

**CHEMICAL ENGINEERING AND THE LAW (ChE&L)**  
**American Institute of Chemical Engineers**  
**April 20, 2009**

**Article I - Name and Objectives**

- Section 1.* The name of this organization shall be the Chemical Engineering and the Law (ChE&L) Forum of the American Institute of Chemical Engineers (the Institute).
- Section 2.* The Forum is established in accordance with the Institute's Constitution, By-laws and Rules.
- Section 3.* ChE&L is a forum for the combined community of engineers and lawyers with an interest in issues involving both principles of chemical engineering and law and policy, including but not limited to areas such as patents or intellectual property, environmental issues including climate change, energy, general litigation, transactions, risk management, product liability, worker safety, emergency response and licensing. Given the broad scope of related issues, this Forum would serve a variety of professional disciplines, including: chemical, environmental and civil engineers; scientists; consultants; and lawyers.
- Section 4.* The objectives of the ChE&L shall be to:
1. Provide a continuous forum for communication, sharing ideas, learning new concepts and benchmarking.
  2. Promote interchange of ideas, concepts, know-how, and experiences as related to technical, legal and policy aspects of chemical engineering and related fields.
  3. Promote programming for chemical engineering sciences and law topics at AIChE Meetings and other dissemination venues.
  4. Promote networking and communication among those involved in chemical engineering sciences and the law.
- Section 5.* The Forum is responsible to the Chemical Engineering Technology Operating Council of the Institute. Forum programming activities shall be carried out under the guidance of the National Programming Committee of the Institute. The Forum does not have the authority to act for the Institute or to incur any financial obligations in the name of the Institute.

**Article II – Membership**

- Section 1.* Membership in the Forum is by self-selection, subject to the payment of any annual dues required by the Executive Committee.
- Section 2.* Nonmembers of the Institute are encouraged to join the Forum. Application to the Director of Membership will permit membership without payment of Institute dues.

### **Article III - Organization**

- Section 1.* The activities of the Forum will be directed by an Executive Committee consisting of seven representatives:
1. Chair
  2. Vice-Chair
  3. Past Chair
  4. Secretary
  5. Treasurer
  6. Member at-large #1
  7. Member at-large #2
- The method of electing and terms of office for all Executive Committee members is detailed in Article V. The only time elections do not apply is during the initial formation of the Forum, in which case the positions are appointed by the Formation Committee.
- Section 2.* The period of service of the Chair is two years. Elections will be held for the positions of Vice-Chair, Secretary, and Treasurer every two years, while elections will be held for the two at-large members, every three years. The previous Vice-Chair succeeds to the Chair position and the previous Chair to the Past-Chair position. The Executive Committee shall also appoint from the Forum membership: Director of Membership; Director of Programming; and Director of Communications, each having two-year terms. All appointments and other votes of the Executive Committee require a majority of those present (a quorum must be present and consists of four voting members).
- Section 3.* Ad hoc members of the Executive Committee can be appointed by a majority vote of the Executive Committee.
- Section 4.* The Chair is the presiding officer of the Forum and is chair of the Executive Committee. The Vice-Chair shall perform the duties of the Chair in the Chair's absence or inability to serve. In the event of a vacancy in the office of Chair, the Vice-Chair shall serve as the presiding officer of the Forum until the next election.
- Section 5.* If a vacancy other than the Chair arises in the Executive Committee, the replacement shall be appointed based on majority vote of a quorum of the remaining Executive Committee members and shall serve until the next election.
- Section 6.* The Chair shall
1. Provide leadership and management for the Forum.
  2. Formulate and implement long-term plans and strategic activities for the Forum in conjunction with the rest of the Executive Committee.
  3. Coordinate activities through the leadership of the Executive Committee.
  4. Serve as the presiding officer for all Forum and Executive Committee meetings.
  5. Appoint task forces for special projects as needed.

