

# Rice Global E&C Forum

Rice University – Houston Texas  
A Forum for Corporate Executive Management in Planning, Technology,  
Marketing and Project Management



## BYLAWS

Approved 12-5-2008

Amended 12-11-09

### Article I - Name

Rice Global E&C Forum (Forum)

### Article II - Forum Fees and Charges

**Section 1. Annual Dues:** Dues are set annually by the Forum Board of Directors (BoD). Dues are due, paid in full, annually on 01 January.

#### Section 2. Other Fees

Fees will be assessed for workshops, classes, seminars, and conferences or similar as approved and voted in full by the Forum BoD in accordance with the voting rules as set forth in the BYLAWS.

### Article III - Meetings

**Section 1. Meeting Quorum:** A voting quorum for BoD Meetings shall consist of a minimum of fifty percent (50%) of its current members. Robert's Rules should be applied where practical based on number of attendees.

**Section 2. BoD Meetings:** A minimum of four (4) Forum BoD Meetings shall be held each year on a date and at a place approved by the BoD. No meeting will be held that conflicts with the Annual Forum.

**Section 3. Executive Committee Meetings:** The general format of an Executive Committee Meeting shall include an agenda and recorded minutes. Voting shall be by simple majority. Any issues impacting expenditures above \$10,000 shall be escalated for approval by the BoD.

**Section 4. Special Meetings:** Special Forum Meetings may be called by the Chairs or by the BoD. At these meetings, only announced business may be conducted.

**Section 5. Roundtable Sessions:** A minimum of ten (10) Roundtable Meetings shall be held each year.

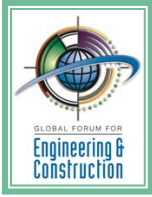
**Section 6. Roundtable Sessions Format:** The general format of a Roundtable Meeting is structured to provide participants a forum for discussing management or technical issues related to the Global E&C industry and for advancing their knowledge in said subjects.

### Article IV - Officers/Chairpersons

**Section 1.** The Executive Director shall be a compensated position of the Forum BOD on a pre-determined time basis to chair the Executive Committee. The Executive Director is an ad-hoc member of the BoD.

**Section 2.** Officers of the Executive Committee shall consist of at least; Chairperson (Executive Director), Founding Director, Finance Chairperson and Marketing Chairperson as deemed necessary to maintain a professional organization and as specified in the Forum Structure Definitions.

**Section 3. Term Limits and Succession Planning:** For each Officer/Chairperson position there will be a Chairperson Elect position. Officers/Chairpersons/Chairpersons Elect shall serve a period of one year and , subject to approval of the BoD, have an option to serve a second year if they so indicate at the end of their first one year term. Chairpersons shall be succeeded, subject to the approval of the BoD, by the Chairperson Elect who will succeed the Chairperson at the end of the Chairperson's term. Chairpersons Elect shall be elected by the BoD annually at the first BoD meeting following the Annual Forum but no later than the end of November in a calendar year. The Executive Director's contractual term shall be for a period of two years and subject to renewal no later than three months before the contract end date.



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**Section 4. Vacancies:** Vacant Officer positions shall be filled by appointment by the Chair with approval of the BoD.

**Section 5. Recall:** Officers are expected to dedicate their time to the growth and success of the Forum. Any Officer who can no longer actively participate in BoD meetings and Forum activities, because of other commitments, will be asked to resign. A resolution for recall of a BoD member must be approved by two-thirds (2/3) of the total BoD.

### **Article V - Officer Detailed Responsibilities and Duties**

Responsibilities and basic duties of elected Forum Officers shall be as defined in the current Forum Structure Definition document.

### **Article VI - Board of Directors**

#### Membership

Consists of a representative from each fully paid up E&C Company, the Founding Director (permanent member) and those considered by the BoD based on merit. The BoD shall never consist of more than 50% consultant company representatives. This shall be managed by the BoD.

#### Responsibilities

Under the leadership of the Chair; formulating policy, guiding and directing, through the oversight of the Executive Committee, the operation of the Forum toward improving support of the Forum's goals and objectives.

### **Article VII - Standing Committees**

#### **Executive Committee**

##### Membership

Consists of the Founding Director, and six additional members from the Board of Directors.

##### Responsibilities

Advise and guide the Chair and BoD in the activities of the Forum with particular emphasis on program and policy matters. The Executive Committee is responsible for the day-to-day operation of the Forum. Executive Committee members will also serve as chairpersons for subcommittees reporting to the Executive Committee.

#### **Special Projects**

From time to time, the Chair or BoD may see the need for a Special Project. The Chair or the BoD may form such Special Projects as required, appoint members, designate a Chairperson, and define the goals and objectives of the Project. Each Project shall exist for whatever term is specified at the time of formation, until the specified mission is accomplished, and/or shall cease to exist when disbanded by the Co-Chair or the BoD.

### **Article VIII – Amendments**

These Bylaws may be amended by two-thirds affirmative vote of 70% of the BoD.