

# ILASS – Americas

Institute for Liquid Atomization and Spray Systems-North and South America

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## Constitution and Bylaws of ILASS-Americas

(The Institute For Liquid Atomization and Spray Systems—North and South America)

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### PREAMBLE

The aims of ILASS-Americas are the following:

- to promote the science and application of liquid atomization and spray systems,
- to provide a single forum whereby diverse scientific and engineering disciplines can be brought together to interchange information related to the science and application of liquid atomization and spray systems,
- and to provide for closer and more frequent contacts between members residing in the geographical areas of the Americas.

### ARTICLE I. IDENTITY

ILASS-Americas is a Professional Association recognized by the IRS as an Organization Exempt from Income Tax under Section 501 (c) (6) of the Internal Revenue Code.

### ARTICLE II. MEMBERSHIP

#### SECTION 1. QUALIFICATION

The qualification for membership in ILASS-Americas shall be that the mailing address of the individual in question falls in the geographical areas of North and South America. Membership is open to any person having a bona fide interest in liquid atomization and sprays.

#### SECTION 2. FINANCING

ILASS-Americas shall have no compulsory dues for its membership, but will require an initiation fee of \$20.00 payable with the application for membership. Additional financing shall be accomplished through registration fees for technical meetings and by activities which ILASS-Americas may devise.

### ARTICLE III. OFFICERS, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE

#### SECTION 1. OFFICERS

The officers of ILASS-Americas shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary. Tenure of the officers shall be—

- Chair: three (3) years. (Ineligible for immediate re-election.)
- Vice-Chair: three (3) years. (Succeeds Chair.)
- Treasurer: three (3) years. (Maximum of three (3) consecutive terms or nine (9) years.)
- Secretary: three (3) years. (Maximum of two (2) consecutive terms or six (6) years.)

Any officer shall be eligible for election or re-election after a three (3) year interval since last serving. A nominal year is defined as the period between Annual Business Meetings.

#### SECTION 2. BOARD OF DIRECTORS

The governing body of ILASS-Americas shall be its Board of Directors. The Board of Directors shall be composed of no more than twelve (12) voting members, including the four (4) officers, the immediate past-Chair, and seven (7) at-large members elected from the membership. Election of the at-large Board members shall be at each even-numbered year Annual Business Meeting and shall be for a term of six years. The terms of the at-large Board members shall be staggered so that approximately one-third (1/3) of the terms expire at each biennial election meeting. At-large membership on the Board shall be limited to two consecutive full terms, but at-large Board members will be eligible for re-election after a four (4) year interval.

#### SECTION 3. EXECUTIVE COMMITTEE

Executive authority of ILASS-Americas, including the collection and disbursements of funds, shall be vested in an Executive Committee composed of the four officers of the organization.

#### SECTION 4. ELECTION

The officers of ILASS-Americas shall be elected from among its membership and Board members by specific individual designations. In the event of the resignation of any officer, the position may be filled by a nominee of the Executive Committee approved by the Board of Directors. Such appointments shall be for the duration of the unexpired term. The Executive Committee may terminate any membership on the Executive Committee or Board of Directors for cause. Officers who move from the geographical areas of North and South America shall be considered as having resigned their positions.

#### SECTION 5. NOMINATION

Nomination for election to the Executive Committee and the Board of Directors shall be made by a Nominating Committee appointed by the Chair at least three (3) months before the Annual Business Meeting. The Nominating Committee shall be composed of the Vice-Chair, who will act as chair of the Nominating Committee, and three (3) other persons of whom one shall be a past officer or past member of the Board of Directors, and one shall be an at-large member of the Board of Directors. Consideration shall be given to maintaining a reasonable geographic and organization distribution among the members of the Board. Nominations may also be made from the floor during the Annual Business Meeting by any member present. The nominee receiving the greatest number of votes from members of ILASS-Americas shall be elected.

#### SECTION 6. RESPONSIBILITIES OF THE CHAIR

The Chair of the Board of Directors shall be the Chief Executive Officer of ILASS-Americas. It shall be his/her duty to preside at all meetings of the members, Board of Directors, and Executive

Committee; he/she shall see that all orders and resolutions of the Executive Committee and the Board of Directors 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 organization, and shall see that their duties are properly performed. He/she shall submit a report of the operations of ILASS-Americas to the members at the Annual Business Meeting, and shall transmit a copy of this report to the Board of Directors. The Chair shall have the power to appoint ad hoc committees for any purpose.

