initial screen for fast iteration.
 - D/F Lead will work with CTOC bylaws liaison to address issues.
- D/F Lead shall submit a draft revision to the D/F EC for pre-approval.

3. CTOC Pre-approval

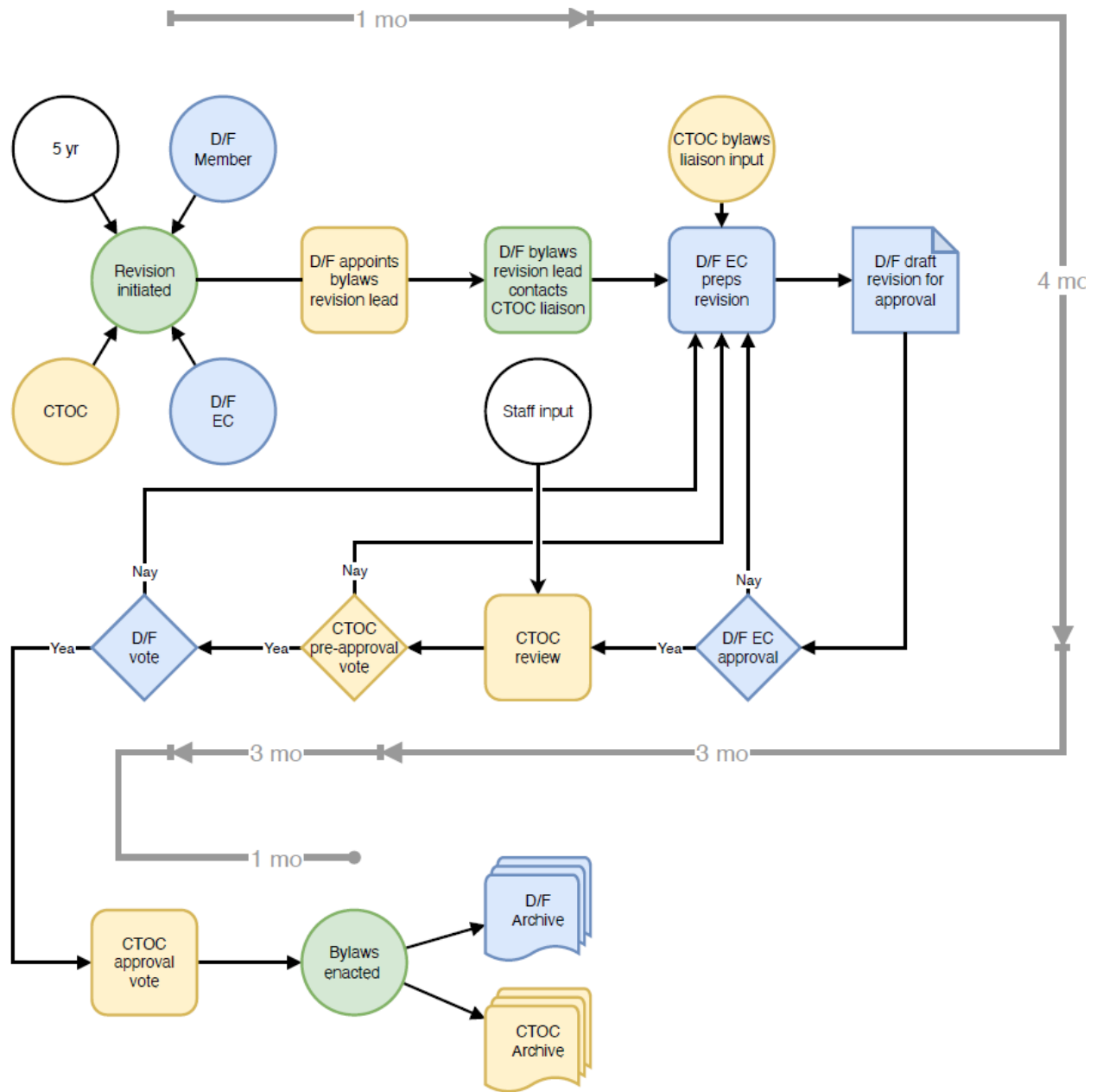
- CTOC Bylaws Subcommittee will submit the approved draft revision to CTOC for pre-approval.
 - CTOC and AIChE CTOC Staff Liaison will review and may give suggestions.
 - D/F Lead will address recommended revisions.
 - CTOC will hold a pre-approval vote.
 - Pre-approval from CTOC will be by majority vote.

4. Approval

- D/F EC will submit the CTOC pre-approved draft revision to the D/F Membership for approval to the relevant process in their existing bylaws.
- D/F EC will submit the draft revision approved by D/F Membership to CTOC bylaws liaison for formal final approval.
- CTOC will hold a vote on final approval.

