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**MINUTES**

**SOCIETY RULES COMMITTEE MEETING**

**August 13, 2025  
12:00PM – 1:30PM**

*Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the February 3, 2026 meeting.*

**TABLE OF CONTENTS**  
Society Rules Committee Meeting  
**August 13, 2025**

<b>CALL TO ORDER.....</b>	<b>1</b>
<b>ASHRAE VALUE STATEMENT.....</b>	<b>1</b>
<b>ROLL CALL.....</b>	<b>1</b>
<b>REVIEW OF AGENDA.....</b>	<b>1</b>
<b>APPROVAL OF MINUTES.....</b>	<b>1-2</b>
<b>ACTION ITEMS.....</b>	<b>1-2</b>
<b>NEW MEMBER ORIENTATION.....</b>	<b>2</b>
<b>REQUEST FOR INTERPRETATION (ASHRAE COMMERCIALISM POLICY &amp; ANSI APPROVED STANDARDS)...</b>	<b>2</b>
<b>BYLAWS CHANGES.....</b>	<b>2-4</b>
Section 2.7.....	<b>2</b>
Section 2.5.....	<b>2-4</b>
<b>OLD BUSINESS .....</b>	<b>4</b>
<b>NEW BUSINESS .....</b>	<b>4</b>
<b>FUTURE MEETINGS .....</b>	<b>4</b>
<b>ADJOURNMENT.....</b>	<b>4</b>

**PRINCIPAL APPROVED MOTIONS**  
Society Rules Committee Meeting  
**August 13, 2025**

<b>No. – Pg.</b>	<b>Motion</b>
1-1	The minutes from the June 24, 2025 meeting of the Society Rules Committee be approved as presented.

**ACTION ITEMS**  
 Society Rules Committee Meeting  
**August 13, 2025**

<b>No. – Pg.</b>	<b>Responsibility</b>	<b>Summary</b>
1-2	Balaras/ Klock	Ms. Schopplein and Mr. Klock will review ROB Section 2.105 in comparison with section 2.101.027.03, 2. H and provide alternative wording to relay the number of meetings that standing bodies are allowed to have per year.
2-2	Brown/ Balaras/ Klock	Review the request for interpretation from the Standards Committee and provide feedback no later than September 1 <sup>st</sup> .
3-4	Staff	Distribute a clean version of the Bylaws changes as edited during the meeting for additional review.
4-4	Staff	Distribute the finalized version of the SRC Reference Manual reflecting edits approved by the committee at the June 24, 2025 SRC meeting.

**MINUTES**  
Society Rules Committee Meeting  
**August 13, 2025**  
**12:00PM – 1:30PM**

**MEMBERS PRESENT:**

Spencer Morasch, Chair  
Bill Klock, Vice Chair  
Ioan Dobosi  
Isabelle Lavoie  
Carrie Brown  
Costas Balaras

**STAFF PRESENT:**

Daniel Gurley, Sr. Manager – Membership  
Chandrias Jolly, Manager - Board Services

**CALL TO ORDER**

Mr. Morasch called the meeting to order at 12:01pm.

**ASHRAE VALUE STATEMENT**

Mr. Morasch read the value statement and referenced links included.

**ROLL CALL**

Roll call was done. Members and staff in attendance as listed above.

Mr. Morasch notified the committee of Ms. Schopplein's departure. Shared that Ms. Brown was the incoming member and looked forward to her contributions to the committee.

**REVIEW OF AGENDA**

*SRC Reference Manual* was added to 'Old Business'. *New Mentors* was added to 'New Business'.

The remaining agenda was accepted as presented.

**APPROVAL OF MINUTES**

Mr. Balaras moved and Mr. Klock seconded that,

**(1) The minutes from the June 24, 2025 meeting of the Society Rules Committee be approved as presented.**

Ms. Brown shared that she would be abstaining from the motion as she was not in attendance at the prior meeting.

Ms. Lavoie and Mr. Dobosi joined the meeting.

**MOTION 1 PASSED** (Unanimous Voice Vote, CNV)**ACTION ITEMS**

Action Item 1 was reported as in process and reassigned to Mr. Balaras in lieu of Ms. Schopplein's departure. Action item 2 was reported as in process.

**NEW MEMBER ORIENTATION**

Mr. Morasch conducted new member orientation. He advised that the presentation could be found on Basecamp for additional review after today's meeting.

**REQUEST FOR INTERPRETATION (ASHRAE COMMERCIALISM POLICY & ANSI APPROVED STANDARDS**

Mr. Morasch reviewed the request for interpretation as shown on screen.

He reminded the committee, specifically new members, that interpretation requests are customary and the committee is charged with promptly providing feedback to all requests.

As Mr. Morasch felt there was not enough time during the meeting to address the request, an action item was assigned.

**ACTION ITEM - Ms. Brown, Mr. Balaras, and Mr. Klock will review the request for interpretation from the Standards Committee and provide feedback no later than September 1<sup>st</sup>.**

AI - 2

**BYLAWS CHANGES**

Mr. Morasch reminded the committee of the origin of changes as shown on screen. He shared that edits that could be reviewed quickly would be done first.

Section 2.7

The below, as provided by Ms. Lavoie, was reviewed by the committee:

[The member shall receive benefits as set forth by the ~~ASHRAE~~ Board of Directors.](#)

Mr. Morasch advised that for consistency, each grade of membership section referenced in the Bylaws that has the above sentence should be updated to remove the word "ASHRAE" for consistency.

