

AIChE CONSTITUTION
As Amended on December 15, 2016

Article I—Name

The name of this corporation is AMERICAN INSTITUTE OF CHEMICAL ENGINEERS, and its abbreviated title is AIChE.

Article II—Objectives

The objectives of the Institute are (1) to advance chemical engineering in theory and in practice, (2) to maintain a high professional standard among its members, and (3) to serve society, particularly where chemical engineering can contribute to the public interest.

Article III—Definition of the Profession

Chemical engineering is the profession in which knowledge of mathematics, chemistry, and other natural sciences gained by study, experience, and practice is applied with judgment to develop economic ways of using materials and energy for the benefit of mankind.

Article IV—Membership

Section 1.— The membership of the Institute shall consist of FELLOWS, SENIOR MEMBERS, MEMBERS, and STUDENT MEMBERS. A candidate for any grade of membership shall be engaged in an activity and possess scientific knowledge or practical experience which qualify the candidate to cooperate with engineers in the advancement of chemical engineering knowledge and practice. Only FELLOWS, SENIOR MEMBERS and MEMBERS shall have the privilege of holding office, of voting for officers and directors, and of voting on amendments to this Constitution.

Section 2.— Eligibility for membership grades of Senior Member and Fellow are provided in the AIChE Bylaws. Election to Fellow shall be by vote of the Board of Directors upon nomination by five Fellows or Senior Members. Past Presidents of AIChE are exempt from the nomination requirement. All nominations and recommendations shall be held in strict confidence by the Admissions Committee and by the Board.

Section 3.— An applicant shall subscribe to the Constitution and Bylaws of the Institute and to its Code of Ethics upon acceptance of membership.

Section 4.— Membership in the Institute may be terminated:

- (a) By formal resignation.
- (b) By expulsion.
- (c) By extended delinquency.
- (d) By expiration of Student Membership.

Section 5.— Any member may be suspended for a time, or expelled, by the Board of Directors by a two-thirds vote of the entire membership of the Board, if, in the opinion of the Board, the member is guilty of professional misconduct, or of abuse or misuse of the privileges of Institute membership, or of action prejudicial to the best interests of the Institute or profession. All charges against a member shall be prepared and filed in writing with the Office of the Secretary for submission to the Board of Directors.

Section 6.— Anyone whose membership has been terminated may at any time apply for membership, and such application shall be presented and treated like other applications for membership, provided all sums owed to the Institute by such applicant be first paid in full.

Article V —Officers and Directors

Section 1.— The officers of the Institute shall be the PRESIDENT, the PRESIDENT-ELECT, the PAST PRESIDENT, the SECRETARY, and the TREASURER. The directors of the Institute shall be the 5 officers and the 12 elected directors, who together shall constitute the Board of Directors. The duties of the officers and directors shall be those usually pertaining to their offices.

(a) The PRESIDENT-ELECT shall succeed to the presidency and serve as PRESIDENT for a term of one year beginning January 1 following the annual election. If prior to the preparation of the official ballots for the annual election, the office of PRESIDENT-ELECT is not occupied by someone duly elected by the membership, or if the PRESIDENT-ELECT is unable to serve as PRESIDENT, the Nominating Committee shall nominate at least two candidates for PRESIDENT who shall then be elected by the members as hereinafter provided. A PRESIDENT who has been elected to the office or who has succeeded to the office as provided above shall not be eligible for re-election or for election to PRESIDENT-ELECT for the next ensuing term. A PRESIDENT who has been appointed to fill an unexpired term as provided in Section 3 shall be eligible for nomination and re-election for the next ensuing term.

(b) The PRESIDENT-ELECT shall be elected annually for a term of one year beginning January 1 following the annual election.

(c) The PRESIDENT becomes the PAST-PRESIDENT for a term of one year beginning January 1 following the year serving as PRESIDENT. If the PAST-PRESIDENT is unable to serve as PAST-PRESIDENT, the Board of Directors shall appoint a PAST-PRESIDENT who has previously served as PRESIDENT for the remainder of the calendar year.

(d) The SECRETARY shall be elected every third year for a term of three years beginning January 1 following his/her election. The term of the SECRETARY will be offset by one year with respect to the term of the TREASURER. An elected SECRETARY who is serving a full term shall be eligible for re-election to no more than one additional term as SECRETARY. An elected SECRETARY who has been elected to an unexpired term as provided in Section 3 shall be eligible for re-election to no more than two additional terms.

(e) The TREASURER shall be elected every third year for a term of three years beginning January 1 following his/her election. An elected TREASURER who is serving a full term shall be eligible for re-election to no more than one additional term

as TREASURER. An elected TREASURER who has been elected to an unexpired term as provided in Section 3 shall be eligible for re-election to no more than two additional terms.

(f) Four directors shall be elected each year for terms of three years each beginning January 1 following the annual election.

(g) An elected director who is serving a full term shall not be eligible for re-election until the election next following the expiration of his/her full term. An elected director who is serving a full term shall be eligible for re-election to no more than one additional term as director. A director who has been elected to fill an unexpired term shall be eligible for re-election to a maximum of two additional terms as director.

(h) The office of an elected director who has been absent from a majority of the regular Board of Directors meetings during a calendar year may be declared vacant by a majority vote of the entire Board.