- Section 7.* The Vice-Chair shall
1. Lead fundraising activities for the Forum.
  2. Implement projects in coordination with the Chair.
  3. Serve as Forum Liaison to the Institute.
- Section 8.* The Secretary shall
1. Keep records of the proceedings of the Forum.
  2. Handle the general correspondences of the Forum, and shall, at the direction of the Chair, issue all notices of all meetings.
  3. Coordinate, with AIChE Headquarters, the preparation, electronic mailing, and tallying of annual election ballots.
  4. Work with the Treasurer to submit an annual report covering the finances and activities of the Forum at the end of each year to the Institute's Executive Committee and the Institute's Secretary. The annual report must be approved by the Forum's Executive Committee prior to submission.
- Section 9.* The Treasurer shall
1. Handle and record the collection and disbursement of funds as authorized by the Executive Committee.
  2. Work with the Secretary to submit an annual report covering the finances and activities of the Forum at the end of each year to the Institute's Executive Committee and the Institute's Secretary.
  3. Prepare a proposed budget for the upcoming year, for review and approval by the Executive Committee.
- Section 10.* The Past-Chair shall
1. Chair the Awards Committee, which shall consist of the Past-Chair, the award winners from the previous two years, the AIChE staff liaison, and two additional members appointed by the Past-Chair. Under the leadership of the Past-Chair, the Awards Committee shall seek nominations for awards given by the Forum in a timely manner.
- Section 11.* The Director of Membership shall
1. Maintain records of the membership.
  2. Plan and implement strategies to recruit suitable members.
  3. Serve as the head of the Membership Committee, for which (s)he shall have the discretion to appoint members in order to achieve the goal of continuous membership growth.
- Section 12.* The Director of Programming shall
1. Serve as the Forum representative to all Institute Programming Retreats and other programming activities.
  2. Be responsible for the programming activities of the Forum, including serving as the head of the Programming Committee, which shall consist of the Director of Programming and the programming chairs and co-chairs for each of the Forum's programming sub-areas, which may include (1) patents or intellectual property, (2) environmental issues including licensing, climate change and emergency response, (3) energy, (4) litigation, (5) risk management including product liability, worker safety and transactions.

3. Have the discretion to appoint additional programming chairs and/or co-chairs to satisfy session and/or topical programming needs beyond specified programming areas.

*Section 13.* The Director of Communications shall

1. Oversee the maintenance of the Forum website, including financial aspects
2. Coordinate email communications (*e.g.*, e-newsletter, miscellaneous announcements) with Forum membership.
3. Serve as the head of the Communications Committee, for which (s)he shall have the discretion to appoint additional members in order to achieve the goal of timely communications of all Forum events and activities with the Forum membership.

*Section 14.* The duties in Sections 6 to 13 can be changed or redistributed with approval of the Executive Committee by simple majority vote provided that a quorum is present.

*Section 15.* Other committees as may be required shall be appointed by the Chair with the approval of the Executive Committee. The Chair with the approval of the Executive Committee may terminate the services of any such committees or committee members at any time.

#### **Article IV - Meetings**

*Section 1.* There shall be at least one general meeting of the Forum during either the Spring or Annual Meeting of the Institute. The Chair of the Forum shall schedule the meeting.

*Section 2.* The Chair of the Forum shall preside at all meetings of the Executive Committee. In the absence of the Chair, the Vice Chair or the Secretary, in that order, shall preside.

*Section 3.* Notices will be sent to the membership for Forum meetings called at any time other than the Spring or Annual Meeting.

*Section 4.* A quorum for meetings of the Forum body shall consist of at least 5% of the Forum's membership. Except otherwise stated in these By-laws, all decisions at a meeting of the Forum will be decided by the majority vote of those present.

*Section 5.* The Executive Committee shall meet at least once each year. The Chair may call meetings at such places and times as (s)he deems advisable. Meetings may be held by physical attendance, teleconference, videoconference, or other electronic communications means, and votes – including election of officers – may be cast either in person, by mail, or by other electronic communications means. Meetings may also be called at the request of a majority of the members of the Executive Committee. Notices will be sent to the Executive Committee of all meetings at least two weeks in advance unless all members of the Executive agree in writing (including electronic approval) to an earlier meeting.