5. Enacting New Bylaws

- Upon approval, the draft revision will be adopted and become effective immediately.
- Archival copies will be maintained by both D/F and CTOC and be made publicly available.
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D&F Bylaws Review Rubrics and Best Practices

Bylaws are expected to comply with legal and professional standards and with any requirements established by the AIChE Board of Directors or by CTOC.

Please note that items following the open rectangles (□) are the review rubrics (labeled as **required**, **recommended**, **highly encouraged**) and indented italicized items are best practices.

- Name and Objectives
 - Current and correct name/acronym throughout the document (**required**)
 - *If a name change is desired, the proposed name should be discussed with CTOC to assure there is no conflict with other AIChE entities*
 - Defined scope is current (**required**)
 - *Ensure that the research and technology fields still apply*
 - Objectives are appropriate in scope and not too broad (**required**)
 - *Objectives establish the Division or Forum value proposition*
 - *Objectives serve as a framework for Divisions and Forums to consider the appropriateness of the activities and to identify both successes and shortcomings. They should be reviewed every five years to ensure that they reflect current activities*
 - *Ensure that the current scope does not overlap extensively with other current Divisions or Forums or other AIChE entities*
 - Objectives include a statement that supports AIChE's Equity, Diversity and Inclusion Statement such as "foster inclusion and diversity in the leadership, membership, and activities of the Division" (**highly encouraged**).
- The authority section should correctly refer to AIChE entities and hierarchy and include the following statements (**all are required**):
 - The Division/Forum is under the supervision and control of the Chemical Engineering Technology Operation Council (CTOC) of AIChE.
 - The Division/Forum leadership and activities will abide by the AIChE Code of Ethics; Code of Conduct; and Equity, Diversity, and Inclusion Statement.
 - Division/Forum programming activities shall be carried out in cooperation with the AIChE Program Committee.
 - The Division/Forum 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.

- Membership requirements:

- Are clearly described (**required**)

Note: According to the AIChE Bylaws (which you must not conflict with)

- *AIChE membership categories are Fellows, Senior Members, Members, and Student Members (enrolled as a student in a curriculum leading to their first professional degree).*
- *Division members shall be Fellows, Senior Members, Members, or Student Members of the Institute (AIChE).*
- *All Division officers shall be Fellows, Senior Members, or Members.*
- *NOTE: The AIChE dues formulas recognize different levels of “professional status” including Undergraduate Students, Graduate Students, Postdoctoral Researchers, Young Professionals taking into account years since graduation, Emeritus status. However, these are NOT AIChE membership categories.*

- Addresses roles and rights of different membership levels as appropriate (such as voting privileges and eligibility to hold office) (**recommended**)

- *Explicitly address the role and rights of Student (undergraduate) Members, who do not pay dues, including voting rights. It should be noted that bylaws that use membership dues to establish membership can inadvertently exclude undergraduate members from participation.*
- *Additional Division membership sub-categories may be defined in the Division Bylaws, such as Emeritus Members of the Division or Graduate Student Members of the Division. Any differences in dues requirements, voting status, and eligibility to hold office for the various Division membership categories should be defined in the Division Bylaws.*

- Includes statement concerning membership adherence to AIChE Code of Ethics; Code of Conduct; and Equity, Diversity, and Inclusion Statement (**highly encouraged**)

- Forums – should state that membership is through self-selection and/or based upon payment of dues (**recommended**)*

- Organization

- Officers are listed along with eligibility, term of office, and succession plan (if applicable) (**required**)

- *Consider whether there is a requirement for officers to come from academia or industry*
- *Note: Student (undergraduate) Members are not eligible to serve as a Division Officer. They may hold other positions within the Division as designated in the Bylaws.*
- *Consider whether certain positions should be designated for young professionals or non-US residents*

- *Consider whether the CTOC liaison should have a designated board position [as an ex officio member] (required), with or without voting rights*
 - *Consider provisions for temporary or transient positions*
 - *Forums: explicitly state whether there are any distinctions between AIChE members and non-members for officer eligibility*
- Describes composition of the Board and/or Executive Committee (**required**)
- Describes duties of officers (**required**)
 - *Note: Newly elected officers should read and understand the current bylaws*
- Describes who is in charge of technical programming (**required**)
 - *Recognize any programming activities at the division or forum level which should be carried out in cooperation with the AIChE Program Committee*
 - *NOTE: According to the AIChE Bylaws: The Division Program Chair shall become a member of the Program Committee*
- Provide procedures for replacement of vacated positions during a term (**required**)
- Procedures needed for removal of an officer for non-participation or other significant causes (**required**)
 - *NOTE: This information is currently in the Division and Forum Bylaws Templates under Meetings (Article V, Section 2.3)*
- Includes a brief description of key standing committees (**recommended**)
 - *A more detailed description of standing committee responsibilities and expectations, as well as transient committees, can be included in the Division Operating Manual (or Officers' Manual)*
- Includes a description of Areas and their relationship to the Division (**recommended**)
- Meetings
 - Include any essential meetings of the Division or Forum (**required**)
 - *Consider which committee meeting activities should be included in the bylaws versus the Division Operating Manual (or Officers' Manual)*
 - Describe meeting requirements, such as: minimum number per year, timing of the meetings, meeting notification requirement, quorum requirement (make sure it is still valid and reasonable), votes needed for passing (be mindful of majority vs. supermajority vs. plurality), required elements in the order of business, meeting modality (face-to-face, virtual, hybrid, ...) (**required**)
- Elections