There was no objection from the committee.

Section 2.5

Mr. Morasch gauged the committee to determine if the Distinguished Service Award (DSA) should be referenced. If remaining, how should previous grades be handled?

He shared that the BOD voted on introducing the service requirement to be a Life Member. The current criteria was still in effect. Many discussions were held with the Chair of the Membership Model Ad Hoc, Ken Fulk, regarding the Bylaws changes. If not noted in the Bylaws, previous membership grades should be acknowledged in the ROB.

Below is a summary of additional discussion:

*(Mr. Morasch) Should we mention the DSA in the Bylaws, or should we specify the award in the ROB? It is a specific ASHRAE Award. I inquired about the necessity of an attorney. It was shared that at this point in review of the Bylaws, attorney review was not warranted. Mr. Fulk expressed in the past that the name of the award should remain due to past discussions with several members of the Life Members Club. Mr. Gurley has offered two options that may be used should we decide not to reference the name of the award.*

Options noted below were also displayed on screen:

Option 1: A member who has been a Full member in good standing for an accumulative total of thirty (30) years, who has attained the age of sixty-five (65) years and has accumulated a qualifying service point total designated by the Board of Directors, ~~received the Distinguished Service Award or 15 qualifying service points.~~

Option 2: A member who has been a Full member in good standing for an accumulative total of thirty (30) years, who has attained the age of sixty-five (65) years and has received ~~the Distinguished Service Award or 15~~ qualifying service points as defined by the Board of Directors.

*(Mr. Gurley) I was also in attendance during several Life Members Club Meetings where this was discussed. My understanding during these discussions is that qualifying line items that Life Members would meet would be noted in the Bylaws; doesn't need to be listed verbatim. Believe the DSA was meant to be used as an example. This is why the options are structured as shown. In considering future changes, the title of the DSA or its concept could change. Instead of having to go through another 18-month process to revise the Bylaws, it's probably better to leave more generally. The BOD should dictate where those points stem from; could be DSA or ESA. In professional experience, Bylaws are typically kept high-level.*

*Also, it may be determined that 15 points as previously outlined may be too restrictive. Either of the options provided would keep the membership from having to vote on Bylaws changes in the future should there be any award changes.*

*(Mr. Morasch) I am a member of the Life Members Club and have no objection with details of the award being referenced in the ROB instead of the Bylaws. Option 1 is more high-level, however, should we offer up both changes?*

*(Mr. Klock) No, we should provide an explanation as to why we have chosen what we have.*

*(Ms. Lavoie) Should we at least make a recommendation of what the service points would be, or would the BOD establish that on their own?*

*(Mr. Klock) We should leave that to be determined by the BOD.*

*(Ms. Brown) Does saying "designated by the BOD" cover everything or should there be a qualifying total? We removed the word qualifying that originally appeared after the specific number of service points.*

*(Mr. Morasch) We can detail the service requirement in the ROB.*

*(Mr. Klock) No objection. We could describe "qualifying" in the ROB.*

*(Mr. Gurley) Originally, the intent of using the DSA is that there would be no caps; wouldn't have to be 5 points from one section and 5 points from another section. All 15 points in one section would qualify.*

There was consensus among the committee that option 1 best aligned with past discussions and the prevention of future limitations in the Bylaws regarding the DSA and service points.

*(Mr. Klock) Would really like to strike the word "service" from the title of "Life Service Member" in section 2.5. We have thousands of Life Members right now. In a year or more, we won't have anyone that's named a Life Member. We will only have Life Service or Tenured Professional; proposed changes are trying to make becoming a Life Member stringent. Huge mistake to add service in there. In another month, I will qualify as a Life Member and a Life Service Member. Life Member is more descriptive and represents the current membership that has already attained this designation and new Life Members.*

The committee agreed with the proposed edit as recommended by Mr. Klock and requested that a clean version of the Bylaws reflecting edits from the meeting be distributed.

**ACTION ITEM – Staff will distribute a clean version of the Bylaws changes as edited during the meeting for additional review.**

**AI - 3**

The committee was asked to provide any additional updates by September 5<sup>th</sup> with the intent that a letter ballot would be issued shortly after to represent all changes to be submitted for BOD approval.

#### **OLD BUSINESS**

##### **SRC Reference Manual**

**ACTION ITEM - Staff will distribute the finalized version of the SRC Reference Manual reflecting edits approved by the committee at the June 24, 2025 SRC meeting.**

**AI - 4**

#### **NEW BUSINESS**

##### **New Mentors**

Mr. Morasch notified the committee that Ms. Schopplein was originally the SRC mentor for Mr. Balaras. As a result, Mr. Dobosi was assigned as the new mentor. For Ms. Brown, Ms. Lavoie will serve as the SRC mentor.

He also reminded the committee that Ms. Schopplein was assigned as SRC liaison to Tech Council. It was requested that Ms. Brown become the new SRC liaison to Tech Council. Responsibilities as liaison were noted.

#### **FUTURE MEETINGS**

Mr. Morasch advised that no additional meetings would be set at this time.

#### **ADJOURNMENT**

The meeting was adjourned at 1:38pm.