*Section 6.* Except where otherwise stated in these By-laws, all actions of the Executive Committee shall be by simple majority vote of the quorum. The presiding officer does not normally vote. Only in the event of a tie vote will the presiding officer cast the deciding vote.

*Section 7.* Any member of the Executive Committee who fails to attend two consecutive Executive Committee meetings shall be considered to have tendered his or her resignation from the Executive 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 Vice-Chair, the Secretary, and the Treasurer shall stand for general election every two years, while the two at-large Executive Committee members shall stand for general election every three years. General election shall occur by letter or electronic ballot sent to Forum members. Election shall be by a majority of those voting. Sufficient time shall be allowed between the mailing of the ballots and the counting of the votes. The Executive Committee shall certify the count.

*Section 2.* The Forum membership will be solicited for nominations for the elected offices in Section 1. Under the leadership of the Chair, the Executive Committee shall formulate a slate of one or more candidates for each of the offices to be filled for proposal to the membership.

*Section 3.* No member shall be eligible for election to more than one office at one time.

#### **Article VI - Dues and Finances**

*Section 1.* The Executive Committee in accordance with policies of the Institute shall determine annual dues. Those members who continue to be delinquent shall be dropped from the rolls of the Forum.

*Section 2.* The Executive Committee shall make all other regulations regarding payment of dues and shall provide for an annual audit of the Forum's financial accounts.

*Section 3.* The Executive Committee shall review, in their final meeting of the year, the budget submitted for the upcoming year by the Treasurer. The Executive Committee may make expenditures within the provisions of the approved budget.

#### **Article VII - General Provisions**

*Section 1.* The decision of the Executive Committee shall be final on any questions concerning the interpretation of the By-laws, subject to the jurisdiction of the Chemical Technology Operating Council of the Institute.

*Section 2.* In all respects not specifically covered by these By-laws, the general rules of the Institute governing the conduct of the Forums shall apply with equal force as if included in these By-laws.

*Section 3.* In the case that the Forum is dissolved, any remaining assets shall be returned to the Institute.

#### **Article VIII - Amendments**

*Section 1.* All proposed amendments of these By-laws shall be reduced to writing. Amendments shall be proposed to and voted on by the membership.

*Section 2.* A proposed amendment ballot shall be sent electronically or otherwise to all Forum members. Voting results shall be certified by the Executive Committee, which shall accept as approval of the amendments a majority affirmative vote of those returning these ballots. The amendment shall then be submitted to the Chemical Engineering Technology Operating Council of the Institute and shall become an effective part of the By-laws upon its approval.

**Two-Year Plan for Proposed Chemical Engineering & the Law Forum  
Submitted April 20, 2009**

	<b>2009</b>	<b>2010</b>	<b>2011</b>
<b>GENERAL</b>			
Identify Executive Committee	X		
Identify Director of Programming	X		
Identify Director of Communications	X		
Identify Director of Membership	X		
Develop Initial Budget/Establish Dues	X		
Hold first Executive Committee Meeting	X		
Hold first Forum Body Meeting		X	
<b>COMMUNICATIONS</b>			
Create & Maintain Website	X	X	X
Develop & Maintain E-newsletter	X	X	X
Publish article in an AIChE publication		X	X
<b>PROGRAMMING</b>			
Start Planning Programming at Spring Meeting	X		
Develop Programming at Spring Meeting		X	
Develop Topical Conference at Spring Meeting			X
Start Planning Programming at Annual Meeting	X		
Develop Programming at Annual Meeting		X	
Develop Topical Conference at Annual Meeting			X
Develop/Continue Short Courses	X	X	X
Develop Webinars/Workshops		X	X
Identify Co-Sponsorship Opportunities within and outside of AIChE (e.g., ABA)		X	
<b>MEMBERSHIP</b>			
Membership Drive (Goals)	50	100	150
<b>MISCELLANEOUS</b>			
Develop Awards		X	X

Note that if this Forum is established, we will be half way through 2009, which is why 2011 is listed in this 2-yr plan.