

CENTER FOR HEAT TREATING EXCELLENCE (CHTE)
BY-LAWS

I. Mission

CHTE's mission is to be the premiere thermal processing industry-university alliance by bringing commercial heat treaters, captive heat treaters, suppliers and manufacturers together in a precompetitive environment to collaborate on research that meets market challenges and furthers technical innovation. CHTE is a consortium of leading companies in the thermal processing industry and serves its members' needs through collaborative research, which generates the needed knowledge base for the industry. In addition, CHTE is dedicated to the development of future leaders of the industry through its graduate programs focusing on thermal processing.

II. Objectives

For industrial, governmental, and academic participants

- to undertake and facilitate the investigation of technological issues challenging the heat-treating industry while providing a venue to train future industry participants and leaders.

- to develop innovative processes to control microstructure and properties of metallic components, reduce energy consumption, reduce process time, reduce production costs, achieve zero distortion, increase furnace efficiency and achieve zero emissions and improve quality.

- to disseminate results of research activities to its members.

- to monitor, provide liaison and collaborate with the research staff wherever research is funded or conducted.

III. Philosophy

CHTE is an alliance between the industrial sector and university researchers to collaboratively address short-term and long-term needs of the heat-treat industry. It is the Center's intent to enhance the competitive position of the heat-treating industry by conducting research to solve industrial problems. This research shall be member driven with the goal of providing enhancements to the industry's technology base, profitability, public image and education of its members.

IV. Offices

The Center shall be managed by the Metal Processing Institute located on the campus of WPI, in Worcester, Massachusetts. The governing body may establish additional offices and alliances as necessary to meet the objectives of the Center.

V. Membership

CHTE members are comprised of commercial heat treaters, captive heat treaters, heat treat industry suppliers, manufacturers of industrial products using heat treating technologies, and interested parties.

The Executive Director and his/her staff will manage CHTE. The researchers who are addressing the technical issues will be coordinated through CHTE and its Technical Director.

Founding CHTE members were the Metal Treating Institute, ASM Heat Treating Society, and other leading corporate entities. The MTI, ASM / HTS, and all other founding members occupied a seat on the Board of Directors of the CHTE for only the initial two years. These organizations played a leading role in establishing the Center and led this organization through its initial phases. CHTE members represent leading companies in the heat-treating industry. ASM Heat Treating Society maintains membership as a non-profit Professional Society at a reduced annual fee.

Membership benefits and responsibilities include:

1. One employee per Industrial Member shall be identified as the "CHTE primary contact" for that company.
2. The primary contact is responsible for all communication, meeting notifications, invoicing and technical report dissemination throughout their respective organization.
3. CHTE members are eligible to serve on the Board of Directors and the Project Selection Committee.
4. CHTE primary contacts may invite additional employees from their company to attend CHTE meetings and events, as well as participate on project focus groups.
5. CHTE members will have royalty free use of intellectual property resulting from the research conducted by CHTE during the time of their membership.
6. CHTE members will have access to all MPI publications, websites and reports.

Termination of membership: For voluntary termination a written notice is needed

and should be sent to the Executive Director. Involuntary termination of membership is a decision made by a three quarter vote of the full Board.

Individual members of technical societies, trade associations and universities will be eligible to receive periodic reports and information, as it is released to the public.

VI. Annual Membership Fee

The annual industrial membership fee shall be paid to the CHTE within 30 days of issue of invoice for each fiscal year beginning July 1. The Board of Directors on an annual basis will review the fee structure, budget, and expenses. The fees will be used to pay for the research, infrastructure costs and the support of the research staff and graduate students dedicated to the research.

The annual fee will be recommended by the Board of Directors and will be put for a vote by the general membership. As of July 2014 (FY15), all CHTE members pay an annual fee of \$25,000 which may be pro-rated if joining after July 1.

VII. Board of Directors Responsibilities

The Board of Directors shall consist of 12 members - nine CHTE sponsors (or designees), the Executive Director, the Technical Director and the CHTE Industrial Liaison Director-at-Large. The nine CHTE sponsors should reflect a balanced cross-section of current CHTE members representing commercial heat-treating companies, captive heat-treating companies and suppliers to the industry. Each shall serve a term of three years with a rotating schedule.

