BYLAWS
OF THE
CENTER FOR CHEMICAL PROCESS SAFETY
OF THE
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS

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ARTICLE I - NAME, PURPOSE, AND OBJECTIVES

SECTION 1 - NAME AND ACRONYM

The name of the organization is the Center for Chemical Process Safety of the American Institute of Chemical Engineers (AIChE). Its official acronym is CCPS.

SECTION 2 - PURPOSE AND OBJECTIVES

The primary purpose of CCPS is to establish a not-for-profit scientific and educational organization to conduct research and provide objective, technical information on issues related to safety in the manufacture, handling, and storage of toxic, flammable, explosive, and/or reactive materials in order to provide expert leadership, focus to engineering practices, and prevent or mitigate catastrophic events involving hazardous materials.

The objectives of CCPS are to:

- **Serve** as a premier worldwide resource for Process Safety knowledge and understanding.
- **Advance** Process Safety culture, technical concepts and management practices.
- **Enhance** individual & organizational Process Safety competency.
- **Foster** collaboration within and across organizations, at all levels.
- **Promote** Process Safety as a key societal value and foundation for responsible, sustainable operation.

ARTICLE II - RELATIONSHIP TO AIChE

SECTION 1 - ADMINISTRATION OF CCPS

CCPS is considered an Industry Technology Alliance ("ITA") of AIChE and will be administered by the staff of AIChE.

SECTION 2 - LIMITATION OF ACTIONS

CCPS does not have the authority to act for, or in the name of, AIChE or any Member or participant, except with the explicit authorization of the Board of Directors of AIChE or said Member or participant. CCPS does not have the authority to incur any financial obligations in the name of AIChE. All activities of CCPS shall be within the limitations imposed by Section 204 of the New York Not-for-Profit Corporation Law and any other laws and regulations applicable to not-for-profit corporations.

SECTION 3 - AIChE OBLIGATIONS AND RIGHTS

AIChE, shall lend its name to CCPS and shall provide publicity through its publications, meetings, and other appropriate media. AIChE shall be assigned copyrights, and publication rights, to results of projects sponsored through CCPS, subject to specified time restrictions on release, except where excluded by law or such rights are explicitly waived by the Executive

Director of AIChE. The net income from any such products shall be made available to CCPS. Any inventions and/or patents arising out of and issued with respect to research sponsored by CCPS will be assigned to AIChE, except where excluded by law or where such rights with respect to a specific research contract are explicitly waived or granted to CCPS by the Executive Director of AIChE upon recommendation of the responsible project committee and the Governing Board.

SECTION 4 - CCPS OBLIGATIONS AND RIGHTS

The AIChE staff assigned to CCPS work shall be responsible for such things as mailings, administration of funds, preparation and execution of contracts, arrangements of meetings, and printing and distribution of technical books, reports, and materials. The Executive Director of CCPS, who is a member of the AIChE staff, shall have the authority to negotiate and sign contracts, set prices for CCPS books, meetings etc., and conduct other financial functions for CCPS.

SECTION 5 - CCPS DURATION AND RESIDUE FUNDS

CCPS has been approved by AIChE Board of Directors without limit on duration. Termination will be preceded by notification by AIChE Board of Directors to the CCPS Governing Board to the CCPS organization including Members of such action at least one year prior to the effective date of termination. The obligations hereunder of AIChE are conditioned upon payment of the annual contributions for each calendar year and may be terminated by AIChE with the required notification if for any calendar year, aggregate annual contributions of the Members, and other sources of income are, insufficient to meet the administrative costs and expenses of CCPS. Upon termination of CCPS, residue funds shall be transferred to AIChE.

ARTICLE III – MEMBERS AND DUES STRUCTURE

SECTION 1 - QUALIFICATION OF MEMBERS

Any corporation, company, foundation, or partnership, located anywhere, having an interest in process safety may become a Member of CCPS through payment of annual dues to AIChE and through designation of a Technical Representative and a Financial Representative to CCPS. Participation rights begin immediately upon receipt of the annual dues payment by AIChE and extend through the end of the billing year during which such payment is received.

SECTION 2 - RIGHTS OF MEMBERS

Members are entitled to be represented at meetings of Members, which may be scheduled from time to time, and to be represented on the Technical Steering Committee (TSC). Members may purchase any of the CCPS products, including guidelines, training, and conference proceedings, at special prices.

