

**WESTERN STATES SECTION
OF THE COMBUSTION INSTITUTE**

BY-LAWS

PREAMBLE

The Western States Section of the Combustion Institute is a legal subdivision of The Combustion Institute, an international non-profit educational and scientific society whose purpose is to promote the science and application of combustion for the benefit of society. The Western States Section (WSS) operates under the charter and applicable by-laws of the Institute and under appropriate action of the Board of Directors of the Institute.

The Western States Section is composed of all members of The Combustion Institute resident in the States of California, Oregon, Washington, Idaho, Nevada, Utah, Arizona, Montana, Wyoming, Colorado, New Mexico, Alaska, and Hawaii, and the Pacific territories of the United States, without obligation upon the part of any member so included.

The purpose of the Western States Section is to promote the science and application of combustion by means of: sponsorship of sectional meetings, promotion of the preparation of technical papers, and promotion of membership in The Combustion Institute among eligible persons resident in the geographical area of the Section. The Section typically holds one or two technical meetings per year, one in the spring and/or one in the fall. The Western States Section does not discriminate, functioning without regard to race, religion, gender, sexual orientation, nationality, or occupation.

ARTICLE I

MEMBERS

Section 1. Membership eligibility

The qualification for membership in the Western States Section shall be certification to the Section from the Combustion Institute that the individual in question is an active member of The Combustion Institute and in the records of The Institute her or his mailing address falls within the geographical area of the Section.

Session 2. Financing

The Section charges \$40 biennial compulsory dues for its membership. Other financing shall be accomplished through the media of registration fees for technical meetings and such activities of a solicitous and/or enterprising nature as the section may in good taste devise. Direct solicitation of funds from industrial, educational, or governmental organizations shall require prior approval by the Executive Committee of The

Combustion Institute. The Section may establish a higher registration fee for its technical meetings for nonmembers of The Combustion Institute than for members.

Section 3. Biennial Business Meeting

There shall be a meeting of the members of the Section during the US National Combustion Meeting, held biennially, as announced in the program of the meeting. Special meetings of members may be held whenever called by the WSS Chair or by vote of the Executive Committee.

Section 4. Notice of Business Meeting

Except as otherwise required by statute, notice of special meetings of members, shall, at least twenty days before the day on which the meeting is to be held, be electronically mailed to such member's email address as appears in the records of the Section.

Section 5. Quorum

Fifteen members, at any meeting of members shall constitute a quorum unless a larger number shall be required by law in which case the number so required shall constitute a quorum.

ARTICLE II

OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers

The officers of the Section shall be a Chairperson, a Vice Chairperson/Chairperson Elect, a Treasurer, and a Secretary. All such officers shall hold office until their successors are elected and qualified.

Section 2. Executive Committee

Executive authority of the Section, including the collection and disbursement of funds shall be vested in an Executive Committee composed of (a) the four officers of the Section, (b) the respective chairpersons of the following standing committees: Program and Information, (c) the immediate past chairperson, (d) the WSS/CI representative to the CI Board, (e) any appointed representatives to the U.S. Joint Sections Committee, and (f) Members-at-Large. The membership of the Executive Committee shall not exceed thirty (30), the number of members from any one institution shall not exceed two (2), and the number of consecutive two-year terms shall not exceed four (4), with time in service as a Section Officer and Chairperson of a standing committee excluded. There shall also exist a category of Honorary Members-at-Large, not limited in number, without voting power, who need not reside in the Western States geographical area. Throughout these By-

Laws, each reference to the Executive Committee shall indicate the Executive Committee of the Western States Section, as defined here, and no such reference shall indicate the Executive Committee of the Combustion Institute, except as specifically referred to in Article II, Section 2.

Section 3. Election

Members of the Executive Committee shall be elected by specific individual designations, at the biennial business meetings occurring in odd-numbered years, to serve for two-year terms. In the event of the resignation of any member of the Executive Committee, the vacancy may be filled for the remainder of the term of office by a motion of the Executive Committee meeting in authorized session. The Executive Committee may terminate any membership on the Executive Committee for cause. Two-thirds of the total voting membership of the Executive Committee may appoint nonvoting Honorary Members-at-Large for a term not to exceed its now two-year term. Honorary Members-at-Large shall be those whose counsel is considered valuable to the Western States Section, but who are not elected members of the Executive Committee.

Section 4. Nomination

Nomination for election of the Executive Committee shall be made by a Nominating Committee of three consisting of the Chairperson-Elect as Nominating Committee Chairperson, the Chairperson, and the immediate Past Chairperson. The Nominating committee shall report its choices to the Executive Committee at the meeting of the Executive Committee immediately preceding the scheduled biennial election. Nominations may also be made from the floor during the business meeting by any member present. Nominees receiving the greatest number of votes from members of the Section shall be elected, provided that in the case of more than two nominees for any position, a majority of votes cast shall be required and a runoff ballot shall be employed to achieve a majority where necessary.

