

THE COMBUSTION INSTITUTE

BY-LAWS

PREAMBLE

The Combustion Institute (“the Institute”) is an international 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 1954 in the State of Delaware, United States of America, and its Articles of Incorporation serve in place of a Constitution.

The Institute is organized as a confederation of national or regional sections, whose joint activities are managed by officers and a Business Office, overseen by a Board of Directors. These joint activities have traditionally included biennial International Symposia on Combustion, publications, and other professional activities on behalf of the membership. The Institute does not discriminate with regard to race, religion, gender, sexual orientation, nationality, or occupation.

Toward achieving such ends effectively, these By-Laws describe the Institute’s organizational structures and governance procedures.

ARTICLE I

MEMBERS

Section 1. Membership eligibility. The Combustion Institute shall have one class of membership, known as Membership at Large. Membership shall be open to all persons who are engaged or have an interest in scientific or engineering research or educational activities in the field of combustion or related subjects and who are in agreement with the purpose of the Institute.

Membership shall automatically be extended to any member of a recognized National or Regional Section (defined in Article II of these By-Laws) who is in good standing in that Section. If no National Section or Regional Section is available, that person may become a member of the Institute by contacting the Institute’s Business Office.

Section 2. Business meetings of the members. Regular business meetings of members shall be held during the biennial International Combustion Symposium. Special meetings of members may be held whenever called by the President or by vote of the Board of Directors.

Section 3 - Place of Meetings. All meetings of members shall be held at such place or places, within or without the State of Delaware, as may from time to time be fixed by the Board of Directors or as shall be specified and fixed in the respective Notices or Waivers of Notice thereof. Meetings may be held by suitable electronic means.

Section 4 - Notice of Meetings. Notice of each meeting of members shall be given at least twenty-one (21) days before the day on which the meeting is to be held. Notice will be given by posting information on The Combustion Institute website, by electronic mail to all Section Chairs for distribution to their members, and by electronic mail to the members’ e-mail addresses listed in the records of the Institute.

In the case of a special meeting, the notice shall indicate briefly the objectives of such meeting.

Minutes of all member meetings shall be posted on the website of the Institute and sent by electronic mail to all Section Chairs for distribution to their members.

Section 5 - Quorum. Thirty (30) members present at any meeting of members shall constitute a quorum. Attendance and voting may be in person or by Board-approved electronic means. Only one member vote is allowed per person.

Section 6 – Meeting organization. The President shall call meetings of members to order and shall act as Chair of such meetings. In the absence of the President, the Vice President (President-Elect) shall preside. The meeting may only proceed if one of these presiding officers is present, except that if both are absent because of death or disability, the Board of Directors may designate a presiding officer.

The Secretary, with the support of the Executive Administrator, shall act as secretary of all meetings of members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE II NATIONAL AND REGIONAL SECTIONS

Section 1 – Purpose of National and Regional Section Sections. Sections may be organized within the Institute to aid the professional communication of members linked through common language or common regional interests, as well as to conduct local professional activities consistent with the purposes of the Institute.

Section 2 - National and Regional Section Recognition. National and Regional Sections may be organized and will be recognized as Sections of the Institute upon the fulfillment and maintenance of specific criteria:

1. Any existing organization or any proposed new organization in a political jurisdiction or defined geographical area whose principal purpose and policies are consistent with those of the Institute may apply to the Board of Directors to become a Section by:
 - a. Furnishing the names of the officers (or proposed officers), their present and past professional affiliations, and their research or engineering interests.
 - b. Furnishing the names, professional affiliation and research interests of ten or more members (or proposed members).
 - c. Submitting a copy of either existing or proposed Section By-Laws or Rules for approval by the Board of Directors.
 - d. Furnishing evidence of past or potential participation in Institute affairs; for example, by members submitting combustion-related manuscripts to technical journals such as the Institute's Journals, or by their attending or submitting manuscripts for the International Combustion Symposia or other international combustion meetings.
2. National and Regional Sections must demonstrate a continuous participation in the Institute's activities and commitment to the Institute's purpose and goals in order to be accepted and remain in good standing as recognized Sections of the Institute. This participation must be evidenced by the Section's reporting at the biennial Combustion Symposia, unless there is good cause, recognized prior to the meeting by the President of the Institute. Holding Section meetings is another example of participation in addition to examples listed in Part 1.d.
3. National and Regional Sections must select one member to serve as a Section Administrator who verifies on annual basis that the membership listing is updated. A current list must be provided each year before 1 March to be used for all membership notices.

The satisfactory fulfillment of these criteria will be determined by the Board of Directors at the biennial meetings of the Board, based on information provided to them by the Vice President for Sectional Affairs. If any Section is found to be deficient, it will be promptly notified and its operation reviewed at the next biennial meeting of the Board, at which time the decision will be made to continue or not to continue that Section as a Section of the Institute in good standing.