- Describes the election rules and process including: elected positions that should be on the annual (or biannual, etc.) ballot(s), election timing and (relative) deadlines, voting modality options (in person, mail, electronic), votes needed for election (be mindful of majority vs. supermajority vs. plurality), voting eligibility, voting certification nomination procedures, minimum number of candidates for each position, eligibility of candidates for each position, term of office / date new term of office begins (**required**)
 - *If the information, such as elected positions and voting eligibility, are described elsewhere in the bylaws, the Articles and Sections can be referenced.*
 - *NOTE: CTOC does not need to certify the vote but should be informed of the results through the CTOC staff liaison*
 - *Detailed procedures of the voting process or those that may change more frequently can be included in the Division Operating Manual (or Officers' Manual), such as: specific voting modality (e.g., email response, web page response, etc.) and process details, responsibility for preparing, sending collecting, counting ballots (AIChE division/forum staff liaison can assist), and details of nomination procedure*
- Dues and Finances
 - Describes how the dues are determined, modified, and approved (note: CTOC does not approve dues) (**required**)
 - Notes if any members are exempt from dues (by membership level, employment status, age, etc.) (**required**)
 - Explains voting rights associated with non-dues-paying members (if not addressed elsewhere) (**required**)
 - Describes how the budget is approved and adjusted, how expenditures are approved and how the financial balance information is provided to the membership (**required**)
- General Provisions
 - Describes contents of the Division Operating Manual (or Officers' Manual) if one exists. (**recommended**)
 - Includes language regarding final authority in interpreting the Bylaws, and the ruling governance and procedures for items not covered in the Division Bylaws or Operating Manual (**required**)
 - Describes what will be done with any assets in the event of a dissolution of the Division/Forum (**required**)
- Amendments

- Includes the overall process to be used for changes and amendments to the bylaws including the specified margin of a specified level of membership needed to approve the changes (**required**)
 - *The specifics on how to solicit the membership vote can be documented in the Division Operating Manual (or Officers' Manual) to make them easier to revise as technology changes*
- Includes a schedule for formal review of the Bylaws of at least every five years (**required**)
- Should indicate that final approval will be granted by CTOC (**required**)
- **Version Tracking (highly recommended)**
 - An archival copy of the Bylaws will be maintained by CTOC as well as by the Division/Forum and will be publicly available on the Division/Forum website or similar online platform (**required**).
 - Changes and amendments to the bylaws should be documented (*at the end of the bylaws*)
 - *This can be in the form of a table with the editing date, a brief description of what was modified, and the date of approval by the membership and by CTOC*
 - *Formal Bylaw Review dates should also be recorded even if they do not result in changes*
 - *Bylaws in the process of being modified should be labeled as "DRAFT" (at the top or with a watermark) until they have been approved by both membership and CTOC. Bylaws labeled DRAFT should not be published.*
- **Awards (optional)**
 - *Inclusions of an Article that is focused on the Awards Process is optional and may depend on how central awards are to the Division/Forum's goals and value proposition. It is recommended that specific procedures which may change relatively frequently, along with award descriptions and criteria, be documented in a Division Operating Manual (or Officers' Manual).*
 - *If a named award is being considered, the AIChE Foundation Naming Gift process should be followed. Division/Forum officers should contact AIChE staff to understand the Naming Gift policy and to obtain the Naming Gift Form. The proposed named award is subject to review and discussion by the AIChE Naming Committee.*
 - *Consideration should be made concerning the diversity of both the award selection committee and the award recipients.*

The following is not part of the Bylaws review, but is included here as a best practice.

- Division Operating Manual (or Officers' Manual) (**strongly recommended**)

- *This document is separate from the Bylaws but is part of the Division or Forum procedures.*
- *Consider what should be included in the Bylaws (requiring CTOC approval) and what should be included in the Operating Manual (not subject to approval and can be changed informally by Division leadership). A rule of thumb is that broad governing rules that are changed infrequently should be in the bylaws and detailed processes and procedures that may change often can potentially go into an Operating Manual.*
- *The following categories could be included in this document*
 - *More detailed description of responsibilities and procedures for the officers*
 - *Detailed membership voting procedures*
 - *More detailed description of standing committee responsibilities and expectations*
 - *Description of potential transient committees*
 - *Award descriptions and procedures*
 - *Invited speaker procedures*
 - *This document should include a record of changes (see Version Tracking section)*