Respectfully Submitted,

*Spencer Morasch*

Spencer Morasch

Attachments: A. REV 1 (8.13.25) - ASHRAE Bylaws Changes after SRC Review



## ASHRAE BYLAWS

June 2022 ~~XXXXXXXX~~

### Article I ORGANIZATION

**Section 1.1 Name.** The name of this Society is American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc., and its abbreviated title is ASHRAE.

**Section 1.2 Organization.** This corporation shall be governed by the New York Not-for-Profit Corporation Law, or under such successor provisions as may be in effect from time to time.

**Section 1.3 Objectives.** The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigerating, air conditioning, and ventilating, the allied arts and sciences, and related human factors for the benefit of the general public, as defined in the Certificate of Consolidation. To fulfill its role, the Society shall recognize the effect of its technology on the environment and natural resources to protect the welfare of posterity.

**Section 1.4 Dissolution.** In the event of dissolution of the Society, whether voluntary, involuntary, or by operation of law, any disposition of the assets of the Society shall be made only to such organizations as shall at that time have exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or under such successive provision of the Code as may be in effect at the time of dissolution.

### Article II MEMBERSHIP

**Section 2.1 Grades of Membership.** These shall be designated as follows: (A) Honorary Member, (B) Presidential Member, (C) Fellow, (D) Life ~~Service~~ Member, (E) Life ~~Associate~~ Member, Tenured Professional, (F) Full Member, (G) Young Professional Associate Member, (H) Affiliate Member, Student Branch Advisor and (I) Student Member.

**Section 2.2 Honorary Member.** Any notable person of preminent professional distinction may be elected an Honorary Member. Election of an Honorary Member shall be by Members Council ~~the Board of Directors~~.

**Section 2.3 Presidential Member.** Upon the installation of a successor, the outgoing President of

the Society shall become a Presidential Member.

**Section 2.4 Fellow.** A Full Member who has attained distinction in the arts relating to the sciences of heating, refrigerating, air conditioning, or ventilating, or the allied arts and sciences, or in the teaching of major courses in said arts and sciences, or who by reason of invention, research, teaching, design, original work, or as an engineering executive on projects of unusual or important scope, has made substantial contribution to said arts and sciences, and has been in good standing as a Full Member for at least ten (10) years is eligible for election to the honorific grade of Fellow by Members Council ~~the Board of Directors~~.

**Section 2.5 Life ~~Service~~ Member.** A ~~m~~Member who has been a Full Member in good standing for an accumulative total of thirty (30) years, ~~and who has attained the age of sixty-five (65) years, and has received the Distinguished Service Award or earned a number of accumulated a qualifying service point total s as set designated by the Board of Directors.~~ The member shall receive benefits as set forth by the Board of Directors ~~retain all the rights and privileges of the most recent membership grade.~~

**Section 2.6 Tenured Professional.** A member in good standing as a Young Professional or Full Member for an accumulative of twenty-five (25) years and who has attained the age of sixty-five (65) years. The member shall receive benefits as set forth by the ASHRAE Board of Directors. ~~Life Associate Member.~~ A member who has been an Associate Member in good standing for an accumulative total of thirty (30) years and who has attained the age of sixty-five (65) years. The member shall retain all the rights and privileges of the most recent membership grade.

**Section 2.7 Full Member.** Full Members are members that do not fall under other grades of membership. A Full Member shall. The member shall receive benefits as set forth. Rights and privileges of Full Members will be directed by the Board of Directors. ~~have the equivalent of twelve Society-approved years of experience composed of an approved combination of (a) completed education beyond high school, (b) work experience, and (c) professional engineering or related professional registration or license issued by a legally authorized body.~~

Commented [CJ1]: Bill suggested:  
Section 2.6 Tenured Professional Member.

Isabelle suggested:  
Delete as a Young Professional or Full Member

-----  
*Taking into account other suggestions, would be revised to read as below:*

**Tenured Professional Member.** A member who has been a Full Member. A member in good standing as a Young Professional or Full Member for an accumulative of twenty-five (25) years and who has attained the age of sixty-five (65) years.

Approved engineering curricula shall be equivalent to that accredited by the Accreditation Board for Engineering and Technology in the United States of America or the Canadian Engineering Accreditation Board. Scientific education in fields other than engineering shall be from a college or university course of study which has been accredited by an organization charged with monitoring standards of performance.

Society approved years of experience shall be credited as follows:

One and one-half years of credit for each year of completed education for graduates of approved technical curricula.

One year of credit for each year of education for non-graduates who have completed at least two years of approved technical curricula.

One year of credit for each year of completed education for graduates of colleges or universities which do not have accreditation. Those holding associate degrees from technical institutions shall also be credited for one year for each year of education.

One year for each year of qualifying work experience in the performance of duties in work related to ASHRAE fields of interest and shall have included research, teaching, design, contracting, engineering sales, or engineering management.

Three years of credit for professional registration or license issued by a legally authorized body in engineering or related fields, the requirements of which as to education, examination, and active practice are satisfactory to the Board of Directors

One year of credit maximum for ASHRAE Certified Professional credential(s).

