

**UNIVERSITY OF MINNESOTA BIOPRODUCTS AND BIOSYSTEMS ENGINEERING
DEPARTMENT ADVISORY COUNCIL**

BYLAWS

Drafted by the Working Group, 2006-2007

Revised and Adopted at the Council Annual Meeting

ARTICLE I. NAME

The name of the organization shall be the **UNIVERSITY OF MINNESOTA BIOPRODUCTS AND BIOSYSTEMS ENGINEERING DEPARTMENT ADVISORY COUNCIL**, herein referred to as “the Council.”

ARTICLE II. MISSION AND OBJECTIVES

The purpose of the Council is to provide advice, counsel and support of the educational and research programs in the Department of Bioproducts and Biosystems Engineering (BBE) at the University of Minnesota and help them to be successful and achieve their vision.

The mission of the Department of Bioproducts and Biosystems Engineering is to integrate engineering, science, technology and management for sustainable use of renewable resources and enhancement of the environment.

The vision of the Department of Bioproducts and Biosystems Engineering is to be global leaders in the discovery, development and application of renewable resources and sustainable technologies to meet society's needs while enhancing the environment in Minnesota and beyond.

Bioproducts or bio-based products refer to the broad spectrum of materials, chemicals and energy derived from renewable bio-resources including wood products, pulp, paper and paper board, forest products, and emerging bio-based products including biofuels and bioenergy.

Biosystems or biological systems broadly refer to systems that include organic and biologically active materials and processes important in agriculture, food production and processing, ecological and life systems, and natural and managed environments.

ARTICLE III. COUNCIL MEMBERSHIP

Section 1. Council Membership Eligibility.

The membership of the Council shall consist of organizations, institutions, government agencies, industries and individuals actively engaged in or interested in the broad areas of bioproducts and biosystems and those who are interested in supporting the educational and research mission of the department. Membership includes organizations involved in the manufacture, processing and end-use applications of bioproducts, supply of raw materials, engineering, development and management of biological systems for agriculture, food and natural resources and overall enhancement of the environment and other supporters of the purposes and activities of the Council.

Section 2. Council Membership Requirements.

Council members are recommended to make financial contributions to the departmental scholarship program to help attract good students to the departmental programs, ultimately encouraging them to pursue bioproducts and biosystems related careers. Contributions are to be made annually (prior to the Council's Annual Meeting), either to the Council scholarship funds and/or to the departmental scholarship funds. This rule may be waived by the Board of Directors for members of government agencies, organizations, professional associations and individuals. Members may change their contribution level and corresponding membership category at the time of their annual contributions.

The Board of Directors shall have the authority to propose changes in the membership categories and annual contributions, to be approved by the entire Council voting membership at its next Annual Meeting.

Section 3. Council Membership Categories.

The recommended annual contributions for the council membership categories are:

A. Corporate/ Organizational Members:

1. Endowment-Founders— Corporate/ Organizational members contributing at least \$10,000.
2. Scholarship Underwriters— Corporate/ Organizational members contributing at least \$6,000 but less than \$10,000.
3. Sustaining Members— Corporate/ Organizational members contributing at least \$2,000 but less than \$6,000.
4. Contributing Members— Corporate/ Organizational members contributing at least \$100 but less than \$2,000.
5. Advisory Members—Members of Government Agencies or Non-profit Organizations, monetary contribution not required.

B. Individual Members:

1. Individual Sponsors—Individuals contributing at least \$100.

2. Individual Members—Individuals contributing at least \$25 but less than \$100.
3. Endowment Sponsors – Individuals endowing permanent scholarships (\$25,000 or more).

Voting Members: All members classified as Endowment Founders, Scholarship Underwriters, Sustaining Members, Advisory Members, and Contributing Members, and Active Individual Contributors (participating in council meetings and/or involved in supporting the teaching and research programmatic efforts in the department) who are financial supporters of the Council at a minimum contribution level noted above for each category, established by the Board of Directors, shall be entitled to name one voting representative to the Council. This representative or his/her designated substitute shall be eligible to vote at all Council business meetings, and may vote either in person or by an authorized proxy submitted to the Council Chair prior to the meeting.

Section 4. Council Membership Privileges.

Membership privileges include

- participation in the various activities and programs of the department
- interaction with students and faculty
- opportunity for input into the curricula and programs
- providing advice and counsel on various aspects of the educational programs including research and assistance with accreditation
- helping the department and its programs be more successful and enabling them to successfully execute their mission and achieve their vision.

Section 5. New Members.

Companies and individuals making financial or advisory contributions will be eligible for membership in the Council.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Membership of the Board of Directors.

Members of the Board of Directors shall consist of the officers of the Council, ten additional members elected at Annual Meetings of the Council and the Head of the Department of Bioproducts and Biosystems Engineering at the University of Minnesota.

