

Auburn Chemical Engineering Alumni Council Bylaws

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ARTICLE I

Name

The name of this organization is the Auburn University Chemical Engineering Alumni Council, hereinafter called "Council."

ARTICLE II

Mission and Purpose

Our mission is to improve the educational and professional experience of both undergraduate and graduate Chemical Engineers from the Samuel Ginn College of Engineering. We carry out this mission by assisting the department in defining and continually assessing progress towards its strategic plan, providing a bridge for the department to the entities who employ their graduates, and creating a network of alumni to facilitate the development of the department and each other. The fruit of the Council's, Faculty's and Staff's hard work and dedication will result in developing the most productive and successful Chemical Engineers in the world.

Items of great concern for the Council and its members are:

1. The strength of Auburn's reputation in academia and industry,
2. The range and quality of the academic program - including accreditation,
3. The quality of the student experience,
4. The recruitment, retention, and quality of the students,
5. The recruitment, retention, and quality of the faculty and staff,
6. The quality of the department's leadership,
7. The quality of the department's research program,
8. Appropriate ethical behavior in all functions,
9. The financial health of the department,
10. The maintenance and improvement of department infrastructure; and,
11. The identification, management, and monitoring of risks faced by the department.

ARTICLE III

Membership

3.1 Eligibility for Membership

All graduates, faculty, and staff members, former faculty and staff members, and friends (i.e. not graduates) of Auburn University Department of Chemical Engineering are eligible for membership. Prospective Council Members should:

- Have demonstrated an interest in the field of Chemical Engineering (but are not required to hold a degree),
- Become familiar with the operation and programs of the Department of Chemical Engineering,

- Be prepared to attend all Council meetings, serve on a standing committee, and actively participate in the business of the Council.

3.1.1 Eligibility for Young Alumni Representatives

Candidates elected as Young Alumni Representatives (or “Representatives”) are those who are or within 10 years of their Auburn graduation date at the time of their election to the Council. Young Alumni Representatives have the same membership eligibility considerations and must meet the same Expectations as other Active Members.

3.2 Membership Status

Once elected by the Council as described in Article IV, each “Member” will be classified by one of three possible states.

Active – Members and Representatives in good standing. Active members and Representatives have the right to

- a) attend all meetings of the Council and the Committee(s) to which they are assigned,
- b) bring business and issues before the Council and its Committees for discussion and consideration,
- c) participate in the discussion of matters addressed by the Council and its Committees; and,
- d) vote on all matters addressed at meetings that they attend.

Ex-officio – Any Member who has completed at least one full term and has requested to be moved from Active membership can be made an “Ex-officio” Member. All members who have served two full terms will be considered Ex-officio at the end of their second full Term. If an Ex-officio Member has served only one full Term, they are eligible to return to Active status at their request.

Inactive – Any Member who has either (1) requested to be made Inactive, (2) not paid annual Dues on time as prescribed in Section 3.6, or (3) not regularly attended council meetings as prescribed in Section 3.6. Inactive members that wish to return to Active status must request this action in writing through the Membership Committee for consideration by the Council.

The Treasurer/Secretary will maintain membership status.

Representatives cannot be Inactive nor Ex-officio. They are deemed either Active or their service is terminated. Representatives are not eligible to serve as Committee Chairpersons or Council Officers.

No individual Member or officer of the Council shall have the authority to enter into any agreement, which binds the Council unless the matter has been presented to and approved by the Council.

3.3 Term of Active Membership

The “Official Year” for the purposes of tracking dues and membership Expectations shall extend from January 1st to the succeeding December 31st.

Members shall serve for a period of seven years, or 14 meetings, (their “Term”), beginning with the first meeting after their election. Members can be reappointed for one additional Term. Total Terms on Active status may not exceed two. Service of a partial Term is not considered a full Term.

The Officers or Committee Chairs may remain a Member past their original term to complete their obligation as an officer or committee chair of the Council.

Representatives are elected to a single, four-year term after which time their service to the Council is complete, however, at the end of their four (4) year term, Representatives may be considered for full Council membership, subject to the standard Membership selection process.

3.4 Expectations of Members and Representatives

Active Members and Representatives are expected to:

- (a) attend and participate in all sessions of all regularly-scheduled Council meetings in person;
- (b) serve on at least one Committee,
- (c) attend and participate in all scheduled Committee meetings,
- (d) bring business and issues before the Council and its Committees for discussion and consideration,
- (e) prepare as necessary to participate in discussion and contribute to the business of the Council and Committees; and,
- (f) pay Dues annually as set forth in Section 3.5

Ex-officio Members have the right, but not the obligation to:

- (a) attend and participate in all Council regularly-scheduled Council meetings
- (b) attend Committee meetings at the invitation of the Committee Chairperson, and;
- (c) participate in discussions and provide advice and counsel to the Council and Committees based on their experience.