**Section 2.8 Young Professional.** A person that joins ASHRAE thirty-five years of age or younger, shall be classified as a Young Professional for their first two consecutive years after joining. The member shall receive benefits as set forth by the ASHRAE Board of Directors. ~~Associate Member.~~ An Associate Member shall have had experience in technical matters or in design, operation, or maintenance in heating, refrigerating, air conditioning, or ventilating fields; shall have an interest in the advancement of the Society's aims; and shall possess sufficient qualifications to cooperate with heating, refrigerating, air conditioning, or ventilating engineers in the advancement of the knowledge relating to heating, refrigerating, air conditioning, or ventilating engineering and its application.

**Section 2.9 Student Branch Advisor.** The faculty or ASHRAE member affiliated with an ASHRAE Student Branch, who aids, assists, and mentors the Student members managing the ASHRAE Student Branch, The member shall will receive benefits as set forth by the ASHRAE Board of Directors. ~~Affiliate Member.~~ An Affiliate Member shall have the same qualifications as an Associate Member. The benefits of this member grade shall be determined by the Board of Directors and shall not exceed those of Associate Member.

**Section 2.10 Student Member.** A Student Member shall be enrolled ~~matri~~culated in an approved course of study in Society- related fields of education at a university, college, junior college, or technical institute. The Board of Directors may establish other criteria for acceptable student membership. The member shall receive benefits as set forth by the Board of Directors.

**Section 2.11 Voting Membership.** Voting members shall ~~shall~~ consist of Honorary Members, Presidential Members, Fellows, Life Members, Full Members, Life Associate Members, and Associate Members. all members except Students.

Student Members members shall have the right to vote and hold office at the Student Branch level only.

**Section 2.12 Restrictions.** No member shall describe himself/herself in connection with the Society in any advertisement, letterhead, printed matter, or in any manner other than as a member of his/her ~~assigned~~ grade, except in official business of Society or as otherwise authorized by the Board of Directors.

**Section 2.13 Rights and Privileges.** Rights and privileges shall be personal to a member and shall not be delegated or transferred, except that each member entitled to vote may vote in person or by written proxy given to another member entitled to vote and dated within three — months of date of execution. Such proxy shall be subject to provisions as set forth by the Rules of the Board. Such proxy shall be subject to provisions as may be set forth by Rules of the Board.

**Section 2.14 Cessation of Rights, Title, and Interest.** All rights, title, and interest of a member in the Society or its property shall cease on the termination of membership by death, resignation or otherwise and shall vest in the Society.

**Section 2.15 Obligations of Members.** Each member, upon election to membership, shall be bound thereupon by the provisions of the Certificate of Consolidation, Bylaws, Rules of the Board of Directors, ASHRAE Code of Ethics, and all amendments thereto.

**Section 2.16 Emblem of Membership.** Any Society emblem of membership may be worn only by members in good standing.

**Commented [CJ2]:** Bill suggested: Delete - faculty or

**Commented [CJ3]:** Bill suggested: Section 2.10 Student **Member**.

Was originally deleted

**Commented [CJ4]:** Bill suggested: The **ASHRAE** Board of Directors

*Note: there are several references where the Board of Directors are mentioned without the word "ASHRAE" before it.*

**Commented [CJ5]:** Isabelle suggested: **one**self

**Commented [CJ6]:** Isabelle suggested: **one's**

**Section 2.17 Resignation.** Any member may resign at any time by such member's written request received by the Secretary.

**Section 2.18 Fees and Annual Dues.** All fees and annual dues shall be ~~fixed~~ and payable as determined by the Board of Directors from time to time and shall be published periodically in the official publication of the Society.

~~Presidential Members, Life Service Members, and Life Associate Members~~ Honorary Members shall not be required to pay annual dues.

Fees and annual dues for all other grades of membership shall be at the discretion of the Board of Directors.

~~Fees and annual dues for Honorary Members and members who are retired shall be at the discretion of the Board of Directors.~~

**Section 2.19 Non-Payment of Dues, Dues Payment.** If any Fellow, Full Member, Tenured Professional, Student Branch Advisor, Student, or Young Professional member fail to pay the current dues by one month after the due date, the member shall be classed as unpaid and, if a voting member, shall lose the member's right to vote. If such dues are not paid by three months after the due date, membership in the Society shall cease and the member will be notified by Society staff. If any Fellow, Full Member, Associate Member, or Affiliate Member shall fail to pay the current dues by three months after the due date, the member shall be classed as delinquent and, if a Voting Member, shall lose the member's right to vote. If such dues are not paid by six months after the due date, membership in the Society shall cease.

~~If any Student Member shall fail to pay the dues, membership shall cease, and the Secretary shall notify such Student Member that his/her membership in the Society has ceased.~~

A member, upon written application accompanied by payment of dues and a satisfactory explanation of dues default, may have the forfeiture of membership rescinded at the discretion of the Board of Directors.

**Section 2.20 Reinstatement.** A member who has resigned or who has been dropped from membership may be reinstated by payment of the same fees charged a new member, ~~or member or~~ may be reinstated as of the original date of membership if the member pays all years of lapsed membership dues accrued based on the current membership dues rate.

**Section 2.21 Discipline.** The Board of Directors may, by a two-thirds vote of all the members thereof, censure, suspend, or expel any member if, in the opinion of the Board of Directors, the member is

guilty of abuse or misuse of the privileges of the Society membership or of action prejudicial to the best interest of the Society. Such action may be taken only after written preferment of charges, thirty (30) days' written notice of hearing sent by registered mail, and adequate opportunity to be heard before the Board of Directors or a committee of at least three (3) members designated by the Board of Directors.

