



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**Tuesday, June 26, 2018
2:00 pm – 6:00 pm
Hilton of the Americas
Houston, TX**

Note: These minutes are not the official record of minutes until voted on and approved by SRC.

Society Rules Committee Meeting
June 26, 2018
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PRINCIPAL MOTIONS
Society Rules Committee Meeting
June 26, 2018

No. - Page

- 2 – 5 that edits to the College of Fellows MOP be approved as presented.
- 3 - 5 that ROB 2.105.009.2 Membership be removed from the ROB and put into the MOP.

ACTION ITEMS

Society Rules Committee Meeting

Tuesday, June 26, 2018

<u>No. - Pg.</u>	<u>Responsibility</u>	<u>Summary</u>	<u>Status</u>
1 - 4	Klock/Keen	Review changes to SRC MOP and Reference Manual and bring a revision back to SRC. (staff to send Word version to Bill K)	<u>ongoing</u>
2 - 4	Staff	Add this motion to the log: <i>that the word "voting" be removed from ROB 2.415.001.1A</i>	<u>ongoing</u>
3 - 4	Keen/Fulk	Defer the ROB 3.910 Staff Manual Review agenda item to next meeting. (See action item 5)	<u>ongoing</u>
4 - 5	Brandt/Klock	A reference should be made somewhere in the ROB to the Mentoring program mentioned in Volume 3.400, Appendix D on page 70.	<u>ongoing</u>
5 - 5	Brandt/Markel	ROB 3.910 Staff Manual - Ask ExCom to review changes to the ROB wording and move it out of the ROB and into the MOP.	<u>ongoing</u>
6 - 5	SRC	ROB 2.200.006 - Officer and Director MOP should be separated and removed from the ROB and sent to the Board for approval.	_____
7 - 5	Staff	ROB 4.100.005. Check the wording in this section of the ROB	<u>complete</u>
8 - 5	Abrams	The list of awards for Honors and Awards should be moved to the Members Council MOP. A note will be sent to Joyce Abrams	_____
9 - 6	Fulk	It was suggested that a MOP be developed for Ethics Enforcement. Mr. Fulk agreed to take an action item on this.	_____

MINUTES

SOCIETY RULES COMMITTEE MEETING

Tuesday, June 26, 2018

1:00 pm – 6:00 pm

MEMBERS PRESENT: Hugh D. McMillan III, Chair
Don Brandt, Vice Chair
Bill Klock
Larry Markel
Mick Schwedler
Art Giesler, Cons.
Julia Keen, CO

INCOMING MEMBERS: Dunstan Macauley
Ken Fulk

GUESTS PRESENT: John Harrod
Douglas Fick
Pat Graef
Elise Kiland, Leadership U, Region X
Alekhya Kaianathbhatta, Leadership U, Region II
Abhishek Khurana, Leadership U, Region II
Kelsey Pitsutel, LeADERS Region V

STAFF PRESENT: Mary Dean Townsend
Claire I. Neme
Joyce Abrams

CALL TO ORDER

Chair Hugh McMillan called the meeting to order at 2:05 pm on Tuesday, June 26, 2018. Members and guests attended as listed above. A quorum was present.

Code of Ethics

Members were reminded that ASHRAE operates under its Code of Ethics at every meeting. They were asked to review the code and become familiar with it.

REVIEW OF AGENDA

Chair McMillan asked if there were additions to or deletions from the agenda. The agenda was approved as presented.

REVIEW OF ACTION ITEMS

6 – 5	Klock	Review changes to SRC MOP and Reference Manual and bring a revision back to SRC. (staff to send Word version to Bill K)	Ongoing	AI 1
7 – 10	Staff	Add this motion to the log: <i>that the word 'voting' be removed from ROB 2.415.001.1A</i>	Ongoing	AI 2
8 – 10	Staff	Defer the ROB 3.910 Staff Manual Review agenda item to Houston.	Ongoing	AI 3

12 – 12 Brandt/Klock

A reference should be made somewhere in the ROB to the Mentoring program mentioned in Volume 3.400, Appendix D on page 70. Mr. Markel asked for SRC input on where it should be referenced.

Ongoing

AI 4

APPROVAL OF MINUTES

Mr. McMillan called for a motion to approve the SRC minutes from the May 9, 2018 SRC web meeting. Mr. Brandt moved and it was seconded

(1) that minutes from the SRC web meeting of May 9, 2018 be approved as presented.

MOTION 1 PASSED (5-0-0-CV)

OLD BUSINESS

All items under Old business were completed; therefore there was no discussion.

RULES VOLUMES REVIEW

A. Volume I:

Mr. Schwedler reported that SRC's edits to ROB 1.130 Strategic Plan (**Attachment A**) were submitted to the Planning Committee for their review.

B. Volume II:

Mr. Klock reported that the edits to the COF MOP (**Attachment B**) was referred back to them to review. Mr. Klock moved and it was seconded:

(2) that edits to the College of Fellows MOP be approved as presented.

MOTION 2 PASSED (5-0-0- CV)

C. Volume III:

Mr. Markel made a motion and it was seconded

(3) that ROB 2.105.009.2 Membership be removed from the ROB and put into the MOP.

MOTION 3 PASSED (5-0-0- CV)

ROB 3.300.007 Election (Attachment C): Mr. Giesler reported changes were made to the ASHRAE Foundation MOP and Bylaws. These will be sent to ExCom for approval. Currently this is an information item.

ROB 3.910 Staff Manual (Attachment D): SRC will ask ExCom for this change to the ROB wording and move it out of the ROB and into the MOP. Mr. Brandt and Mr. Markel will take an action item to do this.

AI 5

ROB 2.200.006 Officer and Director MOP should be separated and removed from the ROB. A straw poll was taken of SRC members and this change was approved. This motion will be presented to the Board for approval.

AI 6

Volume IV:

Staff was asked to check the wording in ROB 4.100.005.