Ex-officio members are non-voting and are not required to pay dues.

3.5 Dues

Annual dues shall be assessed to all Active Council Members and Representatives. As of 1/1/2023, dues are \$150 annually. This amount can be changed by recommendation of the Executive Committee and approval by a majority of the Council and these by-laws will be

automatically updated to reflect the approved amount. To remain on Active status, dues are expected to be received no later than the date of the Spring Council meeting.

3.6 Failure to maintain Active Standing

Meeting Attendance

The face-to-face interactions among and between the council Members and Representatives, the students, faculty members, and staff is a crucial aspect of the role that the Council plays in support of the Department. The value of these face-to-face interactions cannot be replicated through electronic attendance at meetings. As a result, the attendance requirements for Members and Representatives are in-person requirements.

Electronic attendance was considered acceptable during the “Covid Years” from 2020 through 2022 and will be provided as a convenience for those who have legitimate conflicts going forward.

To ensure that there is clarity around this expectation and to avoid any controversy, all current Members and Representatives will be given a fresh start. All membership requirements will be reset, and all previous absences will be ignored as of the Spring Meeting scheduled for April of 2023. Following the 2023 Spring Meeting, the following membership requirements will be implemented.

A Member’s status will be moved to “Inactive” if they, without just cause, fail to attend 2 out of 4 meetings over the course of a 2-year period or 4 of 6 meetings over a 3 year period. Members and representatives with just cause for missing a meeting should report such to the Membership Committee Chairperson or the Secretary-Treasurer. (Participation in other College or University-related groups or activities that coincide with Council meetings shall be considered just cause.) If necessary, the determination of just cause will be made by the President, Treasurer/Secretary, and Committee Chairs.

A Representative’s service to the Council will be terminated if they, without just cause, fail to attend 2 of 4 meetings over the course of a 2-year period or 4 of 6 meetings over a 3 year period. If necessary, the determination of just cause will be made by the President, Treasurer/Secretary, and Committee Chairs.

Dues

Following the Spring meeting a notice of non-payment will be sent by the Treasurer/Secretary. All Members not paying dues by the date of the Fall meeting will be moved to “Inactive” status. All Representatives not paying dues by the date of the Fall Council meeting will be terminated.

3.7 Annual Contributions

Each year, as part of the routine budget approval process, and subject to the availability of funds, a portion of the Dues collected by the Council will be used to make an Annual Contribution in support of the College of Engineering and the Department. In addition, all Active Members and Representatives are encouraged and expected to contribute directly to the College and/or the Department in a fashion appropriate for their own circumstances.

Article IV

Organization Practices, Policies, and Procedures

4.1 Membership

4.1.1 The membership needs of the council will be controlled by the number of standing committees and the required number of people required to maintain effective committee participation. The membership needs will be assessed every year by the Executive Committee and the Membership Committee Chair. The Membership Committee will be responsible for publicizing the current recommended make-up of the council and the number of available positions. The Membership Committee will also be responsible for laying out the recruiting strategy with regard to council needs for new members and representatives.

The Membership Committee recommendations should facilitate diversity in factors including but not limited to:

- Areas of expertise
- Educational background
- Professional background
- Age and/or level of experience
- Gender
- Geographic location
- Race & Ethnicity
- Social network

The Membership Committee should complete this analysis annually and present the current strategy to the Alumni council at the Fall session.

4.1.2 There is no set size for the Council, but it will be small enough so that it can work effectively and efficiently but large enough to represent the diversity of the graduates, companies, and industries associated with the Chemical Engineering profession.

4.1.2.1 The Council will strive to have up to four Young Alumni Representatives active on the Council at all times. These Representatives should be staggered so that one Young Alumni Representative is elected during each Official year as one Representative completes their service.

4.1.3 Members and Representatives shall be selected for their individual expertise and for their ability to contribute to the goals and objectives of the department. Representation from companies/organizations that employ large number of our graduates, or that have been a major

sponsor of our research programs, or that have strong ties to our department is particularly encouraged.

4.1.3.1 Recruitment and selection of Young Alumni Representatives should have the same rigor and consideration as full Members. To the extent sensible, but without obligation, the Membership Committee may seek to select Young Alumni Representatives from the Auburn Engineering Young Alumni Council (“AEYAC”) or invite ChemE majors on the AEYAC to attend Council Meetings as guests to familiarize themselves and the AEYAC on the activities of the Council.

