

**BYLAWS OF THE
DELAWARE VALLEY SECTION OF THE
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS**

ARTICLE I

Name and Objectives

Section 1. The name of this organization is the Delaware Valley Section of the American Institute of Chemical Engineers.

Section 2. The objectives of the Section are:

- a. The advancement of the profession of Chemical Engineering and the maintenance of high professional standards among our members.
- b. The carrying out of the aims and purposes of the American Institute of Chemical Engineers.
- c. Providing ways and means for consolidating our eligible membership into an effective Local Section.
- d. The promotion of cordial and helpful professional relations among our members, with AIChE National, with other AIChE Local Sections and Local Sections of other Technical Societies, with faculties and students of nearby institutions, and with the general public.

ARTICLE II

Obligations to the American Institute of Chemical Engineers (National)

Section 1. The activities of the Section and its members are subject to the provisions in the Constitution, Code of Ethics, and By-Laws of the National American Institute of Chemical Engineers (hereafter referred to as National AIChE or National).

Section 2. The Local Section shall not have authority to act for or in the name of the National AIChE. Neither shall it incur any financial obligation in the name of the National AIChE.

ARTICLE III

Boundaries

Section 1. The boundaries of the Local Section shall be as approved by National AIChE.

Section 2. The Local Section boundaries currently include the following counties in Southeastern Pennsylvania: Bucks, Chester, Delaware, Montgomery, and Philadelphia; and the following counties of Southern New Jersey: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean, and Salem.

ARTICLE IV

Membership

Section 1. The membership of the Delaware Valley Section of the AIChE shall consist of FELLOWS, SENIOR MEMBERS, MEMBERS, and STUDENT MEMBERS of National AIChE residing or engaged in business in the aforementioned geographical boundary (except as provided in Article IV, Section 3), who are in good standing in the Section.

Section 2. A Local Section member in good standing shall have full voting rights, shall receive all issues of the Newsletter and all other benefits provided for the membership.

A member is in good standing in the Section if

1. current local dues have been paid (For a period of no more than two consecutive years, an individual may become a Local Section member while not simultaneously being a member in good standing of National AIChE)
2. last year's local dues were paid and it is not later than February 1 of the current fiscal year
3. the individual is a National AIChE member who moved into the area after September 1 of the current fiscal year (See Article V Section 2)
4. they are a Student Member who has applied in writing to the Section Treasurer for Section membership. Graduate student members as identified by National AIChE on their yearly mailing list will automatically be considered as local section members in good standing.

Section 3. Any member of the National AIChE residing and engaged in business outside the boundaries of the Local Section who wants to become a Local Section member may apply in writing along with payment of the Local Section dues to the Section Treasurer. Acceptance is subject to Executive Committee or Chair approval.

Section 4. Nothing in these By-Laws shall be construed to prevent members from bringing non-members guests to meetings of the Local Section.

ARTICLE V

Dues

Section 1. The dues for members of the Local Section shall be fifteen dollars (\$15.00) per year, except that dues shall be waived for Student Members per Article IV. The means of soliciting the payment of dues shall be established by the Executive Committee.

Section 2. National Members who moved into the Local Section after September 1 shall automatically become local members and shall not be required to pay the local dues for the current fiscal year. They shall be so notified and asked to continue their membership on a normal basis for subsequent years.

ARTICLE VI
Board of Directors

Section 1. Number: The Board of Directors shall consist of not less than 8 and no more than 16 elected members, including the Officers of the AIChE-DVS.

Section 2. Qualifications: A Director must be a dues-paying member of the AIChE-DVS and a member in good standing of National AIChE. The Section shall encourage membership on the Board of Directors which represents the social and geographic characteristics of the boundaries it serves.

Section 3. Vacancies and Removal: Any vacancy occurring on the Board of Directors shall be filled until the next Annual Meeting by a simple majority vote of the remaining members of the Board of Directors. The Board of Directors may remove any Director by a 2/3 majority vote if, in its judgment, the best interests of the AIChE-DVS would be served thereby.