AI 7

The list of awards for Honors and Awards should be moved to the Members Council MOP. A note will be sent to Joyce Abrams requesting this change. This item is open until Joyce responds.

AI 8

It was suggested that a MOP be developed for Ethics Enforcement. Mr. Fulk agreed to take an action item on this.

MBOs 2018-19

No.	Objective	Planned Completion Date	Fiscal Impact	Responsibility	Status
1	New Member Training	August 15, 2018	none	Giesler, Brandt	
2	Review and recommend changes to New Member Training materials. Include in SRC Reference Manual when complete.	August 1, 2018	none	Brandt, Giesler	
3	Review SRC Reference Manual and recommend additions, revisions and deletions.	January 16, 2019	none	Markel, Shapiro	
4	Review SRC MOP and recommend any updates needed. If none, change review date on MOP.	January 16, 2019	none	Fulk, Macauley	
5	Council liaisons make introduction to Council Chair and Vice-Chair (where applicable) and offer SRC assistance for proposed rule reviews, MOP changes, etc.	Fall Conference Call 2018	none	Members – Dunstan/Trent PubEd – Bill Tech – Markel/Ken	
6	Complete first review of ROB volumes and report to SRC.	Fall Conference Call 2018	none	Vol 1 – Klock Vol 2 – Hunt Vol 3 – Fulk Vol 4 - Macauley	
7	Mentor Program	Continuous	none	Mentor: Larry-Ken Bill-Dunstan Don - Trent	

SRC member training will be scheduled in August. A SRC conference call will be scheduled in October.

ADJOURNMENT

The meeting was adjourned at 5:30pm.

Respectfully submitted,



Mary Dean Townsend

- Log of Rules Changes
- Att A: ROB 1.130 Strategic Plan
- Att B: COF MOP
- Att C: ROB 3.300.007 Election
- Att D: ROB 3.910 Staff Manual

cc: Board of Directors

MASTER
Log of Changes to Rules of the Board
SRC – Editorial Changes
As Authorized by Society Rules Committee
2018-2019

2.424.003.6 When editorial or minor changes are needed to the Rules of the Board, this committee [Society Rules Committee] is empowered to make such changes provided they are reported to the Board of Directors at or before its next scheduled meeting. This committee may designate changes as minor only by unanimous consent. (08-01-20-14)

Based on the above authorizations, SRC has made the following changes to the Rules of the Board in Society year 2018-19.

EDITORIAL CHANGES BY SOCIETY RULES COMMITTEE BY VOLUME

Rule Volume	Rule Number	Outline of Change	Reason for Change	SRC Review Complete
2	2.415.001.1A	Motion: <i>that the word "voting" be removed from ROB</i> 2.415.001.1A	correction	Yes

Attachment A

Revised – Clean-Edits Accepted
SRC Minutes 2018 June 26

Updated Change to 1.130

Delete Section 1.130 in its entirety and replace with the following:

1.130 STRATEGIC PLAN

1.130.001 Introduction

1.130.001.1 ASHRAE's mission calls for the Society "To advance the arts and sciences of heating, ventilating, air conditioning and refrigerating to serve humanity and promote a sustainable world". Moreover, ASHRAE's vision states, "ASHRAE will be the global leader, the foremost source of technical and educational information, and the primary provider of opportunity for professional growth in the arts and sciences of heating, ventilating, air conditioning and refrigerating".

1.130.001.2 To accomplish ASHRAE's mission and vision it is necessary for ASHRAE to be guided by a strategic plan. The activities necessary to produce ASHRAE's long range plan and strategic plan are the responsibility of the Planning Committee, as found in the ROB.

1.130.001.3 The Strategic Plan will be reviewed and monitored by the Planning Committee on a continuous basis by annually incorporating feedback from councils, standing committees, technical committees, standards project committees, members, allied societies, and governmental organizations, as found in the ROB. Monitoring and reviewing the progress of councils and committees in achieving the goals found in the Strategic Plan assures the strategic plan is kept relevant and current. Where necessary, the Planning Committee will make recommendations for changes and revisions, as found in the ROB.



**Manual of Procedures (MOP)
College of Fellows (COF)
Effective July 1, [20142018](#)**

Forward

The College of Fellows is a ~~General Standing~~ Committee Body of the Society reporting to the Executive Committee and ~~operates operating~~ under the direction of the Board of Directors. The Rules of the Board (ROB) are the constitution of the committee. Proposed changes to the ROB and their appendices must be approved by the Board of Directors.

This Manual of Procedures (MOP) describes the methods and procedures by which the committee body accomplishes the duties and responsibilities assigned to it. The MOP is an internal document of the committee for its own guidance. The MOP and revision thereto, shall be submitted to the ~~Board of Directors~~ Society Rules Committee for approval.

Proposed ~~MOP and~~ ROB changes shall normally only be presented to the Board of Directors for approval once a year for consideration.

Commented [LM1]: I'm not sure I agree. I think SRC should review & make recommendation, but if COF operates under the BOD, the BOD should approve MOP.