SECTION 3 - BENEFITS OF MEMBERSHIP

Members are entitled to:

1. participate in the program of research seminars, meetings, and publications that develop and disseminate cutting edge information from expert sources;
2. participate in the development of books, training, tools, conferences, and other products;
3. participate in the development of the Guidelines, Concept Books and other products which may be referenced in new Federal and State laws and regulatory documents;
4. place process safety concerns on the CCPS agenda;
5. be part of a vital exchange with noted colleagues worldwide.

SECTION 4 - DUES

Annual dues for participation in CCPS shall be established by the Governing Board of CCPS upon recommendation from the CCPS Executive Director.

SECTION 5 - ASSOCIATE MEMBERS

A category of Associate Member is available to any organization that is not a corporation, company, foundation, or partnership, located anywhere, having an interest in process safety, for minimum dues as recommended by the CCPS Executive Director and approved by the Governing Board. Associate Members paying dues equal to the standard non-manufacturer rate shall have the same rights as Members.

SECTION 6 – EMERITUS MEMBERS

A category of Emeritus Member is available to certain retired individuals with expertise and demonstrated leadership in process safety.

To qualify for status as Emeritus Member, an individual shall:

- Have participated actively in the CCPS former Advisory Board, Technical Steering Committee, or a CCPS project subcommittee while employed by a sponsor company (not including participation as a paid project contractor)
- Not be employed by a company or organization eligible for CCPS sponsorship or associate sponsorship
- Agree to pay their own expenses for participating (e.g., travel, food, and lodging)
- Be approved as an Emeritus Member for a three-year term by majority vote at a Technical Steering Committee

Emeritus members are eligible to:

- Attend CCPS technical steering committee meetings
- Receive free copies of new CCPS products for the projects in which they actively
- Participate in the product's development

Serve as a member of the CCPS Planning Board

Emeritus members are not eligible to:

- Receive complimentary copies of CCPS products other than as relates to project participation

- Vote on CCPS matters individually
- Participate in bid reviews.

SECTION 7 – PROVISION FOR TERMINATION OF MEMBERSHIP BY AIChE

AIChE has the sole right and discretion to reject a particular member applicant or to terminate the membership of any member if AIChE believes that such member or potential member or any of that member's or potential member's representatives has misused AIChE copyright or intellectual property, has violated anti-trust, or has not properly identified conflict of interest to AIChE and taken adequate steps to manage that conflict of interest.

ARTICLE IV - ORGANIZATION

SECTION 1 - GENERAL

Oversight for all activities of CCPS is provided by the Governing Board. Overall administration, management, and supervision of CCPS will be conducted by and be the responsibility of the Executive Director of CCPS who will report directly to the Executive Director of AIChE.

The CCPS Planning Board and Technical Steering Committee are standing committees. Other Committees and Subcommittees shall be established and sunset as appropriate to conduct the functions of CCPS. Subcommittees of the Technical Steering Committee shall be established to develop and provide direction for each of the authorized projects of CCPS.

Meetings of all of the entities of CCPS shall be arranged by a member of the CCPS staff. Notice of the time and place of each meeting shall be sent to the members of the particular entity at least fifteen days before the meeting. The Chair of a Board, Committee, or Subcommittee shall preside at the meetings of the respective entity. A quorum for transaction of business at any meeting shall consist of a majority of the listed members of that specific entity. Preparation and distribution of minutes of the meeting shall be the responsibility of the appropriate CCPS staff designee.

SECTION 2 – EXECUTIVE DIRECTOR OF CCPS

The Executive Director of CCPS shall provide overall administration, management, and supervision of CCPS and shall be responsible for the activities of CCPS. The CCPS Executive Director shall have financial authority in Article II Section 4**,** authority to engage staff, as needed, for CCPS operations and establish procedures for the conduct of CCPS business. The Executive Director of CCPS shall be appointed by and shall report to the Executive Director of AIChE. The Executive Director of CCPS shall be a full-time member of the AIChE staff.

SECTION 3 - GOVERNING BOARD

The Governing Board shall consist of nineteen - members to include the Executive Director of AIChE, the AIChE Board Treasurer, two AIChE Board Directors (to be selected by the AIChE

President in conjunction with AIChE's Executive Director), the CCPS Executive Director, the CCPS Planning Board Chair as an ex-officio member, with CCPS members making up the remainder of the Board. Members shall be appointed to serve on the Governing Board by the Chair of the Governing Board and subsequently approved by AIChE's Board of Directors.

The Chair of the Governing Board shall be the Executive Director of CCPS.

The Governing Board will be responsible for:

- Developing the strategy for CCPS
- Long-term planning
- Approving CCPS project ballots (as selected by the Technical Steering Committee)
- Approving annual budgets.

The Governing Board shall meet once a year, preferably in person, but remotely as circumstances dictate. Special meetings of the Governing Board may be called at any time by any three Members of the Governing Board.

