

Western States Section Combustion Institute: By-Laws

May 2015

PREAMBLE

The Western States Section Combustion Institute (WSSCI) is a non-profit educational and scientific society whose purpose is to promote the science and application of combustion for the benefit of society. It was incorporated on December 10, 2014 in the State of Delaware, United States of America, and the articles of incorporation serve in place of a Constitution. All activities of WSSCI are carried out as directed by the Executive Committee of WSSCI and in coordination with The Combustion Institute (CI). In this document The Western States Section Combustion Institute is referred by its acronym WSSCI or by “Section”.

The WSSCI is composed of all members of The Combustion Institute resident in the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the Pacific territories of the United States, without obligation upon the part of any member so included. WSSCI promotes the science and application of combustion by: 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. WSSCI does not discriminate, functions without regard to race, religion, gender, sexual orientation, nationality, or occupation.

ARTICLE I: MEMBERS

Section 1: Membership eligibility

The qualification for membership in WSSCI 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 Combustion Institute her or his mailing address falls within the geographical area of the Section.

Session 2: Financing

The Section charges biennial compulsory dues for its membership. The amount of dues is established by the Executive Committee of WSSCI. 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 WSSCI. 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 WSSCI 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 WSSCI 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 be communicated by email at least twenty days before the day on which the meeting is to be held, 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.

1 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 WSSCI 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 WSSCI, 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 WSSCI, 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 WSSCI shall be the chief executive officer. 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, 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. She/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 of CI. 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, she/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 WSSCI 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 WSSCI 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. She/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 Executive Committee 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, she/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 WSSCI Chairperson.

Section 2. Records

The books, accounts, and records of the Section shall be open to inspection by the Executive Committee, 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 WSSCI 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 WSSCI 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 WSSCI 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 WSSCI and shall refrain from participation in any decision on such matters.

Section 4 Procedures

The Responsible Parties shall review this conflict-of-interest policy upon election. At the start of each Board meeting, the Chairperson will ask the members if they are in conformance with WSSCI Conflict of Interest Policy with reference to the topics under discussion at the meeting. The outcome will be recorded in the minutes of the meeting. If an individual is for any reason in a situation that presents a conflict, then that individual shall recuse himself or herself from any decision or vote related to the matter and shall report such conflict to the Chairperson and Secretary of WSSCI, which will be recorded in the minutes.

ARTICLE V: AMENDMENTS

Subject to the limitations in the Certificate of Incorporation of The Western States Section Combustion Institute, 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. The Executive Committee shall then communicate this action to the WSSCI membership at its early convenience, either by email, by calling a special business meeting of the members for this purpose, or at the next Business meeting of WSSCI.