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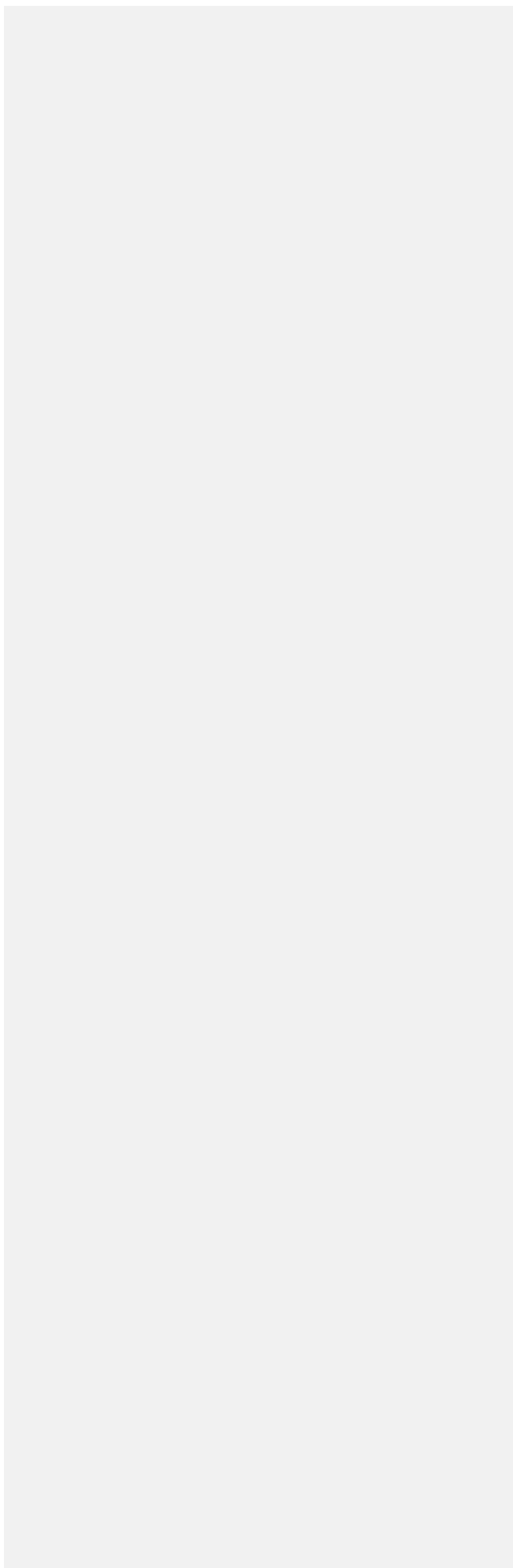
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1.0 College of Fellows – General

1.1. Scope

- 1.1.1. To serve as ambassadors to enhance ASHRAE's technical image internally and in the community at large through activities such as transferring ASHRAE-generated technology and knowledge

1.2. Purpose

- 1.2.1. To mentor students, engineers, and educators to increase their awareness of ASHRAE activities
- 1.2.2. To share knowledge or experience with the grassroots organization, such as chapter presentations
- 1.2.3. To communicate ASHRAE recommended practices to resolve current industry problems
- 1.2.4. To support ASHRAE governance in conducting special technical activities

1.3. Membership

- 1.3.1. Each person who is a Fellow of ASHRAE and is in good standing in the Society shall have the status of member of the College of Fellows (COF).
- 1.3.2. The rights and privileges of membership shall be personal to the member and shall not be delegated or transferred.
- 1.3.3. A member of the COF may resign at any time by giving prior written notice of resignation to the COF President. The rights and obligations of membership cease upon the death of the member or when the member ceases to be a member of ASHRAE.

1.4. Meetings

- 1.4.1. Regular COF meetings shall be scheduled during the Society's Annual [summer] and Winter Conferences.
- 1.4.2. They shall be called by the COF President or, in their absence, by the COF President-elect.
- 1.4.3. Notices of meetings shall, when possible, be published in the preliminary and/or the official program of the Society conferences. At the discretion of the COF President, notices of meetings may be sent directly to COF Members.
- 1.4.4. Except as otherwise provided in this Section, the COF President shall preside at every COF meeting (and any adjournment thereof).
 - 1.4.4.1. If the COF President is absent, unable or unwilling to serve, the COF President-elect shall preside at the meeting.
 - 1.4.4.2. If neither the COF President nor the COF President-elect is present and willing to serve as chairman of the meeting, and if the COF President has not designated another person who is present and willing to serve, then a majority of the Executive Committee members present at the meeting shall to designate a person to serve as chairman of that meeting.
 - 1.4.4.3. The Chair of the meeting may designate other persons to assist with the meeting.

1.5. Adjournments.

- 1.5.1. At any meeting of members (including an adjourned meeting), a majority of members present and entitled to vote at the meeting (whether or not those members constitute a quorum) may adjourn the meeting to reconvene at a specific time and place. The only business that may be transacted at any reconvened meeting is business that could have been transacted at the meeting that was adjourned, unless further notice of the adjourned meeting has been given in compliance with the requirements for a special meeting that

specifies the additional purpose or purposes for which the meeting is called. Nothing contained in this Section shall be deemed or otherwise construed to limit any lawful authority of the chairman of a meeting to adjourn the meeting.

1.6. Conduct of the Meeting.

1.6.1. At any meeting of COF members or COF ExCom, ~~the Chair of the meeting shall be entitled to establish the rules of order Robert's Rules of Order~~ governing the conduct of business at the meeting.

Commented [LM2]: This is actually a book – should be capitalized

1.7. Action of Members without a Meeting.

1.7.1. For an action to be taken without a meeting, an electronic or written ballot shall be made available to every member entitled to vote. Such ballot shall:

- 1.7.1.1. set forth each proposed action,
- 1.7.1.2. provide an opportunity to vote for or against each proposed action, and
- 1.7.1.3. provide a space for the member to sign.
- 1.7.1.4. All solicitations for votes by electronic or written ballot shall
 - 1.7.1.4.1. indicate the number of responses needed to meet the quorum requirements;
 - 1.7.1.4.2. state the percentage of approvals necessary to approve each matter; and
 - 1.7.1.4.3. specify the time by which a ballot must be received by the COF in order to be counted, which time must be no less than two weeks after sending the ballot.
 - 1.7.1.4.4. Approval by electronic or written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and a majority of the votes are for approval. The action must be evidenced by electronic or written ballots describing the action taken, signed by members, and delivered to the COF for inclusion in the minutes.

1.8. Special Meetings

- 1.8.1. Special meetings of members may be called at any time by the COF ExCom or the COF President, or upon the written request of COF members representing ten percent (10%) or more of the votes entitled to be cast on each proposed issue to be considered at the special meeting.
- 1.8.2. The business that may be transacted at any special meeting of members shall be limited to that proposed in the notice of the special meeting
- 1.8.3. Notice of a special meeting must be given no fewer than ten (10) days nor more than sixty (60) days before the meeting date to each member of record entitled to vote at the meeting. The notice of a special meeting shall include a description of the matter or matters for which the meeting is called as well as the date, time and location of the meeting. If the meeting is to be electronic, instructions for joining must also be included.