Section 2.—All officers and directors shall be Fellows, Senior Members or 4-year Members of the Institute. The President (in those instances required under Section 1(a)), President-Elect, Secretary, Treasurer, and the directors shall be elected by the Fellows, Senior Members, and Members.

(a) The Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall include on the election ballot the name of any qualified Fellow, Senior Member, or 4-year Member whose nomination for President-Elect, Secretary, Treasurer, or Director (but not President) is supported in writing by 2% of the voting membership. Nominees for President, President-Elect, Secretary, and Treasurer must have served as officers or directors.

Section 3.—Vacancies occurring in any office or among elected directors shall be filled by vote of the Board of Directors for any unexpired portion of the calendar year. The Board of Directors shall continue to fill any such vacancy until a successor can be chosen by regular nomination and elected.

Article VI—Board of Directors

Section 1.—The officers and elected directors, as the directors of the Institute, constituting the BOARD OF DIRECTORS, shall have supervision and care of all property of the Institute and shall transact all business of the Institute for it and on its behalf. The Board of Directors, unless the Constitution and Bylaws provide otherwise, may delegate authority as it deems desirable.

Section 2.—There shall be an Executive Committee of the Board of Directors which shall consist of the President as Chair, the President-Elect as Vice Chair, the Secretary, the Treasurer, and the Past President. 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 Institute and take such actions as are consistent with the Board of Directors' delegations.

Section 3.—The Board of Directors shall employ an Executive Director. The Executive Director shall perform such duties as the Board of Directors may direct and shall render regular reports to the Board of all his/her activities.

Section 4.—In the event of vacancy in the office of Executive Director, the Executive Committee shall appoint an Acting Executive Director to serve until such time as the Board of Directors has filled the Office of Executive Director.

Section 5.—A majority of the Board of Directors shall constitute a quorum at any meeting. Meetings may be held by teleconference, videoconference or other electronic means, and votes may be cast either in person, by mail, or by electronic means.

Section 6.—The Board of Directors shall prepare and adopt a set of Bylaws in conformity with the Constitution, which together with the Constitution shall govern its procedure and that of the Institute. Such Bylaws shall be adopted or may be amended by a two-thirds vote of the whole Board of Directors; provided that the text of a proposed Bylaw, or proposed amendment thereto, shall be furnished to each director at least ten days before the meeting at which a vote is to be taken.

Section 7.—The Board of Directors shall establish such committees as it may consider necessary. The Admissions Committee and the Committee on Ethics shall be chosen from the Fellows and Senior Members of the Institute. The membership of other committees may include Members.

Section 8.—The Board of Directors may authorize the organization of entities to further AIChE's mission. It may formulate, retaining the right to discontinue any entity that does not comply with the regulations.

Article VII—General

Section 1.—The Institute shall be governed by its Constitution and Bylaws in conformity with the laws of the State of New York, under which it is incorporated, and of the United States.

Section 2.—All matters properly brought in question shall be decided by a majority of the votes cast, except where the Constitution or Bylaws provide for a greater ratio of favorable votes.

Section 3.—In the case of any question concerning the interpretation of any portion of the Constitution or Bylaws, the decision of the Board of Directors shall be final.

Section 4.—The Institute shall not be held responsible for unauthorized opinions of its members, no matter how or where expressed.

Section 5.—The Institute does not consent to the use of its name for any purpose other than the objects stated in the Constitution.

Section 6. – The dissolution of the American Institute of Chemical Engineers shall require two-thirds approval of the Board of Directors.

Article VIII —Amendments

Section 1.—All proposed amendments to this Constitution shall be reduced to writing.

Section 2.—Amendments to this Constitution may be proposed by a resolution of the Board of Directors, or by a petition addressed to the Board of Directors signed by not less than two percent of those holding the grade of Fellow, Senior Member, or 4-year Member as of December 31 of the year preceding the submission of the petition.

Section 3.—Amendments proposed by petition shall be considered at the next two regular meetings of the Board of Directors following receipt of the petition.

Section 4.—Any proposed amendment, whether by resolution of the Board of Directors or by petition, shall, after due consideration by the Board, be offered for discussion at a general meeting of the Institute.

Section 5.—Adoption of the proposed amendment or amendments shall be by ballot of the voting members, as provided in the following paragraphs (a through d).

(a) Within 30 days after such discussion, the Office of the Secretary shall send to each Fellow, Senior Member, and 4-year Member a copy of the amendment or amendments proposed for adoption, with a ballot, together with a copy of any recommendations the Board of Directors may wish to make.

(b) All votes to be counted shall be returned to the Office of the Secretary and be received before a date specified on the ballot. This date shall not be less than 60 days or more than 70 days after the date the ballots are sent to the voting members.

(c) The count of votes shall be verified by two tellers appointed by the Board of Directors and the results reported to the Board at its next meeting.

(d) If two-thirds (2/3) of all votes received are in favor of the proposed amendment or amendments, they shall forthwith become a part of the Constitution. If the total positive votes are less than two-thirds (2/3) of all votes received, the proposed amendment or amendments may, on recommendation of the Board of Directors, be resubmitted to the voting members.

Section 6.— Without changing their import, the Board of Directors may re-number the various articles and sections of the Constitution.