

# **COMMUNITY OF PROCESS ENGINEERS**

## **BYLAWS**

### **ARTICLE I - NAME, PURPOSE AND OBJECTIVES**

#### **SECTION 1 - Name**

The name of the entity is the Community of Process Engineers of the American Institute of Chemical Engineers (AIChE). Its official acronym is CPE.

#### **SECTION 2 - PURPOSE AND OBJECTIVES**

The purpose of the CPE is to find ways to meaningfully recognize process engineers as a profession and establish CPE Managing Board as a resource for input to and feedback for the AIChE Board of Directors relative to industrial impacts of that profession.

The objectives of CPE are to:

- Cultivate knowledge of process engineers in all industries.
- Provide opportunities to enable process engineers to network and exchange non-proprietary information about their experiences.
- Promote the perception of process engineers to raise interest, understanding, and recognition of engineers in diverse roles and industries.

#### **SECTION 3 – ANTITRUST RULES FOR ALL CPE MEMBERS**

It is the policy of CPE to comply with Federal and state antitrust and competition laws. Members will comply with the antitrust rules for all CPE member activities.

### **ARTICLE II - RELATIONSHIP TO THE AMERICAN INSTITUTE OF CHEMICAL ENGINEERS**

#### **SECTION 1 - ADMINISTRATION OF THE CPE**

CPE is a Community in AIChE that reports to the Board. The CPE is supported by AIChE staff who shall report to AIChE's CEO/Executive Director. The ultimate oversight of the CPE is by the Board of Directors of AIChE.

#### **SECTION 2 - LIMITATION OF ACTIONS**

The CPE does not have the authority to act for, or in the name of AIChE or any Sponsor, or participant, without the explicit authorization of said member or participant. All activities of the CPE 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 the CPE and shall provide publicity through its publications, Annual and Spring Meetings, and other appropriate media. AIChE shall be assigned copyrights and publication rights to and for results of projects sponsored through the CPE (if any), subject to specified time restrictions on release, subject to specified time restrictions on release, except where excluded by law or such rights are explicitly waived by the CEO/Executive Director of AIChE. Any inventions and/or patents arising out of and issued with respect to programs sponsored by the CPE shall be assigned to AIChE.

#### **SECTION 4 - CPE OBLIGATIONS AND RIGHTS**

The AIChE staff assigned to the CPE will be responsible for establishing and operating the CPE, and its activities including execution, technical and project management, staffing, reporting, and financial and administrative matters through its duration and in interest of the CPE. AIChE Staff shall have the authority to negotiate and sign contracts, set prices for all the CPE projects, and carry out other financial functions for the CPE. The CPE shall provide financial reports to AIChE's Board of Directors annually.

#### **SECTION 5 - THE CPE DURATION AND RESIDUE FUNDS**

The CPE has been approved by AIChE's Board of Directors without limit on duration. The CPE's sustainability will be monitored and assessed by AIChE's CEO/Executive Director. The dissolution of the CPE, at the determination of AIChE's CEO/Executive Director in concert with the CPE's Managing Board, shall require two-thirds approval of AIChE's Board of Directors.

Termination will be preceded by notification from AIChE's CEO/Executive Director to the CPE's Managing Board and Advisory Board, and to AIChE's Board of Directors at least one year prior to the effective date of termination. The obligations hereunder of AIChE are conditioned upon revenue for each calendar year, and may be terminated by AIChE with the required notification.

Upon termination the CPE, residual funds shall be retained by AIChE. Disposition of tangible property shall be in accordance with any applicable contractual arrangements of the parties where AIChE or the CPE does not hold a property interest in property subject to disposition.

### **ARTICLE III - MEMBERSHIP**

#### **SECTION 1 – QUALIFICATION OF MEMBERS**

Anyone who identifies as a process engineer, AIChE member or non-member, in any grade of AIChE membership, having an interest in promoting recognition, community and the development of process engineers may become a Member of CPE. Members of the Engage Community of Process Engineers are members of CPE.

#### **SECTION 3 – MEMBER ENGAGEMENT**

- Participate in CPE events, such as the monthly PEP Talks.
- Opportunities to propose ideas for CPE future activities.

- Participation on various committees and projects.
- Recognition in CPE promotional media, materials and events.

#### **SECTION 4 – DUES**

Annual dues for participation in CPE shall be established by CPE Managing Board upon recommendation from AIChE's Staff.

#### **SECTION 5 – PROVISION FOR TERMINATION OF MEMBERSHIP BY CPE**

CPE has the sole right and discretion to terminate the membership of any member if CPE believes that such member has violated anti-trust, has failed to adhere to AIChE's diversity policy, or has not properly identified a conflict of interest to CPE and taken adequate steps to manage that conflict of interest.

### **ARTICLE IV – ORGANIZATION**

#### **SECTION 1 - GENERAL**

The CPE shall consist of a Managing Board, an Advisory Board, and AIChE staff. Oversight of all the CPE shall be provided by AIChE's CEO/Executive Director and the CPE's Managing Board. Overall administration, management and supervision of the CPE will be conducted by and be the responsibility of the AIChE Staff, who will report to the CEO/Executive Director of AIChE. Upon approval by the CEO/Executive Director of AIChE, the CPE Staff shall have the authority to negotiate and sign contracts, set prices, and carry out other financial functions for the CPE, in accordance with the financial guidelines and purchasing policies of AIChE. The CPE's Managing Board shall report to AIChE's Board of Directors.