#### SECTION 7. RESPONSIBILITIES OF THE VICE-CHAIR

The Vice-Chair, who is also the Chair-Elect, shall act as Chair in the event of the absence of the Chair at any meeting. The Vice-Chair shall assume the powers and duties of the Chair in the event of a prolonged absence or the disability of the latter. In such an event, the thus-vacated office of Vice-Chair shall be filled by appointment of an at-large member of the Board. This appointment by the Chair must be approved by the Board.

#### SECTION 8. RESPONSIBILITIES OF THE TREASURER

The Treasurer shall have custody of the funds and securities of ILASS-Americas, shall keep full and accurate accounts of receipts and disbursement, and shall deposit all moneys and other valuable effects in the name of and to the credit of ILASS-Americas in depositories approved by the Executive Committee. He/she shall disburse the funds of ILASS-Americas as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at their annual meeting, an account of all his/her transactions as Treasurer and of the financial condition of ILASS-Americas. He/she shall give ILASS-Americas a bond, if required by the Executive Committee, in such sum and form and with security satisfactory to the Board of Directors, for the faithful performance of the duties of this office and the restoration to ILASS-Americas in case of 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 ILASS-Americas. He/she shall perform such other duties as the Executive Committee may from time to time prescribe or require. The Treasurer shall assume the power and duties of the Chair in the event of the absence or the disability of both the Chair and Vice-Chair.

#### SECTION 9. RESPONSIBILITIES OF THE SECRETARY

The Secretary shall keep the minutes of all meetings of members, of the Executive Committee, and of the Board of Directors, and shall maintain all records of ILASS-Americas exclusive of financial statements maintained by the Treasurer. The Secretary shall attend to the giving and serving of all notices of ILASS-Americas and shall maintain liaison with the officers and Board of Directors. When authorized by the Executive Committee, he/she shall affix his/her signature to any instrument requiring the same as official signatory for ILASS-Americas. The Secretary shall assume the powers and duties of the Chair in the event of absence or disability of the Chair, the Vice-Chair and the Treasurer.

### ARTICLE IV. MEETINGS

#### SECTION 1. BUSINESS MEETINGS

There shall be an Annual Business Meeting in which all members are eligible to participate. This meeting will be held in connection with the Annual Technical Meeting as announced in the printed program of the meeting. The time and location of the meeting shall be established by the Chair. Additional special business meetings of the members may be called by the Executive Committee. Except as otherwise required by statute, notice of

each meeting of members, whether annual or special, shall be given to each member by delivery of a written or printed notice thereof to the member personally or by mail, addressed to the member at his/her post office address as the same appears upon the records of ILASS-Americas. Said notice shall be sent at least twenty (20) days before the day on which the meeting is to be held. Twenty (20) 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 2. TECHNICAL MEETINGS

An Annual Technical Meeting shall be organized by the Board of Directors, who, at their annual meeting, shall establish the theme or general topic, date and place of the meeting. The place of the technical meeting shall be established at least one (1) year before the meeting to facilitate the required planning. ILASS-Americas does not claim copyright on papers presented and/or distributed at the meeting.

#### SECTION 3. EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS MEETINGS

The Board of Directors, which includes the Executive Committee, shall meet annually in conjunction with the Annual Technical Meeting. 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 may be called by the Chair. Written notice of all such meetings shall be given at least thirty (30) days prior to the meeting date.

### ARTICLE V. PARLIAMENTARY AUTHORITY

The rules contained in the Modern Edition of *Robert's Rules of Order* shall govern the Institute in all cases where they are not inconsistent with these bylaws and any special rules of order that may be adopted.

### ARTICLE VI. 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 Vice-Chair.

#### SECTION 2. RECORDS

The books, accounts, and records of ILASS-Americas shall be open to inspection by the Executive Committee and the Board of Directors at all times. The books, accounts, and records shall be audited prior to the Annual Business Meeting by an Audit Committee of two (2) members appointed by the Chair.

#### SECTION 3. TERMINATION OF ILASS-AMERICAS

If and when ILASS-Americas is terminated and/or dissolved, all assets will be distributed to a charitable or academic fund to be determined by a resolution of the Board of Directors.

### ARTICLE VII. AMENDMENTS

Subject to approval by the Board of Directors, the Executive Committee shall initiate action to make, alter, amend, or repeal any bylaws. Ratification shall be by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors with voting power

and by a simple majority vote of those members of ILASS-  
Americas attending its business meeting.