1.9. Quorum

- 1.9.1. The COF President shall establish the quorum for a meeting of the COF members as those Fellows who are present but not less than 10. For an electronic or written ballot, the COF President shall establish the quorum as the total of those returning ballots but not less than 10.
- 1.9.2. At all meetings of COF members, any members entitled to vote on a matter may take action on the matter only if a quorum of the members exists at the meeting.

1.9.3. Once a member is present at any meeting other than solely to object to holding the meeting or transacting business at the meeting, the member shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournments of that meeting; unless a new record date for the adjourned meeting is or must be set.

2.0 Officers

2.1. The officers of the COF shall consist of a COF President, a COF President-elect and a COF Secretary/Treasurer ~~and a COF Secretary~~, each of whom shall be first nominated by the COF Nominating Committee and then elected by the members at ~~the an~~ annual meeting of the COF members. Two or more offices may not be held by the same person.

2.2. Term of Office

~~2.2.1. Each~~ The COF President officers and COF President-elect shall serve a single ~~one~~two-year term commencing on the first day of the COF's fiscal year following election to office.

2.2.2. The COF President-elect shall succeed to the office of COF President upon completion of their term as COF President-elect. Normally the COF President-elect shall be selected from the COF Secretary/Treasurer who has completed their two year term.

~~2.2.3. The COF President elect shall succeed to the office of COF President upon completion of his term as COF President-elect. The COF Secretary and COF Treasurer shall each serve a single two year term of office. The term of each officer shall commence on the first day of the COF's fiscal year following election to office. A COF President elect shall be elected each year, a COF Secretary and COF Treasurer shall be elected for two year terms, in alternating years. If the office of COF President becomes vacant, the COF President-elect shall immediately succeed to the un-expired term of the COF President and, on completion of that term, shall continue to serve as COF President for a full two-year term. In the special case where the office becomes vacant before the first meeting after the election, the COF President-elect will be considered to have started their two year term upon elevation to the office of COF President. The COF Secretary/Treasurer shall be elevated to the position of COF President-elect and section 2.2.4 will be implemented.~~

2.2.4. In the event that the COF President-elect, COF Secretary/Treasurer or immediate past COF President becomes vacant, cannot fulfill the duties of the office or is removed, the remaining members of COF ExCom shall appoint a member of the COF to serve during the remaining year. A special election to permanently fill the position shall be scheduled for the Annual meeting. The last constituted nominating committee shall be charged with providing the candidate(s).

2.2.5. All officers shall remain in office until their successors are duly elected and qualified.

~~2.2.3.~~ 2.3. Removal. Any COF officer (regardless of how elected or appointed) may be removed with cause by Society's Board of Directors

~~2.3.2.4.~~ 2.4. COF President.

~~2.3.1.2.4.1.~~ 2.4.1. The COF President shall preside at and serve as Chair of COF meetings and shall perform other duties and have other authority as may from time to time be delegated by Society's Board of Directors. The COF President has the authority to appoint COF committees as needed.

~~2.4.2.5.~~ 2.5. COF President-elect.

~~2.4.1.2.5.1.~~ 2.5.1. The COF President-elect shall, in the absence or disability of the COF President, or at the direction of Society's Board of Directors, perform the duties and exercise the powers of the COF President. The COF President-elect shall perform any other duties and

have any other authority as from time to time may be delegated by the COF President or COF Board of Directors.

~~2.5.2.6.~~ COF Secretary/Treasurer.

~~2.5.1.2.6.1.~~ The COF Secretary shall be responsible for preparing minutes of COF meetings. The COF Secretary shall perform any other duties and have any other authority as from time to time may be delegated by the COF President or COF ExCom.

~~2.6. COF Treasurer.~~

~~2.6.1.2.6.2.~~ Unless otherwise provided by the COF Board of Directors, the COF Treasurer, in conjunction with the Society's financial officer, shall be responsible for overseeing of all funds and securities belonging to the College of Fellows and for the receipt, deposit, or disbursement of these funds and securities under the direction of the Board of Directors. The COF Treasurer shall cause full and true accounts of all receipts and disbursements to be maintained and shall make reports of these receipts and disbursements to the Society Board of Directors and President upon request. The COF Treasurer shall perform any other duties and have any other authority as from time to time may be delegated by the COF President or COF ExCom.

3.0 Executive Committee (COF ExCom)

~~3.1. The number of members of the COF ExCom shall be fixed at five (5).~~

~~3.1.1. The COF President, COF President-elect and the COF Secretary/Treasurer, plus the immediate past COF President and a COF member-at-large, shall comprise the COF Executive Committee (COF ExCom).~~

~~3.1.2. Except in case of death, resignation, disqualification, or removal, each COF ExCom member shall serve for a term coincident with their term of office. Despite the expiration of a COF ExCom member's term, he or she shall continue to serve until a successor has been elected and has qualified.~~

~~3.1.1. COF ExCom members must be members of the ASHRAE College of Fellows in good standing.~~

~~3.1.3.~~

~~3.2. COF ExCom shall report to Society's Board of Directors and members of the COF at each of its meetings.~~

~~3.3.3.2. COF ExCom shall appoint a nominating committee of at least five (5) members to propose a slate of officers for election by COF members. Except for the COF President, no member of COF ExCom may serve as a member of the nominating committee.~~

~~3.4. General Powers. All business and affairs of the COF shall be managed by its Executive Committee (COF ExCom).~~

~~3.5. Number, Election and Term of Office.~~

~~3.6.3.3. The number of members of the COF ExCom shall be fixed at five (5). Except in case of death, resignation, disqualification, or removal, each COF ExCom member shall serve for a term commencing on the first day of the COF's fiscal year (July 1) following election and ending on the first anniversary of that date. Despite the expiration of a COF ExCom member's term, he or she shall continue to serve until a successor has been elected and has qualified.~~

~~3.7. Vacancies.~~

~~3.7.1. A vacancy occurring in the COF ExCom may be filled for the un-expired term, unless the members have elected a successor, by the affirmative vote of a majority of the remaining COF ExCom members, whether or not the remaining COF ExCom members constitute a quorum.~~

Commented [KC3]: Pres, pres-elect, secy-treas, past pres is only 4. Should have one more. Sort of a 'member at large'.