4.1.4 Council Meeting Visitors – The Department Chair, Undergraduate Program Chair, Graduate Program Chair, Dean of Engineering (or the Dean’s Representative), Department Faculty, Ex-officio Council members, and any other invited visitor shall be welcomed at any Council meeting. All Council Meeting Visitors may express opinions on any matter before the Council but are non-voting participants.

4.2 Selection of Members and Representatives

4.2.1 The resume of prospective Council Members and Representatives can be submitted to the Membership Committee by the Department Chair, faculty and staff as well as the Members, Representatives, alumni, and friends of the Department. The Membership Committee will evaluate the prospect against the membership needs of the Council and potentially submit the prospect to the Council for consideration. The Membership Committee, in making recommendations for new Members and Representatives shall consider the diversity factors listed in 4.1.1.

4.2.2 All Members and Representatives recommended by the Membership Committee must be approved by an 85% majority vote of the Council with a Quorum present. Any candidate that receives less than an 85% majority on the initial vote will not be approved at that meeting, but will remain eligible for membership, subject to further consideration by the Membership Committee. All dissenting members will be invited to raise their concerns or provide any relevant additional information that was not discussed prior to the vote to the Membership Committee as soon as practical following the meeting at which the initial vote is taken.

If a candidate gets less than 100% but more than 85% approval after discussion and an initial vote, the Executive Committee and Membership Chair will make themselves available to allow for dissenters to raise any previously unvoiced concerns, in a private and confidential setting, should they so choose. Following such discussions, the Council President and Membership Chair may (a) table the nomination until additional inquiry can be completed, (b) pass these concerns along to the full council prior to calling for a second vote, or (c) request any additional information that will resolve or satisfy the dissenting Member’s concerns prior to calling for a second vote. If, given the opportunity, no dissenters come forward to raise their concerns and/or objections, the initial vote will stand and the candidate is approved for membership. If a second vote is called and the candidate still has 85% or greater approval, they will be approved for Membership. If a candidate receives less than 85% approval in a called second vote, they will not be approved for Membership.

4.3 Voting on Members and Representatives

4.3.1 No person may cast more than one vote. All Membership votes shall be cast in person. The vote will be conducted by secret ballot. Votes at Special Meetings may be cast in person, by print mail, or electronic communication.

4.3.2 Voting is restricted to Active Members and Representatives only.

4.4 Removal of Members and Representatives

In extreme cases, such as illegal acts, or public actions that reflect poorly on the Council, the Department, the College, or the University, a Member or Representative may be removed by the unanimous vote of the Executive Committee in consultation with the Membership Committee Chair and the Department Chair.

ARTICLE V

Officers

5.1 Election of Officers

5.1.1 Officers are elected from the membership of the Council. The officers are chosen without regard for their period of service on the Council, and their appointment is automatically extended until the end of their tenure in office if their Council membership expires during their term of service.

5.2 President

5.2.1 The President will be the previous term's Treasurer/Secretary, who will automatically succeed the outgoing President. The President shall serve in this capacity for two years. The President shall preside at all the meetings of the Council and perform such other duties as are necessary to carry out the objectives and governance of the Council. The President shall act as a representative of the Council at any function where the Council needs to be represented. The President shall chair the Executive Committee of the Council. In absence of the President, the Treasurer/Secretary shall lead Council meetings.

5.3 Treasurer/Secretary

5.3.1 The Treasurer/Secretary shall be selected from among the Active Members. The election of the Treasurer/Secretary shall be by secret ballot. The President of the Council, the Department Chair, the Treasurer/Secretary, and the chairs of the standing committees shall be the

Nominating Committee of the Council officers. Nominations will also be taken from the floor prior to the election.

The Treasurer/Secretary shall be elected by a majority of Active Members and Representatives with a Quorum present and voting. If a candidate does not receive a simple majority, a run-off will be conducted between the top two candidates receiving the most votes.

5.3.2 The election of the Treasurer/Secretary shall occur at the Spring Council Meeting in odd years, so that the new officers first preside over the Fall Council meeting in odd years. The Treasurer/Secretary shall serve in this capacity for two years. The Treasurer/Secretary shall succeed the President at the expiration of the current President's term. Also, the Treasurer/Secretary shall succeed the President to fill out an unexpired term in the event the President resigns or is removed from office for any other reason.

