

BY-LAWS
of the
CENTRAL STATES SECTION
of
THE COMBUSTION INSTITUTE

(Amended March 2005)

PREAMBLE

The aim of the Central States Section is to assist in accomplishing the broad objectives of The Combustion Institute:

by providing for closer and more frequent contacts between members residing in the geographic area of the Central United States,

by promoting the science and application of combustion, and

by providing a single forum whereby the diverse scientific and engineering disciplines can be brought together to interchange information related to combustion science and applications.

ARTICLE I. IDENTITY AND PURPOSE

Section 1. Corporate Identity

The Central States Section of The Combustion Institute is a legal subdivision of The Combustion Institute Corporation, operating under the charter and applicable by-laws of the Corporation and under appropriate action of the Board of Directors of the Corporation. The Central States Section was legally incorporated as a not-for-profit corporation in the State of Illinois on 19 March 1969 (File No. N 4946-998-5–Paul N. Blumberg, registered agent; IRS I.D. No. 237285835).

Section 2. Compositional Identity

The Central States Section shall be composed of all members of The Combustion Institute resident in the states of Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin, without obligation upon the part of any member so included.

Section 3. Purpose

The purpose of the Central States Section shall be 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.

ARTICLE II. MEMBERSHIP

Section 1. Qualification

The qualification for membership in the Central States Section shall be certification to the Section from The Combustion Institute that the individual in question is a member of The Combustion Institute and that his/her mailing address falls within the geographical area of the Section.

Section 2. Financing

The Section shall have no compulsory dues for its membership. Financing shall be accomplished through registration fees for technical meetings and by activities which the Section may devise. The Section shall establish a differential in registration fees for technical meetings to prospective registrants who are not already members of the Institute to cover the cost of a membership in The Combustion Institute.

Section 3. Annual Business Meeting

There shall be an annual business meeting of the members of the Section. This meeting will be held during the Annual Spring Technical Meeting as announced in the program of the meeting. The time and location of the meeting shall be established by the Section Chairperson and the Chairperson-Elect. Additional special business meetings of the members may be called by the Executive Committee.

Section 4. Notice of Business Meetings

Except as otherwise required by statute, written notice of each meeting of members, whether annual or special, shall be effectively transmitted to each member. Such notice shall be sent at least twenty days before the day on which the meeting is to be held.

Section 5. Quorum

Twenty members, at any meeting of the 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.

Section 6. Technical Meetings

An annual spring technical meeting shall be sponsored by the Section. The Board of Advisors shall establish the date and place of the annual spring technical meeting of the Section. The place of the technical meeting shall be established two years before the meeting to facilitate the required planning for accommodations. The CSS/CI does not claim copyright on papers presented and/or distributed at the meeting.

ARTICLE III. OFFICERS, BOARD OF ADVISORS, AND EXECUTIVE COMMITTEE

Section 1. Officers

The officers of the Section shall be a Chairperson, a Chairperson-Elect, a Treasurer, and a Secretary. Tenure of the offices will be: Chairperson: Two years (not eligible for reelection); Chairperson-Elect: Two years (succeeds Chairperson); Treasurer: Four years (maximum of three full terms or 12 years); Secretary: Four years (maximum of two full terms or 8 years). A nominal year is defined as the period between Annual Business Meetings.

Section 2. Board of Advisors

The Board of Advisors of the Section shall be composed of no more than twenty (20) voting members, including the immediate past-Chairperson of the Section, the four (4) officers of the Section, the Auditor, the Webmaster, the Chairpersons of the following standing committees: Arrangements, Papers, and Program, and ten (10) at-large members elected from the membership of the Section. Emeritus officers shall be Honorary Members of the Board of Advisors without voting power.