Section 2. Term of Office.

The Council Board of Directors shall serve for three-years, in staggered terms of office, and may be re-elected for additional terms.

Section 3. Qualifications.

All members of the Board of Directors must be representatives of organizations which are members of the Council or individual members of the Council.

Section 4. Nominating Committee for Board of Directors.

The Board of Directors shall appoint a Nominating Committee to select nominees to replace vacancies on the Board of Directors, as terms expire.

Additional nominations for these positions must be submitted in writing by members of the Council. These nominations must be received by the Council Chair at least two weeks prior to the Annual Meeting.

Section 5. Elections of Directors.

All voting members of the full Council shall elect the members of the Board of Directors in accordance with these Bylaws, at the Annual Meeting of the Council.

Section 6. Chair of the Board of Directors (See Article V.).

The Chair of the Council shall preside as the Chair of the Board of Directors at meetings of the Board of Directors, shall perform such duties as may be prescribed in these Bylaws or assigned to him or her by the Council or by the Board of Directors, shall be a member ex-officio of all committees, and shall coordinate the work of the Council to promote its objectives.

Section 7. Vice Chair of the Board of Directors.

The Vice Chair of the Council shall act as an aide to the Chair of the Board and shall perform the duties of the Chair of the Board in the absence or inability of that officer to act.

Section 8. Duties of the Board of Directors.

The Board of Directors shall have full power and authority to manage the business of the Council. The Board shall submit a report of its activities to the members at the Annual meeting of the Council.

The duties of the Board shall include:

- (a) transacting necessary business
- (b) creating and disbanding committees
- (c) appointing the chair and members of the committees
- (d) approving the plans of work and coordination of the committees

(e) presenting a report at the regular meetings of the Council

(f) recommending an auditor or an auditing committee to audit the treasurer's accounts

(g) approving the Council budget for the fiscal year

Section 9. Vacancies, Resignations, and Removals.

In case of death, resignation, disqualification, temporary absence, or disability of any officer or member of the Board of Directors, his or her duties and powers may be delegated by the Board of Directors to any members of the Council for a specified time, not to exceed the original term of office. The Board of Directors shall also have the authority to remove persons from office for just cause.

Section 10. Compensation.

No member of the Board of Directors shall receive any compensation whatsoever for or in connection with his or her services to the Council.

Section 11. Liability.

No member of the Board of Directors shall be personally liable or responsible for debts or obligations of the Council.

ARTICLE V. COUNCIL OFFICERS

Section 1. Officers.

The officers of the Council shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may establish.

Section 2. Term of Office.

The officers of the Council shall serve for three years or until their offices shall be declared vacant, or until their successors are elected or appointed. They may be elected or appointed for additional terms.

Section 3. Qualifications.

All officers must be representatives of organizations which are members of the Council, individual members, or members of the department faculty. Any one person may hold more than one office provided the duties thereof can be consistently performed by the same person.

Section 4. Nominating Committee for Council Officers.

The Board of Directors shall appoint a Nominating Committee to select nominees to replace vacancies for Council officers, as terms expire.

Additional nominations for these positions must be submitted in writing by members of the Council. These nominations must be received by the Council Chair at least two weeks prior to the Annual Meeting.

Section 5. Elections of Council Officers.

All voting members of the full Council shall elect the officers of the Council in accordance with these Bylaws at the Annual Meeting of the Council.

Section 6. Chair of the Council.

The Chair of the Council shall preside at Annual Meetings of the Council, shall act as the Chair of the Executive Committee, shall preside as the Chair of the Board of Directors and shall be responsible for the operation of the Council.

Section 7. Vice Chair of the Council.

The Vice Chair of the Council shall assist the Chair in the operation of the Council, shall preside as the Vice Chair of the Board of Directors, and shall perform the duties of the Chair in the absence or inability of that officer to act.

Section 8. Secretary of the Council.

The Secretary shall be responsible for the minutes of all meetings of the Council and of the Board of Directors, shall maintain a current copy of the Bylaws, shall prepare an Annual Report of the Council's activities, shall attend to all correspondence, and shall perform such other duties as may be delegated by the Board of Directors or Executive Committee.

Section 9. Treasurer of the Council.

The Treasurer shall be the Head of the department or another employee of the University of Minnesota. The Treasurer shall have custody of all of the funds of the Council, or shall co-ordinate the keeping and handling of the funds with the University of Minnesota; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the budget approved by the Board of Directors.

The Treasurer shall present a financial statement at the Annual Meeting of the Council and at other times when requested by the Board of Directors. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of these Bylaws.

Section 10. Other Officers.

Other officers elected by the Board of Directors shall have such duties as are assigned by the Board.

Section 11. Vacancies, Resignations, and Removals.