The Board of Directors shall meet a minimum of twice each year and have the following responsibilities:

1. To facilitate, guide and review research programs.
2. To review and guide the research presentations at CHTE workshops.
3. To review all normal business activities such as, but not limited to, budget, annual dues, administration, policy changes, new members, strategic planning, etc.
4. To elect a Board of Directors chairperson.
5. To set dates for CHTE events and Board of Directors meetings.
6. To form other committees of the CHTE as might be required to meet its mission and objectives.
7. To appoint a Project Selection Committee.

8. To appoint a Project Selection Committee Chairperson from one of the nine CHTE sponsor members.

VIII. Project Selection Committee (PSC)

The Project Selection Committee (PSC) shall be comprised of the Technical Director and six CHTE industrial members (five members not serving on the Board and one member serving on the Board). These members shall be distributed equally from various industry sectors along with the Technical Director. The PSC Chairperson is a board member. Members of the PSC shall serve for up to three consecutive years. Every year, two members are rotated off of the committee to ensure that four experienced members of the committee remain. Their responsibility will be to solicit project proposals from the CHTE members, review submissions, and recommend, for Board of Directors' approval, the selection and prioritization of research projects. The method for ranking and prioritizing of project proposals is at the committee's discretion.

IX. Focus Groups

In an effort to engage all members in the management of CHTE, focus groups for each project are formed to execute the mission of CHTE as an industry-university alliance. Any employee from CHTE member companies can attend focus group meetings, however, only one person from each member company can vote on focus-group related issues. Each project will have a Focus Group Leader elected by the focus group. The CHTE Board and/or the supervising faculty member may offer suggested candidates for Focus Group Leader based on knowledge of the initial project submission or other considerations. The roles of the focus group leader are:

1. Assist the supervising faculty and the research team in communicating project milestones and schedule, semi-annual meeting reports and interim project reports to CHTE members.
2. Arrange and hold interim focus group meetings (in between the two semi-annual meetings) as necessary to overcome project resource roadblocks or provide project direction clarification.
3. Upon project completion, assist the supervising faculty and research team in communicating with the focus group members on the following:
 - Final Report Executive Summary
 - Final Report
 - Strategy for disseminating application information to member companies, i.e. training on software, presentation for internal use, etc.
 - Strategy and timing of public dissemination of the project's results.

It is recommended that the Focus Group Leader appoint an associate to help with these leadership tasks. This is not a requirement but it is a recommendation made for the purpose of furthering the involvement of young employees in member companies.

X. Procedure and Voting Policy

CHTE business and Board of Directors meetings shall be conducted in accordance with “Robert’s Rules of Order, latest revision”.

Each industrial member of record, the Executive Director, and Technical Director shall have one vote in all matters.

A quorum shall be necessary for all business and Board of Directors meetings; quorum is defined as 2/3 of the total body, either present in person or represented by proxy.

A 2/3 vote of the above-defined quorum shall be required for approval of all business matters. Alternate methods of voting – mail, phone, electronic, will be allowed. All matters requiring a vote shall be shared with CHTE members via e-mail to the CHTE primary contact. Matters requiring a vote may also be shared during the semi-annual meetings. Voting may occur electronically (via e-mail) or during the semi-annual meetings. In either case, at least 30 days notice will be provided before vote is taken (at a meeting) or voting period is closed (e-mail) to allow suitable response time by all members.

XI. By-law Amendments

Amendments shall be made by a 2/3-majority vote of the total CHTE membership on record at the time of the proposed amendment notice, provided each member receives the proposed amendment in writing a minimum of 30 days prior to the vote.

XII. Consortium Meetings

Research results will be reported and discussed with the CHTE members at two semi-annual meetings, typically one in the Spring (May-June) and a second one in late Fall (November-December).

XIII. Responsibilities of Executive Director and Technical Director

The Executive Director shall be responsible for the overall supervision and development of the CHTE. The Executive Director’s responsibilities shall also include:

- recruiting of new industry members and academic research staff;

- interfacing when necessary with industry members to obtain their help and input on research projects;
- promoting an awareness of the CHTE activities throughout the industry;
- promoting CHTE's purpose, objectives and philosophy of federal and state governmental agencies for the purpose of obtaining available grants and/or funding;
- developing a network base to insure that the best facility is used for various projects that provide the maximum return to the member; and
- overall supervising of the CHTE research projects, staff and administration.