Election of the non-officer Board members shall be by the Section members at each even-numbered-year meeting of the Section and shall be for a term of six years. The terms of the non-officer Board members shall be staggered so that one-third (1/3) of the terms expire at each biennial election meeting. Membership on the Board shall be limited to two consecutive full terms. Board members elected to fill a vacated term of 3 years or less may immediately thereafter fill up to two full consecutive terms, for a maximum of 15 years. Board members elected to fill a vacated term of 4 years or more are only eligible to immediately fill one consecutive full term. Board members who die, suffer medically-diagnosed mental disability, resign, or move from the geographical area of the Section shall immediately cease to hold their position. Furthermore, the Board of Advisors may vote to discharge members who were absent from more than two (2) of the last four (4) board meetings. A new member shall be elected to fill the unexpired term at the next business meeting, even if in an odd-numbered year.

Section 3. Executive Committee and Standing Committees

Executive authority of the Section, including the collection and disbursement of funds, shall be vested in an Executive Committee composed of the four officers of the Section. The

Auditor, Webmaster, standing committee Chairpersons and members are nominated by the Chairperson-Elect and approved by the Board of Advisors. The Auditor, Webmaster, and Arrangements Chairperson shall each hold their office until a successor is appointed, or their elected term ends. The tenure of the Program Chairperson and the Papers Chairperson should each be two section-hosted technical meetings, provided that it shall not extend beyond the end of their elected term. Their two terms should be staggered so that both terms do not expire in the same calendar year.

Throughout these By-Laws each reference to the Executive Committee shall indicate the Executive Committee of the Central States Section, as defined above, and no such reference shall indicate the Executive Committee of The Combustion Institute.

Section 4. Election

The officers of the Section shall be elected from among the memberships of the Section by specific individual designations, at the odd-numbered-year business meetings. The Chairperson-Elect, Treasurer, and Secretary shall be elected from among the members of the Board, with the exception of the Section Chairperson and Past Chairperson who are not eligible for these offices. The tenure of each officer's membership on the board is redefined based on the term of office, which may either lengthen or shorten their membership on the board. With the exception of the automatic progression of the Chairperson-Elect to Chairperson to Past Chairperson, officers cease to be board members at the end of their term unless elected to another term of office. Officers filling a vacated term for no more than half the normal duration are eligible to fill the office in their own stead as specified by the term limits. When considering eligibility for reelection, officers filling a vacated term for more than half of the normal duration will be considered to have filled the position for a full term. In the event of the death, medically-diagnosed mental disability, or resignation of the Section Chairperson, officer, the Chairperson-Elect shall immediately assume the powers and duties as Section Chairperson. In the event of the death, medically-diagnosed mental disability, or resignation of any other Section officer, the position may be immediately filled by a board member nominated by the Executive Committee and approved by the Board of Advisors. Such appointments shall be for the duration of that unexpired term. The Executive Committee may terminate any membership on the Executive Committee for cause. Section officers who move from the geographical area of the Section shall be considered as having resigned their positions.

Section 5. Nomination

Nominations for election to the Executive Committee and the Board of Advisors shall be made by a nominating committee appointed by the Chairperson of the Section and composed of four individuals, at least one of whom shall be a current member of the Executive Committee, at least one shall be an at-large member of the Board of Advisors, and at least one shall be a past officer or past member of the Board of Advisors. Consideration shall be given to maintaining a reasonable geographic and organizational distribution among the members of the Board. 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.

Section 6. Board of Advisors Meetings

The Board of Advisors, which includes the Executive Committee, shall meet semiannually in conjunction with the Annual Spring Technical Meeting and on a Sunday morning between Labor Day and Thanksgiving. The Executive Committee or the Board may meet more frequently as necessary in the form of special meetings. Attendance by at least one-half (1/2) of the respective members shall constitute a quorum. Special meetings of the Executive Committee shall be called by the Section Chairperson and by the Chairperson-Elect. Written notice of all such meetings shall be given at least twenty days prior to the meeting date, with the exception of teleconferences or videoconferences.