SECTION 4 - PLANNING BOARD

A Planning Board shall be established as a Standing Committee. This Planning Board Committee shall consist of
A maximum of twenty members in total (not including ex-officio members) selected from the Technical Steering Committee membership with appropriate CCPS staff membership. At least one, but no more than three members of the Planning Board may be employed by non-manufacturing sponsors. No more than one Emeritus Member may be appointed. The Chair and the members of the Planning Board will be appointed by the CCPS Executive Director. Planning Board members shall serve staggered four-year terms, which will replace twenty-five percent of members annually.

The Planning Board shall develop a list of project proposals each year for consideration by the Technical Steering Committee by collecting suggestions from the CCPS Executive Director, the Technical Steering Committee, the active Project Subcommittees, Sponsors, and others involved with CCPS and Chemical Process Safety. Input shall also be sought from the AIChE Board of Directors, and the Governing Board.:

Projects may be related to the preparation of Guidelines or Concept Books for Process Safety Practices, development of classroom training and e-learning courses, establishment of research projects, development of major specialized conferences on Process Safety issues, establishment of other appropriate projects with the objectives of CCPS.

The project proposals shall be organized in terms of priorities based on need in the industry, feasibility, relationship to existing projects, and initial approximate cost estimates. Plans for three to five years shall be considered.

The Planning Board shall issue appropriate reports to the Technical Steering Committee as guidance for the functions of the Technical Steering Committee as defined in Article IV, Section 5.

The Planning Board shall meet as required to conduct the necessary function and at least once face-to-face meeting per year preferably in person, but remotely as circumstances dictate. Additional meetings may be conducted remotely/electronically as needed.

SECTION 5 - TECHNICAL STEERING COMMITTEE

The Technical Steering Committee shall consist of one representative from each dues-paying Member organization who is nominated by the Member and appointed by the CCPS Executive Director. Each Member is also encouraged to appoint one alternate representative to the Technical Steering Committee. A limited number of members from academia, appropriate government agencies, and the AIChE, may also be appointed by the CCPS Executive Director.

The CCPS Executive Director shall serve as Chair of the Technical Steering Committee. Voting rights on the Technical Steering Committee will be established by the Governing Board based upon recommendation from the CCPS Executive Director.

The Technical Steering Committee shall have the key functions of assisting the CCPS Executive Director in:

1. developing an overall multi-year program for CCPS;
2. defining the priorities for project selection;
3. selecting specific projects for CCPS;
4. defining and reviewing the scope for these specific projects;
5. suggesting membership for the Project Subcommittees; and
6. reviewing the status of project programs and the budget performance.

With the exception of the project balloting, the Technical Steering Committee may delegate its duties to its Planning Board or Regional Subcommittees.

The Technical Steering Committee will meet at least two times a year, with at least one meeting in person, unless circumstances dictate otherwise.

SECTION 6 - PROJECT SUBCOMMITTEES OF THE TECHNICAL STEERING COMMITTEE

A Project Subcommittee of the Technical Steering Committee shall be established for each approved CCPS project or group of associated projects. Member companies and members of the

Technical Steering Committee will be requested to suggest project subcommittee members with the appropriate experience and expertise for the particular project in question.

The Chair and members of each Project Subcommittee shall be appointed by the CCPS Executive Director, or his designee. In order to provide a breadth of input and experience and avoid a conflict of interest, each Project Subcommittee will consist of at least eight expert members from Member manufacturers or users of chemicals, with no more than one representative from each company. In addition to the above minimum, the following representatives may participate.

(a) non-expert participants from manufacturing members – up to 50% of the number of expert members from manufacturing members,
(b) representatives from non-manufacturing members – up to 25% of the number of expert members from manufacturing members, and no more than one representative from any members. Where more than the maximum number of non-manufacturing representatives wish to participate, preference will be given to the non-manufacturing company represented on the least number of subcommittees. Representatives from non-manufacturing members must resign from the subcommittee at the time the subcommittee begins assembling any requests for proposals. Once a signed contract is in place, non-manufacturing members may rejoin the subcommittee. The successful bidder is not permitted to be part of the project team.
(c) representatives from associate members paying the minimum dues allowing subcommittee participation: – up to 25% of the number of expert members from manufacturing members, and no more than one representative from any member
(d) Other employees of companies with representatives on the subcommittee, who may function as alternates in the absence of the primary representative.