The Executive Director shall, at his/her discretion have the authority to appoint one or more Directors as Industrial Liaison Officers to serve the CHTE in assisting in any capacity that may be required, including but not limited to an advisory role, industrial liaison activities or the performance of a specific task or study.

The Technical Director (TD) shall be responsible for the technical management of the projects; specifically:

1. Coordinate CHTE sponsor and WPI resources to move projects to completion.
2. Coordinate and assist (when necessary) the communication of project scope, status, schedule, and results at the semiannual meetings and during interim focus group meetings.
3. Provide feedback to PSC during project ranking and selection process.

XIV. Patents, Copyrights, Transfer of Technology and Proprietary Information

“Intellectual property” may include any technical information, know-how, inventions, software, copyrights, processes, machines or any new or useful improvements thereof, whether or not patentable, which is conceived in the performance of the CHTE funded research.

In the case of intellectual property resulting from CHTE funded research, the CHTE membership will determine if there is interest in obtaining a particular patent or copyright. If 2/3 majority of CHTE membership has interest in a particular invention, the Executive Director will notify WPI of that interest and recommend that WPI proceed with the filing of any patents or copyrights. WPI will evaluate the discovery with respect to patentability or copyrighting as well as economic potential and make a determination as to whether to proceed.

WPI, which is incorporated and a non-profit institution of higher education, as well as the home site for CHTE and the Metal Processing Institute (MPI), will be the owner of

the intellectual property. WPI will assume the cost of preparing and filing of any patents or copyrights. CHTE eligible members of record (when the invention was made) shall have a non-exclusive, irrevocable, royalty-free license to practice said intellectual property.

If CHTE-funded work is carried out at another institution, the Executive Director of CHTE will negotiate and agree with the subcontracting institution that any intellectual property arising from CHTE-funded research will be owned by WPI/CHTE. The Executive Director will negotiate royalty arrangements.

Internally at WPI, it has been agreed between the CHTE Executive Director and the Provost Office, that when royalties are generated from patents/copyrights owned by WPI, after deducting the costs incurred by WPI for filing and obtaining the intellectual property, 50% are distributed to the inventors and 50% to the CHTE. In this manner, a royalty-generating stream exists at CHTE from intellectual property developments.

There are two types of proprietary information, which must be protected during the course of CHTE activities. The first is information resulting from CHTE-funded research that is of potential commercial value to CHTE members, MPI, and the research staff. The second is proprietary information provided to CHTE researchers by individual industrial members. The following two paragraphs constitute the policy of the CHTE in safeguarding such proprietary information.

In keeping with the traditional role of universities to disseminate information and to make it available for the purpose of scholarship, the institute shall have the right to publish or otherwise disclose information it has gained in the course of the CHTE-funded research. However, in order to protect the potential commercial value of such results, publication in the public domain will take place only after the information and the data have been reviewed at one of the semi-annual CHTE workshops. This enables CHTE members to be the first recipients of the information, and subsequently the information will be disseminated in the public domain through publications.

When members (or other individuals, companies or organizations) disclose to CHTE research personnel certain information of a technical, engineering, operational, or economic nature, which is identified by the disclosure as "proprietary information" at the time of disclosure, a written agreement requesting that said information be maintained in confidence must be executed between the disclosing and receiving parties. This confidentiality agreement must clearly identify the information disclosed and the duration of confidentiality. If a CHTE member feels that research personnel or other members are a serious liability because of their attitude toward proprietary information, the member should bring this information to the attention of the Board of Directors, which will take or recommend appropriate action.

XV. Calling of Special Meetings

A group representing 25% of the industry members may call for a meeting at any time, upon giving the balance of the membership at least thirty days prior written notice of the meeting, the location and the purpose of the meeting.

Presented to the Board of Directors on August 31, 1999

Ratified on June 3, 2000

Amended December 2012

Ratified December 2015