

## BY-LAWS OF THE US SECTION OF THE COMBUSTION INSTITUTE

### ARTICLE 1 - NAME, PURPOSE

- Section 1: The **U.S. Sections of the Combustion Institute** 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 in 2014 in the State of Delaware, United States of America, and the articles of incorporation serve in place of a Constitution.
- Section 2: The biennial national meeting sponsored by the **U.S. Sections of the Combustion Institute** shall be called the "U.S. National Combustion Meeting".
- Section 3: The **Board of Directors (Board) of the U.S. Sections of the Combustion Institute** was formed to increase communication amongst U.S. Combustion Institute members. The major activities of the Board are to sponsor the U. S. Combustion Meeting, other national meetings, and workshops for U.S. researchers in combustion science and engineering; and, to promote awareness of combustion.
- Section 4. The **Board** shall set dues schedules for memberships, if applicable.

### ARTICLE II - MEMBERSHIP

- Section 1. Each U. S. section of the Combustion Institute shall be a member of the U.S. Sections of the Combustion Institute.
- Section 2. Each member of U.S. Sections of the Combustion Institute shall have three designated voting representatives chosen by each section.
- Section 3. Officers and Duties. There shall be four officers of the **Executive Committee**: Chair, Vice-Chair, Secretary, and Treasurer. Officers will serve approximately two-year terms that start at the end of a U.S. national meeting. The Chair will be chosen by the section that hosts the current national meeting. The Vice-Chair will be chosen by the section that will host the next national meeting. The Secretary and Treasurer will be elected by the **Executive Committee**. Their duties are as follows:
- The **Chair** shall convene regularly scheduled **Board** meetings, shall preside or arrange for the Vice-Chair to preside, at each meeting.
- The **Vice-Chair** will chair committees on special subjects as designated by the **Board**.
- The **Secretary** shall be responsible for keeping records of **Board** actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each **Board** member, and assuring that corporate records are maintained.
- The **Treasurer** shall make a report at each **Board** meeting, assist in the preparation of the budget for the national meetings and interact with the Treasurer of the Combustion Institute. The **Board** must approve the budget of the national meetings. Any major change in the budget must be approved by the **Board**. The fiscal year ends June 30th. The financial records of the **Board** shall be made available to the members of the U. S. Sections of the Combustion Institute.

### **ARTICLE III - MEETINGS**

- Section 1: The **Board** shall meet at least annually. One meeting shall be during U. S. National Combustion Meeting, held every other year. The other meetings will be called by the chair. Virtual meetings are allowed, either by voice or video conferencing, or by email.
- Section 2: Special meetings may be called by the Chair or a simple majority of the **Board**.
- Section 3: A quorum consists of 6 representatives with at least one representative from each section. Each representative has one vote for motions during the meeting.

### **ARTICLE IV – FINANCIAL**

- Section 1: Overages and losses for the meetings will be shared according to the 50%/25%/25% distribution (50% of the losses or overages to the host section and 25% of the losses or overages to the other two sections).
- Section 2: An account in the name “U. S. Sections of the Combustion Institute” will accrue the dues from the U. S. sections members’ payments to the Combustion Institute. The account will be used to “insure and fund” expenses associated with hosting the U. S. National Combustion Meeting. After the conclusion of the U.S. meeting, the account will be reduced to an agreed upon level and the funds above this amount will be distributed according to Article IV, Section 1.

### **ARTICLE V - CONFLICTS OF INTEREST**

- Section 1: Ethical practices. The Board of Directors and Executive Officers 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 US Sections of the Combustion Institute as a representative.
- Any Responsible Party who is an officer, representative, or staff member of an organization that benefits directly or indirectly from a relationship with the US Sections of the Combustion Institute 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 Institute 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 Chair any conflict of interest that he or she may have in any matter pending before the US Sections of the Combustion Institute and shall refrain from participation in any decision on such matters.
- Section 4: Procedures. The Responsible Parties shall review this conflict-of-interest policy prior to the biennial International Combustion Symposium and upon election selection as representatives. They shall execute a written affirmation, normally at the start of the Board meeting, that they understand the Conflict of Interest Policy and that they are in conformance with it. The Institute office shall maintain these affirmations during the time of service of the individual.

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 Chair and to the Business Office, which will maintain a confidential file of such reports.

#### **ARTICLE VI – CHANGES TO THE BYLAWS**

Section 1: For amendments to the bylaws, each section has one vote. A unanimous vote of the three sections is needed to pass amendments to the bylaws.