Section 3 - The Combustion Institute Committee. This committee shall consist of the Vice-President for Sectional Affairs, who shall serve as chair; the Secretary for Sectional Affairs, who shall serve as secretary; and the Chairs of all National and Regional Sections of the Institute, or their designees.

The duties of this committee are to bring to the attention of the President and the Board of Directors matters affecting National and Regional Sections that concern the Institute and to advise the President and the Board of Directors on issues that the President or the Board may refer to the Committee.

The Vice-President for Sectional Affairs shall convene at least one meeting biennially. The Editors of the Institute journals shall be invited to attend the meetings.

The Vice-President for Sectional Affairs may appoint such sub-committees as may be necessary in the exercise of the functions of the Committee.

ARTICLE III BOARD OF DIRECTORS

Section 1 – Roles of Directors. The management of all the affairs, property, and interests of the Institute shall be vested in a Board of Directors (the "Board"). The Institute and Directors shall be protected by appropriate insurance.

Section 2 – Director Categories and Terms of Office. The Directors shall consist of two categories: regular Directors (which shall include Executive Officers defined in Article IV) and Honorary Directors. The number of regular Directors shall be established by the Board and shall not be fewer than twenty-three (23) or more than twenty-seven (27). There shall be no more than four (4) non-officer Directors from any Section.

Election of regular Directors shall be held biennially prior to or during the International Combustion Symposium using a voting procedure approved by the Board of Directors and announced to the membership at least two months prior to the election. At each biennial election, regular Directors shall be chosen for a full term of six years. No regular Director who has served a full term shall be eligible for re-election to the board except for the current President, Vice-President (President-Elect), Vice-President for Sectional Affairs, Secretary for Sectional Affairs, Secretary, and Treasurer.

When there is a vacancy in the number of regular Directors, the remaining Directors, by majority vote, may elect a successor to hold office for the unexpired portion of the vacated term.

Past Presidents shall become eligible for election as Honorary Directors upon expiration of their terms as Directors. Honorary Directors shall be non-voting members of the Board of Directors.

Section 3 – Meetings of the Board. The Board of Directors shall meet at each biennial International Combustion Symposium. The nominated or newly elected directors shall be invited to this meeting but shall not enjoy voting privileges until the end of the Combustion Symposium. Other meetings of the Board of Directors shall be held whenever called by the direction of the President or by a majority of the directors.

The Secretary, with the support of the Executive Administrator, shall give notice of each meeting by verbal, written, or electronically transmitted notification at least twenty-one (21) days before the meeting.

Minutes of all meetings of the Board shall be posted on the website of the Institute and sent by electronic mail to all Section Chairs for distribution to their members.

Section 4 - Place of Meetings. The directors shall hold meetings in such place or places in the State of Delaware or outside of Delaware as the Board from time to time may determine. Special meetings shall be accessible by electronic means.

Section 5 - Quorum. One-third of the regular directors shall constitute a quorum. Attendance and voting may be in person or by Board-approved electronic means.

Section 6 - Nomination and Election of Directors. Nominations for election to membership on the Board of Directors shall be made by a nominating committee appointed by the President in agreement with the Executive Committee of the Board of Directors. The appointment of the committee and the committee's operations should be in accord with the "Guidelines for the Nominating Committee" as approved by the Board of Directors. The Nominating Committee shall propose a slate of candidates, and the President shall approve this slate, provided that it is consistent with these By-Laws and broadly consistent with the Guidelines. The election shall be conducted in a manner approved by the Board of Directors, with only one member vote allowed per person.

The result of the election shall be announced at the International Combustion Symposium. The directors-elect shall take office at the conclusion of the regular International Combustion Symposium at which their election is announced.

Section 7 - Board Committees. Standing committees of the Board are its Executive Committee and the Finance Committee. The Board of Directors is empowered to designate additional committees of the Board to carry out functions as may be deemed advisable.

Section 8 - Executive Committee. The Executive Committee shall consist of the President, who will serve as Chair; the Vice President (President-Elect), who will serve as Vice Chair; the Treasurer; the Secretary, the Vice President for Sectional Affairs; and the Secretary for Sectional Affairs.

During the interval between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the business and affairs of the Institute.

During the interval between meetings of the Executive Committee, the President shall possess and may exercise such of the powers vested in the Executive Committee as from time to time may be conferred upon the Chair by resolution of the Board of Directors or of the Executive Committee.

The Committee shall be convened at least once a year by the Chair at such times and places as may be necessary to conduct the business of the Institute. Notice of all meetings will be given at least twenty-one (21) days before the day on which the meeting will be held. Minutes of these meetings shall be provided to the Board of Directors in timely fashion.