**Section 2.22 Admission Applications.** All applicants for admission to the Society or for advancement in grade of membership, except such as are conferred as an honor, shall make application in such form and with such information as shall be required by the Board of Directors.

### Article III MEETINGS OF MEMBERS

**Section 3.1 Annual, Winter, and Special Meetings.** The annual and winter meetings of the Society shall commence on a day and at a time fixed by the Board of Directors and shall continue from day to day until adjournment. Special meetings may be called at any time by the Board of Director and shall be called by the Board of Directors upon written request of the President or by not less than 300 voting members, of which not more than 150 of such voting members shall be from any one region. Meetings shall be held at such places as shall be fixed by the Board of Directors and stated in the notice of the meeting. At any meeting of the Society, the presence of members entitled to cast the lesser of 100 votes or 1/10th of the total number of Society voting members shall constitute a quorum.

**Section 3.2 Notice of Meetings.** Notice of meetings of the Society stating the place, name and hour of the meeting shall be given in writing by the Secretary not less than fifteen nor more than fifty days before the date fixed for the meeting, by means of the official publications of the Society to each member of the Society at the member's last known address appearing on the records of the Society. Notice of a special meeting shall state the purpose for which the meeting is called, and that it is being issued by or at the direction of the person or persons calling the meeting. No business other than that set forth in the notice shall be entertained or transacted thereat. Notice of a meeting at which a vote is to be taken upon an amendment of the Bylaws shall set forth the wording of the proposed amendment.

**Section 3.3 Voting.** At any annual, winter, or special meeting, each voting member, as defined in Section 2.11, shall be entitled to one vote, which may be cast in person or by proxy. A proxy shall not be valid longer than three months from its date of execution.

Nominations shall be put forward by the Nominating Committee as hereinafter provided in Section 7.6.

**Commented [CJ7]:** Bill suggested: ASHRAE Board of Directors

**Commented [CJ8]:** Bill suggested: classified

**Commented [CJ9]:** Bill suggested: Sentence should end with cease. I agree that practice should have us notify the former member, not sure that this should be in the By-Laws.

Nominations may also be made in writing by petition signed by not fewer than 1/2 of 1% of the members eligible to vote. No more than 50% of the petitioners belonging to any single region shall count towards the required minimum. The minimum number of members eligible to vote shall be based on the Society's membership roster as of the first day of the Society year.

Upon presentation of such nominations by petition to the Secretary with each nominee's written consent, not less than one hundred twenty days prior to the first session of the annual meeting, the nominees' names shall be placed upon the ballot. A notation on the ballot shall indicate that such nominees are presented by members independent of the Nominating Committee.

**Section 3.4 Ballot and Proxies.** The Secretary shall arrange for the distribution of appropriate proxies, which shall contain space for write-in names, to all voting members. Such distribution may be by mail, by electronic communications or by publication of such proxies in the official publication of the Society.

**Section 3.5 Record Date.** For the purpose of determining the members entitled to notice of and to vote at the annual meeting of the membership or any adjournment thereof and to express consent to and dissent from any proposal, the date 50 days prior to the annual meeting is hereby fixed as the record date for such determination unless the Board of Directors takes action to make it some other date.

## **Article IV BOARD OF DIRECTORS**

**Section 4.1 Membership.** The Board of Directors shall consist of voting and non-voting members.

The voting members of the Board of Directors shall be the President, President-Elect, Treasurer, elected Vice Presidents, one director for each region, who shall also serve as Regional Chair, and such number of Directors-at-Large as is set forth in the Rules of the Board.

The non-voting members of the Board of Directors shall be the Secretary and others as designated in the Rules of the Board.

**Section 4.2 Election.** Except as set forth in Section 4.3 and Article V, all elected members of the Board shall be elected at the annual meetings of the Society for terms of three years, or until their successors have been elected and installed. Not less than one nor more than four members of the Board shall be from any one region at the time of nomination. If the membership of the Board of Directors is changed, the Board of Directors may, at the time of such change, vary initial terms of office in order to have a uniform number of directors elected each year.

Only Fellows, Life Members, and Full Members shall be eligible for election as voting members of the Board of Directors.

**Section 4.3 Vacancies.** If a director dies, resigns, is removed, or otherwise vacates the office, the Board of Directors may elect a successor to complete such director's unexpired term, except as hereinafter provided in Article V for those directors who also hold the office of President or President-Elect. No person shall hold more than one position on the Board of Directors at any one time. A director may be removed for cause by a majority vote of the membership or a 2/3 vote of the Board of Directors.

**Section 4.4 Powers.** The Board of Directors shall have full and complete management and control of the activities and funds of the Society and may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Society as it may deem proper, subject to the provisions of the laws of the State of New York, the Certificate of Consolidation and these Bylaws.

Any action required to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the

Board or committee. Actions permitted, but not required to be taken at a meeting, may be taken by letter ballot.

**Section 4.5 Meetings by Means of Conference Telephone.** –Unless otherwise provided by the Certificate of Consolidation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

**Section 4.6 Referendum.** The Board of Directors may refer to the Society any important question to be decided by a majority of the votes cast at a regular or special meeting of the Society. Such a referendum shall be used by the Board to advise it regarding any proposed action to take within its power. The Board of Directors shall not submit a referendum to the membership that is frivolous or would result in a violation of the law, the Certificate of Consolidation, these Bylaws, or any fiduciary responsibility of the Society.