Section 4. Powers and Duties: The Board of Directors shall have full power of the property and business of the section with full power and authority to manage and conduct the same, subject to the instructions of the general membership. The Board shall plan and direct the work necessary to carry out the purposes of the section and may create and designate special committees. No contract, debt, or obligation shall be binding unless contracted under the authority of the Board of Directors or its designated agent(s). Directors are expected to participate in 60% of the Section Planning Meetings.

Section 5. Quorum: A quorum of the Board is defined as 50% of the Board of Directors including the Chair or his/her designee. A quorum is required for section business to transact. If a quorum is not present, the Directors attending may pass a motion to hold the meeting as a sub-committee whose motions shall be ratified at the next Board of Directors meeting having a quorum. A written record of attendance and business transacted at all regular and special meetings of the Board shall be maintained.

ARTICLE VII
Election of Board of Directors

Section 1. Nomination: Nominations for director may be made by any member of AIChE-DVS. The nominee must demonstrate acceptance of the nomination prior to the nomination being considered

Section 2. Notification: Prior to the Annual Meeting, the Executive Committee shall publish the names of the persons nominated for the Board of Directors in the AIChE-DVS Newsletter and Website. Further nominations may be made from floor at the Annual Meeting by any voting member, provided the consent of the nominee shall have been obtained in advance.

Section 3. Annual Meeting: The election shall be held prior to June 1 and notice of same shall be announced at least 15 days in advance of the election date. The term of office for newly elected Directors shall be from July 1 through June 30 of the next calendar year, or until their successors are elected and take office. Immediately after the annual election, the Secretary of the Section shall announce the results to members in the AIChE-DVS Newsletter and Website.

Section 4. Election: A quorum of the Board of Directors must be present at the Annual Meeting in order to hold an election. All members in attendance at the Annual Meeting may vote. Members must be present to vote.

The list of nominees becomes a slate of candidates and is presented for vote to members attending the Annual Meeting. If the slate of candidates passes by majority vote, the slate becomes the Board of Directors. If the slate does not receive majority vote, the nominees are elected individually by ballot.

ARTICLE VIII

Executive Committee

Section 1. The officers of the Section shall be the Chair, Vice-Chair, Secretary, Treasurer and Associate Treasurer. These officers, together with the Immediate Past-Chair shall constitute the Executive Committee. All nominees and officers must be FELLOWS, SENIOR MEMBERS, or MEMBERS of the National AIChE and local Section Members in good standing. It shall be the duty of the Section Treasurer to notify the nominees of these requirements.

Section 2. Election of Officers: Officers of the Section shall be elected by ballot at the Annual Meeting provided a quorum of the Board of Directors is present. An Officer must be a Director and only Directors vote for Officers.

Section 3. Officer Vacancy: Should a vacancy occur in any Local Section office other than Chair, the Section Chair, after consultation with the Executive Committee, shall appoint some member who meets the requirements stated in Section 1 of this Article to fill the unexpired term. Should a vacancy occur in a Section Chair office, the Vice-Chair shall automatically fill the unexpired term of Chair and appoint a Vice-Chair replacement as above.

Section 4. The Chair shall preside at all meetings of the Section. In his/her absence, the Vice-Chair, the Secretary or the Treasurer, in that order, shall preside.

Section 5. The Secretary shall keep a record of the proceedings of the Section. The Secretary shall prepare and issue minutes for each Board of Directors meeting and any business conducted at Joint or Annual Meetings of the Section.

Section 6. The responsibilities of the Treasurer are provided in Article X: Finances.

The Chair shall appoint an auditor from the Section membership to audit the financial transactions of the fiscal year after the Section Treasurer closes the books.

Section 7. The Vice-Chair completes an annual review of By-Laws. See Article XII.

Section 8. The Past-Chair shall initiate and compile an annual report prior to December 1. The annual report shall be prepared per the standard form provided by the National AIChE.

ARTICLE IX Committees

Section 1. The Section Chair shall have the responsibility of appointing such Section Committees as he/she deems necessary to carry out the Section programs and policies effectively.

Past experience indicates that the following Section Committees should be considered:

- All Day Meeting
- * Career Guidance
- Company Representatives
- * Continuing Education (Professional Development)
- Joint Meetings (by Vice-Chair)
- * Membership
- Newsletter
- Nominations & Awards (by Section Past Chair)
- Planning
- Plant Trips
- * Publicity (Public Relations)
- Scholarship
- Student Chapters
- Website
- Zeisberg Awards

The Chair of the Section Committees marked with an asterisk (*) are automatically members of the corresponding National Committees.