Meetings of the Managing Board and Advisory Board of the CPE shall be arranged by the CPE's Staff. The Chairs of the Managing Board and Advisory Board, respectively, shall preside at the meetings of their respective entity. A quorum for any formal transaction shall be required at any business meeting. A quorum shall consist of a majority of the listed members of that specific entity.

#### **SECTION 2 – MANAGING BOARD**

Members of the Managing Board need to be familiar with AIChE through volunteer leadership experience and interested in the career paths of process engineers. The Board should be aligned with the intent of the IDEAL statement.

The Managing Board will:

- Expand on meaningful representation of process engineers in AIChE.
- Identify ways to publicize roles of process engineers, within and external to AIChE, in making and keeping a safe, responsible, and prosperous society through their efforts.

- Support and integrate the CPE so that AIChE can point to it with pride and use the existence of the CPE to offer content and services to recent graduates and early career professionals that is directly applicable to both early and later career success.
- Understand what AIChE offers and make sure that the CPE, from the process engineers perspective, takes advantage of these offerings
- Suggest ways that the CPE should interact with AIChE efforts in licensure, process safety, and its diverse technical entities.
- Recommend formal relationships with all relevant AIChE entities, i.e., AIChE Membership Committee, Foundation, etc., to ensure outreach to underrepresented industries and process engineers.
- Establish membership fees.
- Have voting rights.

The Managing Board shall be composed of a maximum of 12 members and a minimum of 8 members, all of whom shall be Fellows, Senior Members, or Members of AIChE. Members of the Managing Board will include AIChE's CEO/Executive Director, the CPE's Staff, two (2) directors from AIChE's Board of Directors, the Vice Chair from each of AIChE's Operating Councils, and other members to complete the roster. Appointments shall be made by AIChE's Board President and AIChE's CEO/Executive Director each year to be approved by the Board at the Annual Board Meeting. The Chair of the Managing Board will be selected by the AIChE CEO/Executive Director/President.

Members shall be appointed to three (3) year terms, with the exception of AIChE's CEO/Executive Director, the CPE's Staff, and the members from AIChE's Board of Directors who shall serve staggered two (2) year terms, beginning with their second year of service on AIChE's Board of Directors. Operating Council Vice Chairs shall be a standing member and serve for a one-year term. Members may serve for one additional term.

The Managing Board shall have a minimum of two meetings per year. Additional teleconferences, video conferences, and special meetings of the Managing Board may be called at any time.

### **SECTION 3 – ADVISORY BOARD**

The CPE will have an Advisory Board that will discuss priorities and identify new trends to develop evolving strategies to recommend to the CPE's Managing Board. The Advisory Board will be composed of 12-20 self-identified process engineers from diverse industries. Members will be solicited and approved by the Advisory Board Chair with concurrence by the Managing Board Chair. AIChE membership is not required for membership on the Advisory Board.

Advisory Board Members should predominantly be people from industry who are either directly responsible for process engineers, whose title is process engineer, or who manage companies whose main business is the output of process engineers. The

make-up of this industrial group should span across the broad industrial sectors (e.g., chemicals, refining, food, etc.). Additional members may include academics who teach process engineering. Members of the Advisory Board should be familiar with, or qualified by experience with, the requirements of licensing or chartering. The Board should be aligned with the intent of the IDEAL statement.

The Advisory Board will be responsible for suggesting:

- Industries that employ process engineers that are under-represented in AIChE and identifying how to engage process engineers from these industries.
- Ways to communicate (e.g., social media) with those process engineers and other corporate stakeholders.
- Ways that the CPE should interact with the engineering profession in licensure, process safety, and its diverse technical entities.

The efforts of the Advisory Board will help to develop and support process engineers along their career path

The Advisory Board shall have a minimum of two meetings per year. Additional teleconferences, video conferences, and special meetings of the Advisory Board may be called at any time.

## **ARTICLE V - GENERAL PROVISIONS**

### **SECTION 1 - INTERPRETATION**

The AIChE CEO/Executive Director is empowered to rule on any question concerning the interpretation of these Bylaws, subject to final jurisdiction of AIChE's Board of Directors.

### **SECTION 2 - REVISIONS**

Revisions to the CPE Bylaws from AIChE Board of Directors, CPE's Managing Board, Advisory Board or the CPE staff shall be made in writing, along with the appropriate rationale, and sent to the CPE's Staff. The Staff shall provide proposed revisions to the CPE's Managing Board with appropriate recommendations. Adoption of any proposed revision shall require two-thirds approval by AIChE's Board of Directors.

### **SECTION 3 - MATTERS NOT COVERED**

In all respects and issues not specifically covered in these Bylaws, AIChE's Constitution and Bylaws shall apply with equal force as if such had been included in these bylaws.

### **SECTION 4 - ORGANIZATION RENEWAL**

The organization described herein shall be limited to an inaugural period of five (5) years. After the inaugural period, the purpose, scope and organization of the CPE will be reviewed by AIChE's CEO/Executive Director, the CPE's Managing Board, and AIChE's Board of Directors. Based on this review, the Bylaws may be revised appropriately. If the

Bylaws are not revised on the expected schedule, these Bylaws will remain in effect until modified.

## **SECTION 5 – DEFINITIONS**

**Process Engineer:** The person who uses their engineering skills in any discipline to operate or design a process that transforms some material into a product. By their clever operational manipulation and design choices, these people are crucial to the success of the industry that employs them.

**Process Engineering:** The technology and tools used by process engineers to successfully design and operate the processes that produce the products of various industries.