The Board of Directors may initiate such a referendum at its own discretion or when requested through a valid membership petition. A valid petition must be signed by not less than 300 voting members, of which not more than 150 of such voting members shall be from any one region. Such petition shall not be valid until the Secretary has certified the signatures of the petitioners. The Board must act on this petition no later than its first meeting once 60 days has elapsed from the time the Secretary has certified the petition as valid. The Board of Directors may clarify the question raised by the petition to make it suitable for a vote of the membership. The Board of Directors must submit to the membership a suitable question raised by a petition. The Board of Directors is required to include a summary of the information in the petition, as well as any position it has taken, along with the question.

**Section 4.7 Meetings and Quorum.** The Board of Directors shall hold regular meetings at approximately the time of the regular meetings of the Society and as often and at such times as the Board of Directors may from time to time designate. Special meetings of the Board may be called by the President or by three (3) voting members of the Board. The Board of Directors shall keep a record of its proceedings and shall report on its activities at each meeting of the Society and shall present a written report at the annual meeting. A majority of the voting members of the Board of Directors shall constitute a quorum.

Meetings of the Board of Directors may be called into executive session, during which only Board members

and such individuals as are individually recognized by the President shall be included.

**Section 4.8 Notice.** Notice of any regular or special meeting of the Board of Directors shall be given in writing or by electronic communications to each director at least fifteen days before the meeting or transmitted orally at least forty-eight hours before the meeting. A director who attends a meeting is deemed to have waived the right to notice.

## Article V OFFICERS

**Section 5.1 Officers.** –The officers of the Society shall be the President, President-Elect, Treasurer, Vice Presidents, and Executive Vice President acting as Secretary. The President-Elect and Treasurer shall each be elected annually at the annual meeting of the Society. Vice Presidents shall be elected at the annual meeting to serve two (2) year terms with terms staggered so that only two (2) Vice Presidents are elected each year. All terms of office shall continue until successors have been elected and installed. Elected officers shall receive no salary, emolument, or compensation for services rendered to the Society as officers. The Treasurer shall be eligible for re-election to the same office for one additional consecutive year. Vice-Presidents shall not be eligible for re-election to the same office for an additional two (2) year term immediately following the completion of their current two (2) year term. The President shall not be eligible to serve in the same office, and the President-Elect shall not be eligible for re-election to the same office, for an additional consecutive year.

**Section 5.2 Duties.** All officers of the Society shall perform the duties customarily attached to their respective offices and such other duties incident to their respective offices as are delegated to them by these Bylaws or as assigned to them by the Board of Directors.

**Section 5.3 President.** The President shall have general direction of the affairs of the Society, and general supervision over its several officers, subject, however, to the control of the Board of Directors. The President shall, at each annual meeting and from time to time, report to the members and to the Board of Directors all matters within the President's knowledge which the interest of the Society may require to be brought to their notice; shall preside at all meetings of the members and at all meetings of the Board of Directors; and in general shall perform all duties incident to the office of President and such other duties assigned by the Board of Directors or prescribed by these Bylaws.

**Section 5.4 President-Elect.** The President-Elect shall automatically succeed to the office of the President at the conclusion of the President's term of office. If the President dies, resigns, or is removed

from office, the President-Elect shall immediately become President and shall serve for the remainder of the term of his/her immediate predecessor. If the time served is less than six months, he/she shall also serve as President for the next Society year. If the President-Elect dies, resigns, is removed from office or becomes President in accordance with the foregoing provisions, the office of President-Elect shall remain vacant until the next annual meeting of the Society. If there is a vacancy in the offices of both President and President-Elect, the Treasurer shall act as President until the next annual meeting of the Society. The President-Elect shall perform all duties assigned by the Board of Directors or prescribed by these Bylaws.

**Section 5.5 Executive Vice President.** The Executive Vice President shall be appointed by the Board of Directors under an employment agreement approved by the Board of Directors, fixing salary, term of employment, and other conditions. The title "Executive Vice President" shall be an honorific, shall not constitute an elected office of the Society for any purpose, and may be changed by action of the Board of Directors.

The Executive Vice President shall serve as Society Secretary and perform all duties normally associated with that office and those assigned by the Board of Directors or prescribed by these Bylaws. The Executive Vice President shall represent the Society with respect to administrative matters in conjunction with other technical organizations and shall have primary responsibility for staff and personnel matters. The Executive Vice President shall serve as chief staff officer for the Society.

The Executive Vice President may take part in the deliberations of all committees except the Nominating Committee but shall not have a vote therein. The Executive Vice President, under the supervision of the Finance Committee, shall have charge of the collections and of keeping the books. The Executive Vice President shall present, at the meeting of the Society following the close of the fiscal year, a summary of membership enrollment and other pertinent records, and shall perform such other duties as may be assigned by the Board of Directors, the Executive Committee, or the President.

**Section 5.6 Treasurer.** The Treasurer shall have custody of the funds of the Society and the Society's books of account, which shall be open to the inspection of any member of the Board of Directors. The Treasurer shall chair the Finance Committee.

