

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

(Amendments approved May 2021)

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 applications 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 (hereafter, the Section) is a legal subdivision of The Combustion Institute Corporation (the 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 Section operates on a not-for-profit basis. The Section was legally incorporated as a not-for-profit corporation in the State of Illinois on 1969 March 19 (IRS I.D. No. 237285835).

Section 2. Compositional Identity

The 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 Section shall be to promote the science and application of combustion by means of: sponsorship of sectional and national meetings, promotion of the preparation of technical papers, and promotion of membership in The Combustion Institute (hereafter, the Institute) among eligible persons resident in the geographical area of the Section.

ARTICLE II. MEMBERSHIP AND SECTION BUSINESS

Section 1. Qualification

The qualification for membership in the Section shall be certification to the Section from the Institute that the individual in question is a member of the 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 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 Chair and the Chair-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. In absence of quorum at the members' meeting to conduct business, then the Chair and Chair-Elect shall reschedule the meeting as soon as possible and within the calendar year, under the restrictions of Article II, Sections 4 and 7.

Section 6. Technical Meetings

An annual Spring Technical Meeting shall be held by the Section, either sponsored by the Section or held in conjunction with other sections of the

Institute. The Board of Advisors shall establish the date and place of the annual Spring Technical Meeting of the Section. The Board of Advisors may establish standards for conduct during technical and business meetings. The place of the technical meeting shall be established at a sufficient time before the meeting to facilitate the required planning for accommodations. The Section does not claim copyright on papers presented and/or distributed at the meeting.

Section 7. Manner of meetings

All Section meetings, whether business or technical, shall be held in person and open to any member of the Section. In extraordinary circumstances, with the approval of the Board of Advisors, meetings may be held by a virtual, electronic means using an appropriate, commonly available medium provided that no Section member be reasonably deprived participation via that medium. Virtual meetings and voting of the Board of Advisors are permitted with the concurrence of the Chair and Chair-Elect. Votes by electronic messaging, either in real time or delayed, are permitted, with the approval of the Board of Advisors.

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

Section 1. Officers

The officers of the Section shall be a Chair, a Chair-Elect, a Treasurer, and a Secretary. Tenure of the offices will be:

- Chair: Two years (not eligible for reelection);
- Chair-Elect: Two years (succeeds Chair);
- 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 the close of the Annual Business Meeting or technical meeting, whichever occurs later. All such officers shall hold their offices until successors are elected and qualified.

Section 2. Board of Advisors

The Board of Advisors (hereafter, the Board) of the Section shall be composed of no more than twenty-five (25) voting members, including the immediate past-Chair of the Section, the four (4) officers of the Section, the Chairs and Vice-Chairs of the standing committees and a balance of at-large members elected from the membership of the Section. Emeritus officers shall be Honorary Members of the Board 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.

Furthermore, the Board 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.

A single local host of a technical meeting may serve as a member *ex officio* on the Board from the time of meeting-site selection by the Board until the adjournment of the technical meeting. This membership does not count toward the capacity of the Board.

Section 3. Eligibility

Officers and Board members who die, suffer medically diagnosed mental disability, resign, or move their mailing address from the geographical area of the Section shall immediately cease to hold their position. The Executive Committee shall be responsible for determination of eligibility.

The Board, with at least two-thirds (2/3) vote, may expel or reinstate Section members, including members of the Board and Executive Committee, deemed to have conducted themselves in an unacceptable manner professionally.

Section 4. Executive Committee and Standing Committees

Executive authority of the Section shall be vested in an Executive Committee composed of the four officers of the Section. The Auditor, Webmaster, Archivist, standing committee Chairs, Vice-Chairs and members, and other appointees are nominated by the Chair-Elect and approved by the Board. The Auditor, Webmaster, Archivist, and Arrangements Chair shall each hold their office until a successor is appointed. The tenure of the Program Chair and Vice-Chair 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.

The Auditor, Webmaster, Archivist, committee members, and appointees sanctioned by the Board need not be elected members of the Board or Executive Committee.

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 or of the U.S. Sections of The Combustion Institute.

Section 5. 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 Chair-Elect, Treasurer, and Secretary shall be elected from among the members of the Board, with the exception of the Section Chair and Past Chair 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 lengthen their membership on the board. 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 ineligibility (Section 3) of the Section Chair, the Chair-Elect shall immediately assume the powers and duties as Section Chair. In the event of ineligibility (Section 3) 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. Such appointments shall be for the duration of that unexpired term. The Board may terminate any membership on the Executive Committee for cause, with at least a two-thirds (2/3) vote.

Section 6. Nomination

Nominations for election to the Executive Committee and the Board shall be made by a nominating committee appointed by the Chair 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, and at least one shall be a past officer or past member of the Board.

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 7. 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 during the period between Labor Day and Thanksgiving; in years without a spring technical meeting, the Chair and Chair-Elect shall convene the Board meeting, in accordance with Article II, Section 7. 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), plus one person, of the respective

members shall constitute a quorum. Special meetings of the Executive Committee shall be called by the Section Chair and by the Chair-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 8. Section Chair

The Chair 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 ensure that the Treasurer annually maintains accurate and up-to-date filings with the State and the Federal governments. He/she shall oversee the issuance of awards and prizes, in conjunction with the Secretary, that the Section may give at direction of the Board. He/she shall report on the operations of the Section to the members at the Annual Business Meeting and shall prepare and submit required reports to the Institute.

Section 9. Chair-Elect

The Chair-Elect shall act as Chair of the Section in the event of the absence of the Chair at any scheduled meeting. The Chair-Elect shall assume the powers and duties of the Chair of the Section in the event that the latter is determined to be ineligible (Section 3) or resigns. In such an event, the thus-vacated office of Chair-Elect shall be filled by appointment of a member of the Board. This appointment by the Section Chair must be approved by the Board. He/she shall be responsible for arranging and presiding over the semiannual meetings of the Board as Chair of the Board of Advisors, 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 Chair-Elect shall be responsible for working with the local host(s), and the Arrangements and Program Chairs to see that the policies of the Board are carried out in preparation for the next technical meeting.

Section 10. 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, 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 maintain all filings with the State and Federal governments and report to the Section Chair on an annual basis that such are current. 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 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 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 Chair of the Section in the event of the ineligibility (Section 3) or resignation of both the Chair and the Chair-Elect.

Section 11. Secretary

The Secretary of the Section shall keep the minutes of all meetings of members, of the Executive Committee and of the Board and shall maintain all records of the Section exclusive of financial statements maintained by the Treasurer. The Secretary shall transmit to the Archivist copies of Section records, including sets of reprints from technical meetings. The Secretary shall be responsible for the preparation of stationery and any awards that the Section may give at direction of the Board. 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 and Archivist. The Secretary shall assume the powers and duties of the Chair in the event of ineligibility (Section 3) or resignation of the Chair, the Chair-Elect, and the Treasurer.

Section 12. Representatives to the U.S. Sections of The Combustion Institute

The Chair, Chair-Elect, and Past Chair shall serve as standing representatives to the U.S. Sections of The Combustion Institute. Any additional representatives shall be appointed by the Section Chair and affirmed by the Board of Advisors.

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 Chair or the Chair-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 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 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.