Commented [KC4]: Pres, pres-elect, secy-treas, past pres is only 4. Should have one more. Sort of a 'member at large'.

Formatted

~~3.8.3.4.~~ Committees of COF ExCom.

~~3.4.1.~~ COF ExCom shall appoint a nominating committee of at least five (5) members, including the immediate past COF President, to propose a slate of officers for election by COF members and a COF member-at-large to serve a two year term on COF ExCom. Except for the immediate past COF President who will serve as Chair, no member of COF ExCom may serve as a member of the nominating committee.

Commented [LM5]: Make it clear – is the proposed M-a-L automatically on ExCom or is it subject to a vote by COF members?

~~3.8.1-3.4.2.~~ COF ExCom may designate one or more standing or ad hoc committees, each consisting of one or more COF ExCom members, who serve at the pleasure of COF ExCom.

~~3.9. Qualifications of COF ExCom Members.~~

~~3.9.1-3.4.3.~~ COF ExCom members must be members of the ASHRAE College of Fellows in good standing.

~~3.10-3.5.~~ Regular Meetings.

~~3.10.1-3.5.1.~~ A regular meeting of COF ExCom shall be held in conjunction with each meeting of members.

~~3.11-3.6.~~ Special Meetings.

~~3.11.1-3.6.1.~~ Special meetings of COF ExCom may be called by or at the request of the COF President or any COF ExCom member in office at that time.

~~3.12-3.7.~~ Place of Meetings.

~~3.12.1-3.7.1.~~ COF ExCom may hold their meetings in conjunction with Society Annual and Winter Conferences.

~~3.13-3.8.~~ Quorum.

~~3.13.1-3.8.1.~~ At COF ExCom meetings, a majority of the COF ExCom members then in office shall constitute a quorum for the transaction of business.

~~3.14-3.9.~~ Vote Required for Action.

~~3.14.1-3.9.1.~~ If a quorum is present when a vote is taken, the vote of a majority of the COF ExCom members present at the time of the vote will be the act of COF ExCom. A COF ExCom member who is present at a meeting when action is taken is deemed to have assented to the action taken unless

~~3.14.1.1-3.9.1.1.~~ he or she objects at the beginning of the meeting (or promptly upon arrival) to holding the meeting or transacting business at it;

~~3.14.1.2-3.9.1.2.~~ his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or

~~3.14.1.3-3.9.1.3.~~ he or she delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the COF immediately after adjournment of the meeting. The right of dissent or abstention is not available to a COF ExCom member who votes in favor of the action taken.

~~3.15-3.10.~~ Participation by Conference Call.

~~3.15.1-3.10.1.~~ Members of COF ExCom may participate in a COF ExCom meeting by means of conference telephone or similar communications equipment through which all persons participating may hear and speak to each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

~~3.16-3.11.~~ Action by COF ExCom without a Meeting.

~~3.16.1-3.11.1.~~ Any action required or permitted to be taken at any meeting of COF ExCom may be taken without a meeting if an electronic or written consent, describing the action taken, is signed by each COF ExCom member and delivered to the COF for inclusion in the minutes of the next meeting. The consent shall have the same force and effect as a unanimous vote of COF ExCom at a duly convened meeting.

4.0 Voting

4.1. Voting Rights.

4.1.1. In all matters that call for the vote of members, each member shall have one vote. Each member shall be entitled to vote in the election of members of COF ExCom directors and in any other matter that requires the vote of members.

Commented [LM6]: This suggests members vote for the ExCom M-a-L

4.2. Proxies.

4.2.1. A member entitled to vote on a matter may vote in person or by proxy pursuant to an appointment executed in writing by the member or by his attorney-in-fact. An appointment of a proxy shall be valid for eleven (11) months from the date of its execution, unless a longer or shorter period is expressly stated in the proxy.

5.0 Fiscal

5.1. Approval of expenditures of College of Fellows funds

- 5.1.1. By majority vote of the COF Executive Committee (COF ExCom) as prescribed in section 3.
- 5.1.2. By majority vote of the members present at a regular meeting, provided that there are at least 5 voting members physically present at the time of the vote
- 5.1.3. Disbursements of up to \$1000.00 may be approved by the COF Secretary/Treasurer (or in his absence, any other COF officer) in writing or by E-mail. Disbursements exceeding \$1000.00 shall require the additional approval of the COF President or another COF officer

6.0 Staff Liaison

6. The A staff liaison shall be the Manager of ASHRAE Fundraising provided by ASHRAE.

7.0 Revisions

- 7.1. Revisions to the Manual of Procedures may be initiated by any three (3) members of COF ExCom or by six (6) members of the COF and must be submitted in writing to COF ExCom with signatures.
- 7.2. All such revisions, if approved by three (3) or more members of COF ExCom, shall be submitted for vote at the next COF meeting.

Attachment C

SRC Minutes 6-26-18

3.300.007 ELECTION PROCEDURE FOR ASHRAE FOUNDATION TRUSTEES

(94-01-23-18/09-06-24-15)

3.300.007.1 Qualifications

A. For qualifications of candidates to be considered for Foundation Trustees, refer to Bylaws for ASHRAE Foundation Trustees, Article II.

B. A Trustee may not simultaneously be a member of the Board of Directors. (00-02-09-14)

3.300.007.2 Nomination

A. The nomination process for Foundation Trustees shall be ongoing. See ROB 3.300.010.

B. The nomination process for Foundation Trustees shall follow the schedule described in the Nomination and Election Timetable. See 3.300.009.