**Section 5.7 Vice Presidents.** The Vice Presidents shall perform the duties assigned by the Board of Directors.

**Section 5.8 Presiding Officer at Meetings.** At all

meetings of the Society and of the Board of Directors, the President, or in the President's absence, the President-Elect, or in the President-Elect's absence, the Treasurer, or in the Treasurer's absence, one of the elected Vice Presidents in the order of their seniority as members of the Society, or in their absence, a Director selected by the Board of Directors, shall preside.

**Section 5.9 Expenditures.** The expenditure of the Society's funds shall be governed by the budget as approved, modified, or amended by the Board of Directors, and no additional expenditures shall be made without the approval of the Board of Directors.

## Article VI COUNCILS

**Section 6.1 Councils of the Society.** The councils of the Society are extensions of the Board of Directors and, except as otherwise restricted by law, shall administer the policies of the Board. The Board of Directors shall prescribe the qualifications of members of the councils and the number of councils. The Board of Directors may from time to time create councils and define their powers and duties, and it may abolish any such councils.

The councils of the Society shall be comprised of members of the Board of Directors and members elected or designated by the Board of Directors. The Board of Directors may, in addition, adopt rules specifying the size of the councils and the length of term those members elected by the Board of Directors may serve, except as otherwise provided in these Bylaws.

**Section 6.2 Council Authority.** The councils shall act on behalf of the Board of Directors within limits of fiscal and functional authority granted to them by the Board of Directors, implement Society policy, and administer activities of the committees within their organizational structure.

**Section 6.3 Council Leadership.** The chair of each council shall be a member of the Board of Directors.

**Section 6.4 Reporting.** All councils shall render reports of their activities to the Board of Directors at meetings of the Society and shall submit progress reports at other times as requested by the Board of Directors.

**Section 6.5 Members Council.** The Members Council shall be a standing council of the Board of Directors and have an officer as its chair, one or more officers as vice chairs, a member selected by each Chapters Regional Committee, and other members as specified by the Board of Directors. As directed by the Board of Directors, the said council shall be responsible for procedures and operations of regions, chapters, sections, and branches; and make recommendations to

the Board of Directors concerning the policies of the Society and its regions, chapters, sections, and branches.

**Article VII  
COMMITTEES**

**Section 7.1 Committees of the Society.** The standing committees of the Society shall be the committees prescribed by these Bylaws. The Board of Directors may from time to time create other standing or special committees as it deems necessary to carry on the work of the Society and shall prescribe their powers and duties, and it may abolish any such committees.

**Section 7.2 Committee Members.** Unless otherwise provided in these Bylaws, the Board of Directors shall prescribe the qualifications of members of committees and the number of committees. It may, in addition, unless otherwise provided, adopt rules specifying the powers and duties of committees, their size, the length of terms members may serve, when members may be reappointed, selection procedure, and approval of appointments, except as otherwise provided in these Bylaws.

Unless otherwise provided, the committee members and the respective chairs thereof shall be selected by the President-Elect in advance of the annual meeting and be confirmed by the President-Elect when he/she takes office as President, with the approval of the Board of Directors at the first meeting called after the report on the election. Committees may hold their organizational meetings at any time after they are thus confirmed.

The Chair and Vice Chair of each committee shall hold the grade of Full Member or higher in the Society, except as otherwise provided in these Bylaws.

The President may appoint any person or persons to serve in a consulting capacity to any committee except the Nominating Committee.

**Section 7.3 Executive Committee.** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from its membership an Executive Committee. Unless otherwise provided by the Board, the members of the Executive Committee shall be the President, President-Elect, Treasurer, elected Vice Presidents, and the Secretary, who is a non-voting member. The committee shall meet at the call of the President or upon request of any two of its members.

The Executive Committee shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Society or members thereof. During intervals between Board of

Directors meetings, the Executive Committee shall exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting.

Meetings of the Executive Committee may be called into executive session during which only members of the committee and such other individuals recognized by the President shall be included.

**Section 7.4 Finance Committee.** This standing committee of the Society shall oversee the financial operation of the Society. The number of members of the Finance Committee shall be determined by the Board of Directors and shall include the Treasurer and at least seven (7) other members of the Society. Meetings of the Finance Committee may be closed to other individuals except members of the Board of Directors at the discretion of the Chair.

**Section 7.5 Chapters Regional Committees.** These standing committees of the Society each serve one Society region. Each Chapters Regional Committee shall consist of one delegate and one alternate delegate selected by each chapter therein, to serve for a term of one year, and the Director who also serves as Regional Chair for the area, who shall be the chair of the committee. Each committee shall solicit from the chapters, sections, and student branches within their respective regions recommendations concerning the policies, procedures, and operation of the Society, its chapters, sections, and student branches. It shall review the same and make recommendations thereon to the Members Council. Said committees shall elect one member and one alternate from their respective regions to serve on the Nominating Committee and duly notify the Secretary of such selections. The alternate delegates of Chapters Regional Committees may be present at committee meetings and participate in the deliberations, but shall not vote except in the absence of the committee delegates for whom they respectively are alternates.

**Section 7.6 Nominating Committee.** This standing committee of the Society shall select candidates for elected officers and members of the Board of Directors. It shall consist of at least twenty-two members, each of whom shall hold the grade of Full Member or higher in the Society. Each shall have been a Full Member in good standing in the Society for a period of at least five years at the time of selection. Committee membership shall be comprised of the chair, the vice chair, one member and one alternate from each region of the Society selected by the Chapters Regional Committee of each respective region, and at least eight members and eight alternates selected by the Board of Directors.