The Treasurer/Secretary shall take minutes and coordinate with the Membership Committee and Department staff to record and verify attendance at all meetings of the Council. The Treasurer/Secretary shall be responsible for taking and accounting for dues and payments from the Council accounts. The Treasurer/Secretary shall perform such other duties as the Council may direct.

5.4 Special Circumstances

5.4.1 The President or Treasurer/Secretary may be removed from office for cause by a two-thirds vote of Council Members and Representatives attending a regular or specially-called Council Meeting as long as there is a Quorum present. If the President can no longer fulfill the duties for any reason, the Treasurer/Secretary shall become the President. If the Treasurer/Secretary office is not filled due to any reason, a special election shall be held at the next Council meeting to fill the office for the remainder of the term. The election rules stated above shall be used for any special election.

5.5 Past President

5.5.1 The immediate Past-President shall serve as a member of the Executive Committee as an advisor to the current President and Treasurer/Secretary for a period of one (1) year. This role shall serve solely for the purpose of guidance and should have limited responsibilities as part of the Executive Committee.

ARTICLE VI

Committees

6.1 Standing Committees

6.1.1 There shall be five standing committees of the Council: an Executive Committee, an Academic Committee, an Alumni Relations Committee, an Industrial Liaison Committee, and a Membership Committee. The Council may at any time establish a committee to assess and improve the undergraduate or graduate educational and research programs within the Department. New permanent standing committees can be established (or abolished) by the amendment procedure described in Article X of this document.

6.1.2 Each standing and other committees shall elect a Chair who will serve a two year term, with elections in the Spring Council meetings in even years, so that they serve a staggered term as compared to the Council officers. The new Committee Chairs will preside over the Committee meetings starting at the Fall Council meetings on even years. A Committee Chair that is elected to replace a newly elected Secretary/Treasurer will serve the remaining term of the previous chair and then choose to stand for re-election at the next chair election cycle.

6.1.3 The four non-Executive, standing committees should strive to have at least one Young Alumni Representative. Formal transitioning of committee responsibilities should occur at Fall Council meetings; however, Young Alumni Representatives cannot serve as Committee Chairs.

6.1.4 Members and Representatives are encouraged to participate in more than one Committee during their term, but should commit to participating no less than 2 years on any chosen Committee.

6.1.5 The Executive Committee will generally meet at least quarterly. The other Standing Committees will meet at least twice per year, in advance of the called Council Meetings. Additional meetings may be set by the committee Chairperson as needed.

6.2 Executive Committee

The Executive Committee shall consist of the Department Chair, the President of the Council, the Treasurer/Secretary, the Chairpersons of the four Standing Committees, and the immediate Past President of the Council (for 1 year). The Executive Committee is responsible for the financial and business activities of the Council, and therefore ensures that the bylaws are followed.

6.3 Academic Committee

The Academic Committee shall be responsible for advice and oversight of the education mission of the department, including support for ABET accreditation, and to give advice and counsel to the faculty on the needed skills of Chemical Engineers in the workplace.

6.4 Alumni Relations Committee

The purpose of this committee shall be to engage and re-engage with alumni and friends of the Chemical Engineering Department in activities associated with and supportive of the Department in coordination with Department Chair and the College of Engineering Office of Advancement with the goal of improving Alumni communication and engagement.

6.5 Industrial Liaison Committee

The Industrial Liaison Committee shall be responsible for increasing interaction between the department and the various industrial, business, and professional entities that employ graduates of the department, support the department through research funding, and promoting increased interaction between faculty, staff, and students of the department and outside industrial, business, and professional entities.

6.6 Membership Committee

The Membership Committee shall be responsible to (1) determine whether those who currently serve on the Council wish to serve a second Term when their initial Term ends; and (2) in cooperation with the Department Chair, determine new potential Council Members and Representatives whose names will be submitted to the Council for election.

6.7 Temporary Committees

Temporary committees are limited to less than two years and may be formed by a simple majority of the Council Members and Representatives with a Quorum present and voting.

ARTICLE VII

Meetings

7.1 Meeting Notices

The Department Chair, usually upon the advice of the Council members, shall determine the time and place of the meetings of the Council. The Department Chair shall strive to send a Meeting Notice to each Council Member at least three months prior to said meeting, with a reminder sent to each Council Member at least 30 days prior to said meeting.

7.2 Regular Meetings

Regular meetings of the Council shall be held twice a year on the day(s) immediately preceding the meetings of the Auburn Engineering Alumni Council, usually in the fall and the spring. If 50 percent or more of Active Members and Representatives of the Council are present, this shall constitute a Quorum. The Spring meeting will focus on Graduate program activities and the Fall meeting will focus on Undergraduate program activities.