ARTICLE X Finances

Section 1. The Treasurer shall maintain appropriate records of the financial transactions of the Section. The Treasurer shall be charged with the collection and disbursement of funds as authorized by the Executive Committee. The Treasurer shall maintain member in good standing and paid up membership lists for the Section.

Section 2. The fiscal year shall be from July 1 to June 30 of the following calendar year. The budget shall be the responsibility of the Treasurer. The budget will be approved at the first section meeting of the fiscal year.

Section 3. The Treasurer shall provide copies of a written monthly treasurer's report at each executive committee meeting for inclusion in the meeting minutes.

Section 4.

- a. Program expenses shall be covered by appropriate budget items and controlled by the Section Treasurer. The payment of honoraria to speakers is discouraged. The Executive Committee will consider exceptions to this policy upon request from the event planner in advance of scheduling the event.

- b. The Executive Committee shall have responsibility for approving all funded activities such as professional (continuing) education, scholarships, and Zeisberg Awards. The fund retained for financing the Zeisberg Awards is not to be combined with the Section operating funds, but accounted for separately. Surplus professional education funds should be accounted for separately, but these funds may be appropriated for other uses at the discretion of the Executive Committee. Surplus funds from the general budget may be used to build an endowment to finance the yearly student scholastic awards program, which is separate from the Zeisberg Awards, or for future programs designated by the Executive Committee.
- c. The use of Section Funds for food, drinks, or other favors for Section officers or committee members shall be kept at a minimum and approved annually by the Board of Directors.

Section 5.

- a. The Section Treasurer shall maintain a checking account at a local bank protected by the FDIC.
- b. All other Section funds shall be invested as approved by the executive committee. The exact location shall be established to maximize interest accruals within the account restraints given above.
- c. The Section Treasurer shall prepare an annual report closing his books at the end of the fiscal year.

Section 6. The Section Treasurer is authorized to destroy records in accordance with IRS requirements.

Section 7. Upon the dissolution of the Local Section, any assets of the Local Section remaining thereafter shall be conveyed to such organization then existent, dedicated to the perpetuation of objectives similar to those of the National AIChE or to the AIChE governing body provided that the organization selected by the Section at the time of dissolution shall be exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or under such successor provision of the Code as may be in effect at the time of the Section's dissolution.

ARTICLE XI

Meetings

Section 1. Regular Meetings: The Board of Directors shall call at least four meetings per year. If a quorum of Board of Directors is not present, the Directors attending may pass a motion to hold the meeting as a sub-committee whose motions shall be ratified at the next Board of Directors meeting having a quorum. A written record of attendance and business transacted at all regular and special meetings of the Board shall be maintained.

Section 2. The business of the Section and the Board of Directors shall be transacted according to "Robert's Rules of Order." Ordinarily, the business of the Section shall be transacted at the meeting as follows: Reading of Minutes, Reports of Officers and Committees, Unfinished Business, New Business, Election of Officers (in April), Adjournment.

ARTICLE XII

Amendments

Section 1. These By-laws, with the exception of Article II may be amended at any Section meeting by an affirmative vote of not less than two-thirds of all local section members present provided:

- a. That the Executive Committee has initiated or approved the proposal, or, that 25 local section members have submitted the proposal in writing to the local section Secretary.
- b. That in any case the local section Secretary shall give the local section membership at least 15 days notice of the proposed action prior to the meeting at which action is scheduled.
- c. That a Quorum of the Board of Directors is present.
- d. That subsequent approval by the National Council of AIChE is received. If after sending the proposed amendment to the National Council of the AIChE no response is received within three months, the proposed amendment will become final.

Section 2. Bylaws will be reviewed every year. The review will be led by the Vice-Chair. Updates will be reviewed and finalized by the Board and sent to all section members.

Section 3. Any procedural question requiring parliamentary ruling not provided for in these by-laws shall be decided in accordance with "Robert's Rules of Order."

Approved by Local Section Membership on _____, 2007.

Approved by National AIChE on _____, 2007.