

June 3, 2000

CENTER FOR HEAT TREATING EXCELLENCE (CHTE)
BY-LAWS

I. Mission

Dedicated to the advancement of heat treating through collaborative research and development in accordance with our member's needs and the Heat Treating Technology Roadmap, and the current R&D Plan and Vision 2020.

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.

Specifically the center will pursue research 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.

The center will 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 researchers to collaboratively address short term and long-term needs of the heat treat industry. It is the Center's intent to enhance the position of the heat-treating industry by applying research to solve industrial problems. This research will be member driven and provide 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 other offices and alliances as necessary to meet the objectives of the Center.

V. Membership

Industrial membership shall be 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.

The *Founding 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.

The MTI, and ASM / HTS paid a one-time membership fee of \$25,000.00. They assisted the Center in its formation process but the two societal members have ceased to be members of the CHTE after the first two years. Membership has since been limited to industrial members only.

Members will pay an annual fee of \$25,000 and are entitled to the following benefits: be eligible to serve on the Board of Directors and the Project Selection Committee (membership on the Board and Selection Committee will be on a rotational basis and no industrial member may be represented on both the Board and Selection Committee concurrently); will have royalty free use of intellectual property resulting from the research conducted by and for the CHTE and in addition, members may have multiple memberships on Focus Groups (maximum of one person per company on each Focus Group); have access to the Metal Processing Institute's activities – status reports of the other Centers; obtain a reduction in fees at the International Summer School or any other custom tailored course; and obtain automatically all MPI publications.

Termination of membership: For voluntary termination a minimum of 120 days written notice is needed to terminate membership. The notice 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. Fee Structure

The annual industrial membership fee shall be paid to the CHTE within 30 days of issue of each fiscal year beginning July 1. The fee structure, budget, and expenses will be reviewed by the Board of Directors on an annual basis. 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 for a vote by the general membership.

VII. Board of Directors Responsibilities

The Board of Directors shall consist of 10 members - eight members and the Executive Director and the CHTE Industrial Liaison Director-at-Large. The eight members should represent commercial heat-treating companies, captive heat-treating companies and suppliers to the industry. Each will serve a term of two 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 an annual 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.

VIII. Project Selection Committee

The Project Selection Committee will be comprised of three Members, not serving on the Board, distributed equally from various industry sectors along with the Executive Director. Members shall serve on a rotational basis for a period of 2 years. Their responsibility will be to recommend, for Board of Directors approval, the selection and, prioritization of research projects.

IX. Procedure and Voting Policy

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

Each industrial member of record and the executive 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 simple majority 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.

X. 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.

XI. Workshops

Research results will be reported and discussed with the CHTE Consortium members at workshops held twice a year, typically one in the Spring (May-June) and a second one in late Fall (November-December). The workshops, similar to other consortium workshops of the Metal Processing Institute, are held at WPI; however, this is not a requirement. The workshops could be held at other sites, at another University where heat-treating research activities are being carried out for CHTE, or in conjunction with the Fall HTS meeting. The workshops are open to CHTE members and invited guests. The Director, with the input and consent of the Board, will decide on workshop locations a year in advance.

XII. Responsibilities of Executive Director

The executive director shall be responsible for the overall supervision and development of the CHTE. The executive director’s responsibilities shall also include: the recruitment 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; develop a network base to insure that the best facility is used for

various projects that provide the maximum return to the member; and overall supervision of the CHTE research projects, staff and administration.

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

XIII. 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 the 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 copyrightability 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 Director and the Provost Office, that when royalties are generated from patents/copyrights owned by WPI, 50% are distributed to the inventors and 50% to the CHTE (after deducting the costs incurred by WPI for filing and obtaining the intellectual property). 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 which 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 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.

XIV. 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