7.3 Special Meetings

Special Council meetings shall be at the call of the Department Chair, the President of the Council, or at the request of half the Active Members and Representatives of the Council.

7.4 Meeting Agendas

The agendas for regular meetings and special meetings of the Council shall be distributed by the Executive Committee with the assistance of the Department Chair and shall be distributed with the meeting reminder. The meeting will begin with the approval of all the prior meeting minutes and any action items. Meetings may include direct interaction with faculty, students, and staff in the form of discussions, presentations, and/or facility tours. The Department Chair will organize a dinner or lunch where appropriate to allow Undergraduate or Graduate faculty and students to interact with Council members.

7.5 Meeting Minutes

The minutes of the Council's regular and special meetings shall be recorded. The President or Treasurer/Secretary shall strive to send a copy of minutes to each Council Member along with the meeting reminder at least 30 days prior to each regularly scheduled meeting of the Council. The meeting minutes will include minutes from each Council committee meeting or a list of the activities of each Committee in the period since the last regularly scheduled Council Meeting. All meeting minutes are subject to approval at the following meeting.

ARTICLE VIII

8.1 Tom Hendrick Leadership Award

The Tom Hendrick Leadership Award is presented by the Council to individuals who demonstrate both leadership and support of the Auburn University Chemical Engineering Department. Tom Hendrick, who passed away in October of 2011, was the first president of the Council and was instrumental in the growth of the Council over the years. Tom played a key role in helping the Council have a positive impact on the students, faculty, and alumni of the Department.

Nominations for the Tom Hendrick Leadership Award are solicited from the Council Active and Ex-officio members via email before the Spring meeting. The individuals nominated can be anyone that has had a positive impact on the Auburn Chemical Engineering Department and is not exclusive to graduates or professors of the department. Members and Representatives vote for one (or more) candidates at the Spring meeting with an 85% vote of Council Members and Representatives attending. A Quorum must be present and vote. The presiding officer will use the secret ballot method of voting.

ARTICLE IX

9.1 Department Chair Responsibilities

In addition to the responsibilities assigned elsewhere in these bylaws, the Department Chair is responsible for:

- Retaining all records of the Council,
- Providing historical records to Council members to maintain continuity,

- Assist the Council with ensuring that new Council members are oriented to the activities of the Council,
- Maintaining an Active/Inactive/Ex-officio membership roster with contact and biographical information; and,
- Providing personnel to assist in maintaining the Council webpage.

ARTICLE X

Bylaws

10.1 Effective Date

These bylaws shall be in full force and effect, having been initially approved by a unanimous vote of the Council Members attending with a Quorum present, and agreement of the Department Chair at the Spring 2012 meeting on April 12, 2012.

The bylaws shall be routinely reviewed by the Executive Committee at a minimum of every 5 years.

10.2 Amendment Process

Amendments can be proposed by any Member and by the Department Chair. Proposed revisions must be distributed in writing to all Council members at least 30 days prior to the meeting where action on the proposal will be taken. This statement of bylaws may be amended by a two-thirds vote of Council members attending with a Quorum present, and endorsement by the Department Chair.

10.3 Record of Amendments:

| Date | Reason |
|--------------------|--|
| November 2, 2012 | Approved Addition of Tom Hendrix Award |
| February 13, 2015 | Bylaws Reviewed at Fall Council Meeting and Various Updates were Made to Reflect Current/Future Needs |
| October 2, 2015 | Replaced Article 6.4 changing Fundraising Committee name to Alumni Relations Committee |
| July 25, 2017 | Changed Article 3.4 to update dues from \$50 to \$100 per change from Spring 2017 meeting. |
| September 15, 2017 | Changed Article 3.4 to update dues from \$100 to \$150 per change from the Fall 2017 meeting. |
| April 6, 2018 | Added provisions for Young Alumni Representatives and cleaned up language (page numbers, etc.). Approved at the Spring 2018 meeting. |
| April 13, 2023 | Bylaws were reviewed by the Executive Committee and a Working Group made up of Active and Ex-officio Members. |

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| | <p>Changes included updating the various categories of membership, specifically defining membership expectations and requirements as well as more clearly defining the role and rights of Young Alumni Representatives. The Membership Approval process was more clearly delineated, various definitions were added, and clarifying language was added where recommended by the Working Group. These changes and updates were approved at the Spring 2023 meeting held on April 13 and 14, 2023.</p> |
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