Section 9 - Finance Committee. The Finance Committee shall advise the Board of Directors on the financial implications of Institute administration and activities and shall recommend financial policy to the Board. It shall also advise the Treasurer on all financial matters, including selection of an accountant and an auditor, and will assist the Treasurer in developing the Institute's biennial budget. The Finance Committee shall propose maximum levels of pre-authorized spending by officers and staff of the Institute, to be approved by the Board. Spending larger amounts will require prior approval of the Board. An external auditor, approved by the Board of Directors, shall conduct financial reviews and provide review results annually.

The Finance Committee shall be composed of at least three members of the Combustion Institute, appointed by the President in consultation with the Executive Committee, to four-year, staggered terms of office. It shall include the Treasurer as an ex officio member. The President will appoint a Chair of the Committee who will serve a four-year term.

The Finance Committee shall be responsible for prudent advice on management of the investments of the Institute, including: (i) selection of a broker and/or bank to handle the Institute's investments; (ii) semi-annual review of the performance of the Institute's investments; (iii) making changes in investments; and (iv) reporting the semi-annual reviews of investments and financial policy to the Board of Directors. Where the Board specifies particular purposes for some or all of the Institute's funds, the Finance Committee shall employ investment strategies appropriate to those purposes.

A member of the Finance Committee shall be appointed by the President to serve on any Committee of the Institute that impacts the finances of the Institute.

ARTICLE IV OFFICERS

Section 1 - Officers. The Executive Officers of the Institute shall be a President, a Vice-President (President-Elect), a Vice-President for Sectional Affairs, a Treasurer, a Secretary, and a Secretary for Sectional Affairs.

They shall be elected for four-year terms by the Board of Directors from current or previous members of the Board. All such officers shall hold office until their successors are elected and take office. Newly elected officers will take office at the conclusion of the regular biennial Combustion Symposium at which they are elected.

Section 2 - President. The President shall be the Chief Executive Officer of the Institute and the Chair of the Executive Committee. It shall be the President's duty to preside at all meetings of the members of the Institute, of the Board of Directors, and of the Executive Committee. The President shall have general and active management of the business of the Institute; see that all orders and resolutions of the Board of Directors are carried into effect; and execute all contracts and agreements authorized by the Board.

The President shall submit a report of the operations of the Institute at the biennial meeting of the members of the Institute and shall have the general duties and powers of supervision and management usually vested in the office of president of a corporation.

Section 3 – Vice President (President-Elect). The Vice President (President-Elect) shall be vested with all the powers and required to perform all the duties of the President in the President's absence or disability and shall perform such other duties as may be prescribed by the Board of Directors. The Vice President (President-Elect) shall succeed the President and shall be the Vice Chair of the Executive Committee.

Section 4 - Vice-President for Sectional Affairs. The Vice-President for Sectional Affairs shall chair The Combustion Institute Committee and, together with the Secretary for Sectional Affairs, shall represent the Institute in working with

groups wishing to become Sections of the Institute and in assuring that National and Regional Sections fulfill their responsibilities.

Section 5 - Treasurer. The Treasurer, with the support of the Executive Administrator, shall have custody of the funds of the Institute, shall keep full and accurate accounts of receipts and disbursements in records belonging to the Institute, and shall deposit all moneys and other valuable effects in the name and to the credit of the Institute in such depositories as may be designated by the Board of Directors.

The Treasurer, in agreement with the Finance Committee and approval of the President, has authority to remove funds from the investment accounts of the Institute and so should be a citizen of the nation hosting the Institute Business Office. The Treasurer and Finance Chair shall have the ability to monitor the bank accounts and see transactions.

The Treasurer, in consultation with the President and the Finance Committee, will develop a biennial budget for the Institute for approval by the Board.

All checks, drafts, or orders for payment of money unless otherwise ordered by the Board of Directors shall be signed by the Treasurer or Executive Administrator.

The Treasurer shall disburse the funds of the Institute as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render annually to the President, Directors, and the Finance Committee an account of all financial transactions and of the financial condition of the Institute.

The Treasurer shall perform such other financial duties as the Board of Directors may from time to time prescribe or require.

The Treasurer will be an ex officio member of the Finance Committee with full voting privileges.

Section 6 - Secretary. The Secretary, with the support of the Executive Administrator, shall keep the minutes of all meetings of members and of the Board of Directors; shall attend to the giving and serving of all notices of the Institute; shall keep the seal of the Institute and when authorized by the Board, shall sign and affix the seal of the Institute to any instrument requiring the same.

Section 7 - Secretary for Sectional Affairs. The Secretary for Sectional Affairs shall be the Secretary of The Combustion Institute Committee and shall be vested with all the powers required to perform all duties of the Vice President for Sectional Affairs in the event of absence or disability of the Vice President for Sectional Affairs.