Section 5. Executive Committee Meetings

The Executive Committee shall meet regularly at the Section's technical meetings and the US National Combustion Meetings, and more frequently as necessary in the form of special meetings. A simple majority, including members who participate in the meeting by audio or video-link, shall constitute a quorum. Special meetings shall be called in writing by the Chairperson of the Section. For all meetings, electronic notification shall be given at least twenty days prior to the meeting date.

Section 6. Chairperson

The Chairperson of the Section shall be the chief executive officer of the Section. Duties include presiding at all meetings of the members and of the Executive Committee; general and active management of the business of the Section; ensuring that all orders and resolutions of the Executive Committee, and of the Board of Directors of The

Combustion Institute, are carried into effect; and executing all contracts and agreements authorized by the Executive Committee. The Chairperson shall have general supervision and direction of the other officers of the Section, and shall see that their duties are performed properly. S/He shall submit a report of the operations of the Section for the year to the members at the annual meeting and shall transmit a copy of this report to the Board of Directors. The Chairperson shall, with the concurrence of the respective standing committee chairperson, make membership appointments to the various standing committees from among the Section membership. Upon completion of the term of office as Chairperson, s/he shall be ex officio a member of the Executive Committee for one term, with formal title as Past Chairperson.

Section 7. Vice-Chairperson

The Vice-Chairperson of the Section shall be vested with all the powers, and shall be required to perform all the duties, of the Chairperson in the event of the absence or disability of the latter. The Vice-Chairperson shall be elected and hold office as also the Chairperson-Elect. Notwithstanding any contrary implication of Section 3, at the expiration of the term of office, the Vice-Chairperson shall automatically succeed to the office of Chairperson for a single term of two years, and this provision shall control and dictate the staffing of the office of Chairperson. If a vacancy shall occur in the office of Chairperson, the Vice-Chairperson/Chairperson-Elect shall act as Chairperson for the remainder of the current term of office, using the courtesy title of Chairperson during such period, and shall succeed formally to the position of Chairperson for the ensuing term of office.

Section 8. Treasurer

The Treasurer of the Section shall have custody of the funds and securities of the Section and shall keep full and accurate accounts of receipts and disbursements, and shall deposit all moneys and other valuable effects in the name of and to the credit of the Section in such repositories as may be designated by the Executive Committee. S/He shall disburse the funds of the Section as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the Executive Committee at its meetings, whenever required by same, an account of all transactions as Treasurer and of the financial conditions of the Section. The Treasurer shall give the Section a bond if required by the Executive Committee, in such sum and form and with security satisfactory to the Board of Directors for the faithful performance of the duties of the office and the restoration to the Section in case of death, resignation, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his or her possession belonging to the Section. The Treasurer shall perform such other duties as the Executive Committee may from time to time prescribe or require.

Section 9. Secretary

The Secretary of the Section shall keep the minutes of all meetings of members and of the Executive Committee and shall maintain all additional records of the Section, exclusive

of financial statements maintained by the Treasurer. The Secretary shall attend to the giving and serving of all notices of the Section and shall maintain liaison with the officers and the Board of Directors of The Combustion Institute. When authorized by the Executive Committee, s/he shall affix her or his signature to any instrument requiring the same as the official signatory for the Section.

ARTICLE III

EXPENDITURES AND RECORDS

Section 1. Payments of Money

All checks, drafts, or order for the payment of money, unless otherwise ordered by the Executive Committee, shall be approved by the Treasurer and the WSS Chairperson.

Section 2. Records

The books, accounts, and records of the Section shall be open to inspection by the Executive Committee, and by the Board of Directors of The Combustion Institute at all times.

ARTICLE IV

CONFLICTS OF INTEREST

Section 1 – Ethical practices. The Executive Officers and Committee members (“Responsible Parties”) are individually responsible for their adherence to high ethical standards, including avoidance of conflicts of interest.

Section 2 – Material conflicts. No Responsible Party shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Section as an officer or committee member.

Any Responsible Party who is an officer, board member, committee member, or staff member of an organization that benefits directly or indirectly from a relationship with the Section shall identify his or her affiliation with said organization. Further, in connection with decisions specifically directed to that organization, the individual shall not participate in the decision affecting that organization.

Responsible Parties shall refrain from obtaining any list of Section members or sponsoring organizations for personal or private solicitation purposes at any time during the term of their affiliation.

Section 3 – Responsibility of recusal. Each Responsible Party shall disclose to the Chairperson any conflict of interest that he or she may have in any matter pending before the Section and shall refrain from participation in any decision on such matters.

ARTICLE V

RATIFICATION AND AMENDMENTS

Section 1. Ratification

Acceptance of these By-Laws by the Board of Directors of The Combustion Institute shall place them in force as of the date of acceptance and shall ratify the election of the first Executive Committee as made at the organizational meeting of the Section on 29 May 1957. The Executive Committee shall then communicate the action of the Board of Directors to the Section membership at its early convenience, either by mail or by calling a special business meeting of the members for this purpose at the next technical meeting of the Section.

Section 2. Amendments

Subject to the limitations in the Certificate of Incorporation of The Combustion Institute and approval by the Board of Directors thereof, the Executive Committee shall have power to make, alter, amend, or repeal any By-Laws by the affirmative vote of two-thirds of all of the members of the Executive Committee.