The immediate Past President or the most recent Past President willing to serve shall serve as Vice Chair of

the committee and then advance to Chair when replaced as Vice Chair.

The Nominating Committee shall serve during the Society year for which it is elected. Members and alternates shall be selected as follows: Regional electees by the Chapters Regional Committees at their regularly-called meetings; Board of Directors selectees by the Board at a regular meeting.

There shall not be more than three members and three alternates from any one region, except for the Chair and Vice Chair. No member of the Board of Directors shall be eligible to serve on the Nominating Committee.

**Section 7.7 Research Administration Committee.** This standing committee, the members of which are elected individually by the Board of Directors, shall conduct and coordinate basic and applied research, including technical studies, in the fields of heating, refrigerating, air conditioning and ventilating subject to the proviso that these activities shall be devoted to the public welfare and general benefit, and shall not be designed to promote any individual, private, or commercial interests.

**Section 7.8 Technical Activities Committee.** This standing committee, the members of which are elected individually by the Board of Directors, shall plan for and have charge of the activities of the technical committees, task groups and technical resource groups appointed to further the advancement of the arts and sciences of heating, refrigerating, air conditioning, ventilating, and the allied arts and sciences for the public benefit. Subject to the procedures prescribed by the Board of Directors, the Technical Activities Committee shall approve the formation of technical committees, task groups and technical resource groups as necessary to carry out the objectives of the committee. The committee shall also determine the scope of activities of each of these technical committees, task groups and technical resource groups.

**Section 7.9 Standards Committee.** This standing committee of the Society, the members of which are elected individually by the Board of Directors, shall be responsible for the selection, development, preparation, and submittal to the Board of Directors of all codes, standards and guidelines in the fields of heating, refrigerating, air conditioning, and ventilating engineering. Subject to the procedures prescribed by the Board of Directors, the Standards Committee shall also develop, prepare, and submit all revisions, reaffirmations, or withdrawals thereof, to be considered for approval. It shall cooperate with and supervise the Society's participation in other organizations in the development, preparation, and adoption of codes, standards, and guidelines. The activities of the committee shall be solely for the development of engineering science, and the

committee shall not engage in activities designed to promote any individual, private, or commercial interests.

**Section 7.10 Reporting.** Committees of the Society shall report as directed by the Board of Directors or on request of the President. The Nominating Committee shall not be required to report deliberations of its nominations to the Board of Directors.

**Section 7.11 Removal.** The Board of Directors may, by a two-thirds vote, remove a member of any committee.

#### **Article VIII INDEMNIFICATION**

The officers and directors of the Society shall have the full rights to indemnification permitted by the New York Not-For-Profit Corporation Law and such successor provisions thereof as may be in effect from time to time.

#### **Article IX CHAPTERS AND REGIONS**

The Board of Directors may establish chapters, sections, branches, and regions, in areas having an adequate number of Society members for proper support, which shall operate under the provisions of the Certificate of Consolidation, Bylaws of the Society, and the Rules of the Board of Directors. The Board may delegate the chartering of chapters, branches, and sections.

#### **Article X MISCELLANEOUS**

**Section 10.1 Fiscal Year.** The fiscal year of the Society shall end on June 30 of each year.

**Section 10.2 Official Publication.** The Board of Directors shall designate one or more of the publications as the Official Publication of the Society sent to all voting members for the publishing of official notices.

#### **Article XI FUNDS**

**Section 11.1 Society Reserve Fund.** Certain funds, as may from time to time be recommended by the Finance Committee and approved by the Board of Directors, shall be set aside and the principal thereof maintained as a Society General Reserve Fund. The Board of Directors is authorized and empowered, in any fiscal year in which the Society's revenues may be insufficient to meet expenses, to utilize up to a maximum of twenty percent (20%) of the Society General Reserve Fund as valued on the first day of the fiscal year. The Board of

Directors shall not approve an annual budget requiring more than 20% of the General Reserve Fund to be budgeted as revenue, unless the Board, by a 2/3 vote in favor, approves exceeding the 20% limit.

**Section 11.2 Allocation of Dues for Research.** The Board of Directors shall determine the amount of the member dues income that shall be allocated for basic or fundamental research in the principles and laws underlying matters in the arts relating to the sciences of heating, refrigerating, air conditioning and ventilating, and the allied arts and sciences.

**Section 11.3 Audit.** After the close of the fiscal year, the accounts of the Society shall be audited by a certified public accountant approved by the Board of Directors, and the auditor's report shall be published in the official publication as soon as practicable, but no later than six months after the end of the fiscal year.

**Article XII  
AMENDMENTS**

**Section 12.1 Notice.** Written notice of a proposed amendment to these Bylaws, approved by two-thirds of the members of the Board of Directors or by 300 voting members, of which no more than 150 of such voting members shall be from any one region, may be given at any duly convened meeting of the Society. Notice of such proposed amendment shall be set forth in the notice of the next succeeding meeting of the Society. The Bylaws shall be amended by two-thirds of the votes cast at such meeting.

**Section 12.2 Renumbering.** The Board of Directors may, by a two-thirds vote, renumber existing articles or sections of these Bylaws.