Section 8 - Delegation of duties. In case of the resignation, death, incapacity, nonparticipation, violation of responsibilities, or temporary inability of any officer of the Institute to serve, or for any reason deemed sufficient by the Board of Directors, the Board of Directors may delegate that officer's powers or duties to another officer or director until the missing officer or director is replaced by election or the absence or disability is corrected to the satisfaction of the Board of Directors.

Section 9 – Presidential succession in case of vacancy. In case the Presidency becomes vacant, the Vice President (President-Elect) shall succeed immediately to the office for the remainder of the President's term. At the earliest opportunity, the Directors shall elect a new Vice President (President-Elect) to complete the former Vice President's (President-Elect's) term. If less than half of the term is left, the new President and Vice President (President-Elect) may be nominated to continue in the office for a single term beyond their partial terms.

ARTICLE V CONFLICTS OF INTEREST

Section 1 – Ethical practices. The Board of Directors, 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 Institute as an officer, director 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 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 President any conflict of interest that he or she may have in any matter pending before the 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. 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 President and to the Business Office, which will maintain a confidential file of such reports.

ARTICLE VI BUSINESS OFFICE AND DOCUMENTS

Section 1 – Business Office. The Institute shall have a Business Office where the corporate seal and physical records of the Institute shall be kept. The Business Office shall be supervised by an Executive Administrator, who shall be hired by the President with the approval of the Executive Committee.

Section 2 - Institute seal. The seal of the Institute shall show the name of the Combustion Institute and the year of incorporation.

Section 3 - Inspection. The books, accounts, and records of the Institute shall be opened to inspection by the Board of Directors at all times.

Any member shall have the right to request review of the financial records after stating a specific, appropriate purpose in a written request, this review to occur within office time limits and at the expense of the member.

ARTICLE VII THE JOURNALS OF THE COMBUSTION INSTITUTE

Section 1 – Purpose. The journals of the Combustion Institute shall be called *Combustion and Flame* and *Proceedings of the Combustion Institute*. Each journal shall be devoted to publication of experimental, theoretical, and computational investigations of lasting value.

Section 2 – Editors. Editors and Associate Editors of the Journals shall be appointed by the President of the Institute with the advice and consent of the Executive Committee. The appointments shall be reviewed from time to time, but in no case less often than every six years.

When a vacancy arises, a nominating committee, appointed by the President (and approved by the Board of Directors), shall recommend a candidate to the President. When a new Editor is to be appointed, the current Associate Editors will automatically be considered as candidates for nomination as Editor.

The Editors shall appoint an Editorial Board to assist and advise them.

The Editors shall present a report on the state of the Journals at each biennial meeting of the Board of Directors of the Institute.

Section 3 - Editorial Policies and Journal Management. The establishment and maintenance of the highest standards for the Journals shall be the responsibility of the Editors, who together with the President, shall represent the Combustion Institute in liaison and negotiations with the publisher regarding format, frequency of publication, size of the volumes, subscription charges, and similar matters.

The Editors shall communicate regularly with the President on these matters and call upon the Institute Officers for advice or assistance in handling them as may be necessary.

If the need arises to consider changing the publisher, the President or the President's appointee shall conduct negotiations and discuss pertinent issues with the Editors, the Vice President (President-Elect), the Vice President for Sectional Affairs, and the contract negotiator, if one was appointed.

ARTICLE VIII AFFILIATE ORGANIZATIONS

Section 1. Recognizing the mutual benefits of coordinated activities, combustion-related nonprofit organizations may become Affiliates of the Combustion Institute. The purposes of the Affiliates must be consistent with those of the Institute.

Section 2. Affiliate status will be approved by the Board of Directors based on a petition from the organization that affirms its agreement with the purposes of the Institute and identifies how the organization's activities complement those of the Institute.

Section 3. Affiliates may coordinate scheduling of activities with the Institute, such as events and workshops held at the Institutes' meetings, and to disseminate information beneficial to Institute members through the Institute's website.

Section 4. Upon notice (by any member of the Combustion Institute) that the purposes, interests, or activities of the Affiliate organization are at odds with those of the Combustion Institute, the President (at his/her prerogative) or his/her designees shall conduct a review of the issues and recommend to the board for an appropriate response, including removal of the organization as an Affiliate of the Combustion Institute.

ARTICLE IX AMENDMENTS

Subject to the limitations in the Certificate of Incorporation, the Board of Directors shall have the power to make, alter, amend, and repeal any By-Law or By-Laws by the affirmative vote of two-thirds (2/3) of all regular Directors of the Institute.

Original date of adoption: 19 February 2013

Amendment approved: 15 October 2013 (Article III, Section 2 and 6)

Amendment approved: 6 August 2014 (Article III, Section 6 and 9)

Amendment approved: 22 September 2015 (Article III, Section 2)

Appended: Certificate of Incorporation.