C. The Board of Trustees (BOT) of the Foundation shall recommend candidates for service on the Foundation BOT. Candidates will be separated by Corporate Positions and Member Positions. Corporate positions are for a year or may vote by the BOD. Member positions shall be **listed** in priority order. Number of corporate positions and member positions that are open will be furnished to staff by the BOT based upon the number of members they have approved **for annual service**, and as shown in their MOP. Three alternates will be selected for member positions. Alternates will be used to fill positions if an elected individual declines or cannot serve due to conflicts. (16-01-27-05)

D. Staff shall advise the BOD of the President-Elect's nominations for Trustee, ranked in priority order, along with their biographies. Staff shall also provide the BOT/BOD a list of all eligible candidates **nominated via the website or other means prior to the BOT prioritizing their list.**

Commented [TM1]: This is a great addition although it changes the timeline for Claire a bit it gives the Foundation a larger pool of nominees to consider.

3.300.007.3 Election

A. The Board of Directors shall, no later than December 15:

1. Consider the qualifications of candidates nominated to serve on the Foundation Board by **the** President-Elect;
2. Call for nominations from the floor. Nominations from the floor require an oral recitation of biographical data, qualifications, or other relevant data about the nominee from the proposer, who shall specifically stipulate that the individual is being nominated for Trustee of the ASHRAE Foundation. Biographical data and other information in hardcopy or electronic form may be provided if time allows.
3. Conduct a single secret ballot for all vacancies with each BOD member voting for the number of candidates equal to the number of vacancies to be filled.
4. The candidates receiving the highest numbers of votes shall be elected as Foundation Trustees. The three candidates receiving the next highest numbers of votes shall be designated as alternates. In case of a tie vote, the election will be decided by the priority rank order of the candidates as determined by the **BOT** and presented by the President-Elect.

Commented [AG2]: Change timeline on letter to be February March with cutoff of June 1 for consideration.

Commented [TM3]: Like the edition but think you keep "by the President Elect"

B. After the Winter Meeting and after receipt of the report from the Nominating Committee, the list of elected members and alternates will be revised to account for vacancies and conflicts caused by those nominated to the Board of Directors.

Commented [TM4]: From the BOT ranking as presented by the PE.

C. Staff shall notify newly elected ASHRAE Foundation Trustees of their election.

3.300.007.4 Filling of Vacancies

If any vacancy shall occur due to resignation, death or otherwise, the BOT shall recommend to the BOD individuals to fill the vacancy. For corporate positions, the BOT shall request from the corporation the named of an individual to fill the position. The vote will be taken by mail ballot unless the vacancy occurs within 45 days of the regular Board meeting

Commented [TM5]: I would insert, "Once the Society year commences"

Items from ROB Staff Manual (3.910) that still have some vestige of relevance

Suggested by Larry Markel 2-7-2018

PubEd Council-related matters – not for the Staff Manual

All dates on ASHRAE letters or other literature not having the month spelled out shall use the SI System of a 6-digit figure, of which the first two represent the year, the second two the month, and the last two the day, similar to the system used in the Rules of the Board. (78-02-01-18)

3.910.002.2 Terminology

The term "chairperson," or "chair" is acceptable for [use in] all Society documents.

ASHRAE shall use recycled paper in Society and regional activities, where possible and when economically feasible, when paper is clearly identified as a recycled product

Staff shall use "chair" instead of "chairman" in the printing of future Society meeting program

- B. All dues-paying members except Student and 'Retired' members receive a copy of the current volume of the *ASHRAE Handbook* as part of their membership services. Life members, members dues-exempt because of 30 years' membership, and Presidential Members also receive the current *ASHRAE Handbook* volume each year.
- C. 'Retired' members may purchase a copy of any *ASHRAE Handbook* volume not received as part of their membership services at a discount of 50 percent from the list price, plus postage and handling.
- D. Current volumes of the *ASHRAE Handbook* will be made available to Society chapters for gift purposes as awards to speakers or students at the current price for Student Members purchasing additional volumes of the *ASHRAE Handbook* series, plus postage and handling. (79-06-28-48/83-01-23-16)
- E. Reprints of individual chapters of the *ASHRAE Handbook* volumes are not sold by ASHRAE except in the following instances:
 - 1. Non-profit organizations engaged in research or education, as approved, at cost plus overhead.
 - 2. *ASHRAE Handbook* authors and revisers, in quantities not to exceed 100, also at cost plus overhead.
- F. Permission to reprint individual complete chapters is to be granted only to non-profit organizations engaged in research or education, with proper credit to ASHRAE and as approved.
- G. Permission is to be refused to individuals or companies wishing to reprint entire chapters for sale or for free distribution for trade or promotional purposes.
- H. Permission is to be granted to individuals, corporate bodies, and government agencies to reproduce charts, tables, illustrations, or reasonable portions of text not embracing a complete chapter, provided specific permission is obtained from ASHRAE for each such use and proper credit is given. No royalty fee is to be charged unless the reprinted material constitutes more than 50 percent of the complete chapter. (79-06-28-48/84-02-01-18)
- I. Permission may be granted to those asking to include *ASHRAE Handbook* tables and data in computer programs. When ASHRAE is identified as the source, the following disclaimer must be included with the program:
 - 1. "Material adopted by permission from (name and dates of publications). The American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. assumes no liability for the use or contents of this software or its fitness for a particular application. The American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. has not reviewed this software and does not endorse, warrant, or certify its contents, use or application."