Section 7. Section Chairperson

The Chairperson of the Section shall be the Chief Executive Officer of the Section. It shall be his/her duty to preside at all meetings of the members and of the Executive Committee; he/she shall have general and active management of the business of the Section; he/she shall see that all applicable orders and resolutions of the Executive Committee, the Board of Advisors and the Board of Directors of The Combustion Institute, are carried into effect, and he/she shall execute all contracts and agreements authorized by the Executive Committee. He/she shall have general supervision and direction of the other officers of the Section, and shall see that their duties are properly performed. He/she shall ensure that the Auditor reviews at least annually the Section's financial accounting. He/she shall report on the operations of the Section to the members at the annual business meeting, and shall prepare and submit a biannual report to The Combustion Institute.

Section 8. Chairperson-Elect

The Chairperson-Elect shall act as Chairperson of the Section in the event of the absence of the Chairperson at any scheduled meeting. The Chairperson-Elect shall assume the powers and duties of the Chairperson of the Section in the event that the latter dies, suffers medically-diagnosed mental disability, or resigns. In such an event, the thus-vacated office of Chairperson-Elect shall be filled by appointment of a member of the Board. This appointment by the Section Chairperson must be approved by the Board. He/she shall be responsible for arranging and presiding over the semiannual meetings of the Board, for the conduct of the business of the Board, and for making any appointments necessary for the functioning of the Board. All appointments must be approved by the Board. The Chairperson-Elect shall be responsible for working with the local host(s), and the Arrangments, Papers, and Program Chairpersons to see that the policies of the Board are carried out in preparation for the next technical meeting.

Section 9. 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 in books belonging to the Section, and shall deposit all moneys and other valuable effects in the name of and to the credit of the Section in such depositories approved by the Executive Committee. He/she 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 and the Board of Advisors, at their semiannual meetings, an account of all his/her transactions as Treasurer and of the financial conditions of the Section. He/she shall execute all contracts and agreements authorized by the Executive Committee. He/she 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 Advisors for the faithful performance of the duties of this office and the restoration to the Section in case his/her death, resignation, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his/her possession belonging to the Section. He/she shall handle the sale of papers after the Annual Technical meeting and shall perform such other duties as the Executive Committee may from time to time prescribe or require. The Treasurer shall assume the powers and duties of the Chairperson of the Section in the event of the death, medically-diagnosed mental disability, or resignation of both the Chairperson and the Chairperson-Elect.

Section 10. Secretary

The Secretary of the Section shall keep the minutes of all meetings of members, of the Executive Committee and of the Board of Advisors, and shall maintain all records of the Section exclusive of financial statements maintained by the Treasurer. Also one copy of meeting reprints from each technical meeting will be kept in the Section records by the Section Secretary. The Secretary shall be responsible for the preparation of stationery and any awards that the Section may give at direction of the Board of Advisors. When authorized by the Executive Committee, he/she shall affix his/her signature to any instrument requiring the same as official signatory for the Section. The Secretary shall be responsible for guiding and verifying the work of the Webmaster. The Secretary shall assume the powers and duties of the Chairperson in the event of the death, medically-diagnosed mental disability, or resignation of the Chairperson, the Chairperson-Elect, and the Treasurer.

ARTICLE IV. EXPENDITURES AND RECORDS

Section 1. Payments of Money

All checks, drafts, or orders for the payment of money, unless otherwise ordered by the Executive Committee, shall be signed by the Treasurer, and in the absence of the Treasurer, and not otherwise, by the Chairperson or the Chairperson-Elect.

Section 2. Records

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

Section 3. Termination of Section

If and when the Central States Section is terminated and/or dissolved, all financial records and all funds remaining in the Treasury after all debts are paid shall become the property of The Combustion Institute.

ARTICLE V. AMENDMENTS

Section 1. 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 initiate action to make, alter, amend, or repeal any By-Laws. Ratification shall be by the affirmative vote of two-thirds (2/3) of the members of the Board of Advisors with voting power and by a simple majority vote of those members of the Central States Section attending a Section business meeting.