In case of death, resignation, disqualification, temporary absence, or disability of any officer of the Council, his or her duties and powers may be delegated by the Board of Directors to any officer of the Council or to any director of the Council for a specified time, not to exceed the original term of office. The Board of Directors shall also have the authority to remove persons from office for just cause.

Section 12. Compensation.

No member or officer of the Council shall receive any compensation whatsoever for or in connection with his or her services to the council.

Section 13. Liability.

No Council representative shall be personally liable or responsible for debts or obligations of the Council.

ARTICLE VI. COUNCIL COMMITTEES

Section 1. Appointment of Committee Members and Chairs.

All Council members are eligible to serve on the various committees created by the Board of Directors. The chairs of these committees will be appointed by the Chair of the Board of Directors after approval by the Board of Directors.

Section 2. Executive Committee.

The Board of Directors of the Council shall appoint an Executive Committee consisting of the Chair and Vice Chair of the Council, two additional members of the Board of Directors, and the Head of the Department of Bioproducts and Biosystems Engineering or equivalent representative. The Council Chair shall be the Chair of this committee. The Executive Committee so appointed shall exercise all the powers that have been conferred upon it by the Board of Directors per the authorization of the Council.

Section 3. Other Council Committees.

In addition to the executive committee and nominations committee mentioned earlier, other council committees appointed by the executive committee to assist with the various educational and research programs in the department include

- **academic advisory committee:** shall consist of sub groups focused on assisting each of the departmental programs including engineering, marketing and management and building science and technology and assist as appropriate with program accreditation including ABET accreditation of the engineering program.
- **student recruitment, retention and mentoring committee**
- **student scholarship committee**
- **council membership committee:** to strengthen the overall advisory council membership and to strive for balanced participation from all aspects of the department stakeholders including industry and government agencies.
- **student placement committee**
- **other committees** as deemed relevant and appointed by the Board of Directors.

ARTICLE VII. MEETINGS AND QUORUMS

Section 1. Council Annual Meetings.

The Annual Meeting of the members of the Council shall be held at the principal office of the Council or at such other location as directed by the Board of Directors or the Executive Committee. The date and time of the Annual Meeting will be fixed by the Executive Committee.

The presence, in person or by written proxy, of a simple majority of representatives of the members of the Council entitled to vote shall constitute a quorum for the transaction of business at any regular or special meeting of the Council.

Section 2. Board of Directors Meetings.

Regular meetings of the Board of Directors shall be held at the Annual Meeting of the Council, with the time to be fixed by the Executive Committee. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors, or by a majority of the members of the board.

One-third of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the members of the Board of Directors.

Section 3. Special Council Meetings.

Special meetings of the Council shall be called upon the request of the Chair, or the Vice Chair or five or more members of the Council.

Section 4. Committee Meetings.

Committee meetings will be called at the request of the Committee Chair. A simple majority (>50%) of the members shall constitute a quorum at any regular or special meeting of any committee.

Section 5. Notices of Meetings.

Notices shall be sent out announcing the Annual Meeting or special meetings of the Council, meetings of the Board of Directors, or meetings of any Council committee. Notices of these meetings shall be given in writing, stating the time, place and purpose of such meeting, at least two weeks before the time of such meeting.

ARTICLE VIII. REPORTS

Section 1. Financial Audit.

The Treasurer of the Council shall be responsible for an audit of the books and accounting records of the Council, as per the University rules and regulations, at the close of each fiscal year (July 01 – June 30) (same as the University's fiscal year) and make a report of the examination to the Directors, and file it with the Secretary for presentation at the Annual Meeting of the Council.

Section 2. Annual Report for Council and Board of Directors.

The Chair shall make an annual report of the Executive Committee's activities for the previous year and shall make an annual report of the Board of Directors activities for the previous year to the Council at its Annual Meeting.

Section 3. Committee Reports.

The Chair of each committee shall make an annual report of the committee's activities for the previous year to the Council at its Annual Meeting.

ARTICLE IX. LOCATION

Section 1. Office.

The principal office of the Council shall be located in Minnesota at such a site as designated by the Board of Directors.

ARTICLE X. AMENDMENTS

Section 1. Changes to Bylaws.

These Bylaws may be amended, added to, altered, or repealed, in whole or in part, at any annual or special meeting of the Council, and only by vote of a simple majority of the voting members of the Council, provided notice of the general nature of character of the proposed amendment, addition, alteration, or repeal is given in notice of said meeting.

ARTICLE XI. ADOPTION OF CONSTITUTION AND BY-LAWS

These Articles shall be in effect when ratified by BOTH a majority of members who cast votes of the membership of the Bio-based Products Industry Advisory Council Board of Directors, AND by a majority of the Charter members present at the 2007 meeting of the University of Minnesota Bioproducts and Biosystems Engineering Department Advisory Council.