(88-06-29-10)

- J. Obsolete Handbooks, left over as new editions are published each year, shall be made available to the chapters for shipping and handling costs only. (92-01-30-43)

3.910.006.3 Special Publications

- A. List prices are established in two parts, based on printing and mailing costs, marketing expense, and demand for the publication:
1. Minimum list price is determined approximately by the formula:
Minimum List Price = (Factor) (Unit Variable Cost) where the Factor is a constant which relates the ratio of total fixed and variable costs established for the Special Publications budget, the average income per sale, and the number of free copies required for distribution. The unit variable cost is equal to the total printing cost divided by the number of copies printed, plus the cost per copy for postage and handling. Because the market and the free distribution requirements are different for many of the special publications, the Factor used varies from 6 to 10 or higher. Staff is given latitude in rounding off values for minimum list prices.
 2. Added Value Increment. If a publication is deemed to have a greater demand than normal, an increment is added to the minimum list price to establish the final list price. This increment will not exceed the value of the minimum list price determined by the formula in Section 1.
- B. List prices for existing publications are established by staff in preparing the budget for the next fiscal year. List prices for publications approved after the budget is approved by the BOD are established by staff, subject to approval by the chair of the Publishing and Education Council, and will be consistent with pricing of similar recent publications.
- C. When a publication is reprinted for inventory replacement, the original list price prevails unless costs escalate beyond original unit cost or unless the market or distribution requirements change. New prices will be consistent with pricing of similar publications.

Subscription prices for the *ASHRAE Journal* are established by the staff in preparation of the budget for the next fiscal year, based on production and mailing costs and on competitive prices.

(79-06-28-48/83-01-23-16)

The list price for each volume of *ASHRAE Handbook* series shall be at least equal to the annual dues established for members. Any increase above that level will be recommended by staff in preparation of the next budget, based on production and mailing costs and on competitive prices.

The pricing formula is reviewed annually for the Publishing and Education Council budget meeting (spring), and changes are recommended as required to maintain the cost/revenue basis.

- F. Complete sets of ASHRAE Standards are available in hard cover ring binders at a price not less than 50 percent of the combined prices for the individual standards in the set, if sold separately.

- G. Prices for Psychrometric Charts are established in the following manner;

1. The lowest published list price corresponds to the unit cost for quantity orders of 1000 single charts, 500 pads of 50 sheets, or 500 laminated charts; with a multiplier of 3.0 (to account for fixed costs) being used to determine the list price.
2. The Publishing and Education Council adjusts the multiplier as required to assure that the sales price is maintained at competitive levels.
3. Income from the sale of Psychrometric Charts is considered as income from Other Special Publications.
4. Overprinting of company name, logo, or other approved material is furnished upon request at an added charge of 10 percent of the price for the desired quantity. Minimum quantities for overprinting are 1000 individual charts, 200 pads, and 500 laminated charts.

(79-06-28-48/83-01-23-16)

3.910.006.4 Psychrometric Charts

- A. Permission or license is to be granted to individuals or companies to reproduce Psychrometric Charts, provided:
 - 1. The reproduction clearly indicates the chart as being the ASHRAE Psychrometric Chart, and that no alterations are made to the Chart.
 - 2. A royalty fee of 20 percent is paid to ASHRAE when charts are printed by others, in forms similar to those offered for sale by ASHRAE. The royalty fee is to be calculated on the basis of the current list price for similar form and quantity.
- B. No permission or license is to be granted to reproduce charts if the requesting organization intends to sell copies for profit. (79-06-28-48)

3.910.006.5 Preprints/*ASHRAE Transactions* and *ASHRAE Journal*

- A. Permission or license is to be granted to individuals, organizations, or companies to reproduce portions of or a complete copy of Preprints/*ASHRAE Transactions* paper or *ASHRAE Journal* article, provided that:
 - 1. An Agreement for Permission to Publish has been signed by all authors of the preprint/paper in question. (For those published in 1978 and later only.)
 - 2. Appropriate credit as specified by the Society is included in the republication.
 - 3. An appropriate disclaimer as specified by the Society is included in the republication.
 - 4. The use of the preprint/paper does not imply commercial endorsement by the Society.
 - 5. Copies of the preprint/paper are not sold for profit by the requesting individual, organization or company.
- B. Reprints of individual Preprints/*ASHRAE Transactions* papers or *ASHRAE Journal* articles will be made available to individuals, organizations or companies, upon request and receipt of payment, in quantities of 100 or more (multiples of 100) at cost plus an overhead mark-up. The stipulations given in Items A-E of preceding Section 1 apply.
- C. Duplicate film negatives of individual articles or material published in *ASHRAE Journal* will be made available to individuals, organizations, or companies, at cost plus overhead mark-up. The stipulations given in Items A 1-5, above, apply. (79-06-28-48)

3.910.006.6 Standards

ASHRAE shall charge a fee for public review draft standards. (82-07-01-40/91-01-23-20g)

3.910.006.7 Reprinting to Replenish ASHRAE Sales Inventory - A policy governing the reprinting of ASHRAE publications is approved as follows:

- A. When sales inventories are depleted, staff may authorize reprinting providing that: (1) direct cost of reprinting can be accommodated within the appropriate line item budget for the year and (2) direct cost is less than \$25,000.
- B. Committee and Publishing and Education Council approval is required if: (1) the reprinting would cause the committee to exceed its total annual budget or (2) direct cost is \$25,000 or more.
- C. Board of Directors approval is required if reprinting would cause the council to exceed its annual budget. (89-02-01-29)

3.910.006.8 A publications display for promoting sales of Society publications shall be incorporated in the registration area of future Society Meetings. (71-01-23-18)

3.910.006.9 Advertising

- A. Review of advertising sales programs and recommendations for policy development will be by a subcommittee reporting to the Publishing and Education Council and consisting of the council chair, council Fiscal Planning Subcommittee chair, Journal Committee chair and publisher with the director of communications and publications as staff liaison. (86-06-22-18D)