In special cases, subcommittee members may not be from member organizations if they are intended to provide special expertise not found within member companies. The Chair shall be from a Sponsor organization and will, in general, be a member of AIChE. A member of the CCPS staff will be assigned to each Project Subcommittee. The Staff in conjunction with the Executive Director is responsible for assuring progress on projects, including but not limited to the budget for and schedule of projects.

The Project Subcommittees are fully responsible for the development and completion of the assigned projects in accordance with the scopes defined by the Technical Steering Committee and within the budget considerations as outlined by the CCPS Executive Director.

If a contractor is to be involved in developing the project, the CCPS Executive Director, or his designee will participate in the contract or selection to assure consistency with CCPS programs and financial capacity.

The Project Subcommittees shall report as required to the Technical Steering Committee to define the status, quality, and progress on the project.

The Project Subcommittees will meet as frequently as necessary to complete the project on a timely basis, either in person or remotely, as circumstances and needs dictate.

All Subcommittee financial commitments will be approved in advance by the CCPS Executive Director or their designee, and expenditures will be initialed by the CCPS staff representative and signed for by the CCPS Executive Director or his designee.

Each Project Subcommittee shall disband upon completion of the specifically assigned project unless it is assigned a new associated project - for example, a new project supplementing or enhancing a just-completed project.

SECTION 7 – REGIONAL SUBCOMMITTEES OF THE TECHNICAL STEERING COMMITTEE

Regional Subcommittees of the Technical Steering Committee may be established where there are at least seven (7) CCPS member companies operating in a global geographical region. Regions may be established by country, subcontinent, continent, and country groupings. Regional subcommittees may be created by request of members operating in the region.

SECTION 8—CCPS Fellow Program

CCPS is supported by its corporate members, but CCPS' success depends heavily on the expertise, labor, and dedication of its volunteer leadership. CCPS has initiated a peer-recognition program to honor the leaders among its membership, recognizing individuals that exhibit extraordinary dedication to their field and commitment to CCPS. Those recognized under this program would be designated "CCPS Fellows.

Criteria

CCPS Fellow selection criteria focus on four general categories including:

- **Active participation over time**
- **Contribution**
- **Loyalty**
- **Community**

Eligibility

An eligible candidate must be employed by a CCPS member company at the time of nomination or must have been employed by a CCPS member company when active and must work or have worked in the field of process safety. In addition, CCPS staff, Emeritus members and staff consultants are eligible candidates.

The CCPS Fellows are chosen by the CCPS Fellows Selection Committee.

The number of Fellows honored at any given TSC meeting will be limited to a maximum of three individuals in order to maintain value. Of the three, one honoree may be either no longer active or posthumous.

More information is available on the CCPS website.

ARTICLE V - APPROVAL OF PROJECTS AND PROGRAMS

SECTION 1 - PROCEDURES

Each year the Technical Steering Committee will develop a list of projects, for subsequent ranking from the Planning Board, of recommended new technical projects in accordance with Article IV, Sections 4 and 5, and from discussion of the Technical Steering Committee.

The Technical Steering Committee shall rank the priorities of the recommended new technical projects by vote.

The CCPS Executive Director shall develop a new three-year project and financial plan which includes highest priority projects and is compatible with CCPS' financial capacity.

The CCPS Executive Director shall then submit final specific plans and budgets for projects and programs with special emphasis on the next two years to the Governing Board for approval and authorization to proceed. The Technical Steering Committee will be advised of the results.

Upon approval of new projects, an appropriate Project Subcommittee shall be formed for each project in accordance with Article IV, Section 6. Projects may also be assigned to existing Subcommittees that are working in a related area.

ARTICLE VI - AMENDMENTS TO THE BYLAWS

SECTION 1 - PROCEDURE FOR AMENDMENTS

Proposals for amendments to the CCPS Bylaws from AIChE Board of Directors, the Technical Steering Committee, the Governing Board, or the CCPS staff shall be made in writing, along with the appropriate rationale, and sent to the CCPS Executive Director. No later than three months after receipt, the CCPS Executive Director shall submit the proposed amendments to the Governing Board together with appropriate recommendations. After review and comment by the Governing Board, the Governing Board will vote on the proposed amendments at its following meeting. Adoption of any proposed amendment shall require a two-thirds affirmative vote of the Governing Board members.

ARTICLE VII - GENERAL PROVISIONS

SECTION 1 - BYLAW INTERPRETATION

The Governing Board is empowered to rule on any question concerning the interpretation of these Bylaws, subject to final jurisdiction of the AIChE Board of Directors.

SECTION 2 - MATTERS NOT COVERED

In all respects and issues not specifically covered in these Bylaws, the general rates and procedures of AIChE shall apply with equal force as if such had been included in these Bylaws