- B. Sale of display advertising space in *ASHRAE Journal* shall be through use of publisher's representatives under management by Society staff with review as specified in the preceding paragraph.
- C. The following general specifications shall apply to all advertising in ASHRAE publications:
 - 1. The Publisher reserves the right to reject any advertising that does not meet professional standards of the Society, or as set forth in SRDS business publication rates and data, and *ASHRAE Journal* or *ASHRAE Handbook* rate card.
 - 2. *ASHRAE Journal* and *ASHRAE Handbook* readers are individuals responsible for the purchase, design, specifications, research and development, manufacture, installation, operation or maintenance of heating, refrigerating, air-conditioning or ventilating systems or components. Most readers are engineers, and the copy or text of advertisements should be edited for these people.
 - 3. Any advertisement resembling in appearance the editorial content of the *ASHRAE Journal* will be identified as an advertisement by the word "Advertisement" appearing at the top of the advertisement.
 - 4. Advertisements containing representations of objects or people not considered by the Publisher to be pertinent to the product being advertised will be rejected.
 - 5. The Publisher reserves the right to refuse any advertisement for a product in which claims or statements are made that are directly contradictory to accepted technology. (79-06-28-48)
- D. The production schedule for *ASHRAE Journal* is established to provide mailing the first five working days of the month of issue with the published closing date for advertising contracts approximately the 5th of the preceding month. (86-06-22-18F)

3.910.006.10 Mailing Service and Mailing Labels - The following ASHRAE policy on mailing service and mailing labels is approved:

- A. ASHRAE mailing list may be rented for commercial and educational use.
- B. Labels will be provided to chapters, free of charge, for their CRC mailings. Any other chapter requests will be considered by the director of chapter and member services and the chief staff officer.
- C. In fulfilling non-chapter requests, guidelines approved by the Publishing and Education Council will be followed to protect labels from unauthorized reproduction and use.
- D. In fulfilling non-chapter requests, the approval of the chief staff officer is required.
- E. Members will be given the opportunity to indicate whether they wish to have their names removed from any membership lists sold and used for purposes other than Society mailings. (86-06-25-29)

3.910.006.11 Public Relations

- A. The BOD assigns to headquarters staff the responsibility for publicity related to Society meetings. (67-06-25-25)
- B. The PR counsel is instructed to contact the Host Chapter Publicity Chair at least 6 months prior to a Society meeting in order to develop a coordinated PR program for that particular meeting. (79-06-27-36)
- C. The PR counsel shall be instructed to contact the Host Chapter Publicity Chair at least 6 months prior to a Society meeting in order to develop a coordinated PR program for that particular meeting. (79-06-27-36)

3.910.006.12 *ASHRAE Transactions*

The BOD approves inclusion of the recipients of the E.K. Campbell Award of Merit (The Life Members' Club Award) in *ASHRAE Transactions*. (75-06-25-15)

Issues for staff, but probably not best addressed as ROB

The BOD reinforces the directive to staff to establish a procedure to ensure that any activity by ASHRAE Headquarters in the chapter area be coordinated with the chapter president and the appropriate chapter committee chair.

Several paragraphs in various places – matters dealing with allowing Staff to offer discounts on publications to chapters

Staff is authorized to establish suitable reciprocal arrangements with other engineering societies related to registration fees.

The Membership Manager shall attend four (4) CRCs per year. (89-06-29-M15)

The Director of Finance will provide fiscal records so that income and expenses can be identified for future control and formula revision, as follows:

Income and Variable Costs: Transactions
Preprints
Reprints
Standards
Bulletins
Other Special Publications
Fixed Costs:
Publications for Sale
Publications not for Sale.

3.910.007.1 Research Administration

Staff is directed by the BOD, upon recommendation of the Research Administration Committee and Technology Council, to maintain a *Model Research Agreement* and a *Model Research Co-Funding Memorandum of Understanding (MOU)* for Technology Council approval with the concurrence of ASHRAE legal counsel. (Model Research Agreement is in RAC MOP, Appendix A. and *Model Research Co-Funding Memorandum of Understanding (MOU)* is in RAC MOP, Appendix B)

(67-02-02-06/84-02-02-33/11-06-29-13/14-07-02-26)

3.910.007.3 Standards

A. Staff is directed to distribute proposed standards to each Associate Society for review and comment during the review period. (74-06-27-34)

Requirements for the Society. Even if they are in ROB, they should not be part of the staff manual

3.910.002.8 Honors and Awards

The Society shall publicize the requirements for specific honors and awards in the *Journal and/or Insights*, so that individuals who are eligible for such awards may be identified.

The Society shall be required to provide a timely accounting and payment to chapters on the Chapter Dues Program as follows: Beginning with July 31 of each fiscal year and following on the last day of each month thereafter, Society shall mail to the chapter treasurer a computerized list of dues-paid members and a check for the full amount of chapter dues which Society is holding. (88-05-21-R11)

The BOD directs the comptroller to collect and present on a separate sheet the expenses and income for all special projects. Technology Council will then allocate the expenses as appropriate.

Only members of the Society in good standing shall be eligible to become and remain chapter members. Chapter members will hold the same grade in the chapter as they hold in the Society. (74-06-23-31)

The Society shall make available to chapters a membership roster of area-assigned members each time the roster is updated. (89-06-29-25c/12-01-25-11[11])

Chapter sections will have an official date of organization and the date will be recorded at Society. (89-06-29-R6)

Citations shall be furnished to all Past Presidents of local chapters in appreciation of services to the Society. (59-04-19-37)

A tabulation of names and amounts of all research contributions in any form shall be made available by staff as confidential information to the chair and vice chair of Research Promotion. (73-01-27-02)

The BOD authorizes the release to chapter presidents of information concerning names and amounts of contributors to the Research Promotion program through the local chapters. (73-01-31-05)

3.910.006.13 Education

The Society should coordinate all Society functions with the local chapter in advance, in order to avoid scheduling conflicts, solicit the local chapter's cooperation, and enhance the Society functions and the Society staff should coordinate firm contractual and financial matters with the local chapters in advance. (76-07-01-38)

Why is this in ROB? Certainly does not belong in Staff Manual

The report of payments to members for Special Projects shall be distributed to ExCom only.

What does this even mean?

The BOD establishes headquarters staff as having sole control and responsibility for all finances in conjunction with the Winter and Annual Meetings of the Society. (85-06-26-20)