



Shaping Tomorrow's
Built Environment Today

MINUTES

SOCIETY RULES COMMITTEE MEETING

**Tuesday, February 7, 2023
2:30PM – 5:30PM ET
ATLANTA, GA**

Note: These minutes are the official record of minutes voted on and approved by the Society Rules Committee at the March 7, 2023 meeting.

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 February 7, 2023

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PRINCIPAL MOTIONS
 Society Rules Committee Meeting
 February 7, 2023

No. – Pg.	Motion
1-1	<p>The agenda as presented be amended to include new business items as noted below:</p> <ul style="list-style-type: none"> • <i>GAC Request</i> • <i>Audit Committee Request</i> • <i>Position Document Subcommittees and Executive Sessions</i> • <i>Non-Quorum Voting Members</i> <p><i>It was noted that at the request of the Audit Committee, new business regarding their request will be discussed immediately following review of the action items.</i></p>
2-1	<p>The minutes from the August 30, 2022 meeting of the Society Rules Committee be approved as presented.</p>
3-3	<p>ROB section 1.140.002.2 Definitions, B., 1, A be revised as follows:</p> <p style="text-align: center;"><u>When a covered person has an existing compensation arrangement prior to election to the Board, the arrangement can continue provided the covered person recuses themselves from votes related to that compensation.</u></p>
4-4	<p>The draft BOD Reference Manual as presented in ATTACHMENT A with additional edits noted during the meeting be reconsidered for approval.</p>
5-5	<p>Changes to the ASHRAE Standard MOP Template as presented in ATTACHMENT B and removal of the MOP templates companion document be approved.</p>
6A-5	<p>Motion 6 be postponed until the next SRC Meeting to be scheduled in March of 2023.</p> <p><u>MOTION 6</u> All references to spouse in the ROB be changed to the phrase “spouse or significant other”.</p>
7-6	<p>Edits to the SRC MOP as presented in ATTACHMENT C be approved.</p>

ACTION ITEMS
 Society Rules Committee Meeting
February 7, 2023

No. – Pg.	Responsibility	Summary
1-1	Ms. Thomle/ Mr. Morasch	Gather all references to spouse, companion, domestic partner etc. in the ROB for discussion during the next SRC meeting. Provide recommendation to committee regarding what term should be used for ROB consistency.
2-5	Full Committee	The committee should review all references of spouse in ROB volume 1 and 2 and provide comment regarding if the phrase proposed is appropriate and all-encompassing of other family members.
3-6	Mr. Cooper	Review the ROB for references to he/she and his/her and provide suggested recommendations to be available for committee review at a later SRC meeting.
4-7	Mr. Gagnon	Work with the TAC chair to determine how TCs handle non-quorum voting members.

MINUTES
Society Rules Committee Meeting
February 7, 2023

MEMBERS PRESENT:

Ken Cooper, Chair
Ron Gagnon, Vice Chair
Spencer Morasch
Mike Bilderbeck
Adrienne Thomle
Bert Phillips
Ashish Rakheja, CO

GUESTS:

Sierra Spitulski
Danielle Passaglia

STAFF PRESENT:

Candace Devaughn, Manager, Board Services
Chandrias Jolly, Assistant Manager, Board Services
Emily Porcari, Manager, State and Local Government Affairs

CALL TO ORDER

Mr. Cooper called to meeting to order on Tuesday, February 7, 2023 at 2:30pm.

ASHRAE CODE OF ETHICS COMMITMENT

Mr. Cooper acknowledged the code of ethics commitment.

ROLL CALL

Members and staff were in attendance as listed above. A quorum was present.

REVIEW OF AGENDA

The agenda was reviewed.

It was moved and seconded that,

(1) The agenda as presented be amended to include new business items as noted below:

- *GAC Request*
- *Audit Committee Request*
- *Position Document Subcommittees and Executive Sessions*
- *Non-Quorum Voting Members*

It was noted that at the request of the Audit Committee, new business regarding their request will be discussed immediately following review of the action items.

MOTION 1 APPROVED (5:0:0, CNV)

APPROVAL OF MINUTES

It was moved and seconded that,

(2) The minutes from the August 30, 2022 meeting of the Society Rules Committee be approved as presented.

MOTION 2 APPROVED (Unanimous Voice Vote, CNV)

ACTION ITEM REVIEW

Action items 2 and 3 were reported as complete. Action Item 1 was reported as ongoing.

AUDIT COMMITTEE REQUEST

ROB section 1.140.002.2 Definitions, B., 1, A was reviewed as the Audit Committee is seeking to revise the section as noted below:

A compensation arrangement or other interest in a transaction with ASHRAE compensation arrangement or other interest in a transaction with ASHRAE. An exception would be if the compensation arrangement with the Covered Person existed prior to their election to the Board of Directors. During this time, they can continue the arrangement as long as they recuse themselves from any votes that may affect that compensation.

Discussion from the committee regarding the above is noted below:

There was background provided to the committee that there was discussion at past BOD meetings regarding ALI instructors and how much they were being compensated. Most BOD members believe there should be an exception.

Does the ROB Section referenced only apply to BOD members?

It was noted that it is unclear if this only applies to the Board of Directors.

Councils may have to vote on compensation depending on their functions. Could someone on the Finance Committee receive compensation? Maybe remove the reference to the Board of Directors to make the section apply to a broader audience.

Does the BOD control funding for the ALI Program?

It was noted that Pub & Ed Council handles all financials regarding the ALI program.

What happens if the person had a prior arrangement before serving on the BOD and it comes up for renewal?

It was shared they will have to recuse themselves. If you had an arrangement prior to election to the BOD, it covers the member.

If someone is a President-Elect and they teach an ALI course will they influence it?

There was consensus that the code of ethics covers any potential influence that may be

presented by a President-Elect that teaches ALI courses.

The following wording was proposed for clarity to the section:

[When a covered person has an existing compensation arrangement prior to election to the Board, the arrangement can continue provided the covered person recuses themselves from votes related to that compensation.](#)

The committee in its review felt that as the proposed new wording did not change the intent of the original proposed edits, the recommendation above should be considered as editorial.

It was moved and seconded that,

(3) ROB section 1.140.002.2 Definitions, B., 1, A be revised as follows:

[When a covered person has an existing compensation arrangement prior to election to the Board, the arrangement can continue provided the covered person recuses themselves from votes related to that compensation.](#)

MOTION 3 APPROVED (5:0:0, CNV)

ASHRAE LEADERSHIP PRESENTATION

Mr. Rakheja presented the 2023 Winter Conference ASHRAE Leadership Presentation. A few important takeaways were noted:

There was a cultural mixer during the conference that was well received. Plans are in the works to determine when the next mixer will take place.

It was noted that DEI training modules are now available. There have been multiple meetings regarding DEI and strategic initiatives. A rotary test will be investigated to determine if it should be implemented. A number of guides regarding the DEI will be coming out of the currently scheduled DEI activities and trainings.

There have been 130 members that received the free conference registration this meeting. This is being used to retain membership.

RP campaign has been doing very well.

Pub & Ed Council just approved a free study guide for any of the certification courses.

MOTION FOR RECONSIDERATION – BOD REFERENCE MANUAL

The committee was updated that the draft BOD Reference Manual as sent via letter ballot before the conference was not approved. As a result, the committee decided that at that time the BOD would be given a chance to review the draft reference manual to determine if there were any additional comments.

A summary of the additional comments by reference manual section are noted below:

Definitions – EVP

It was shared that the intent of the EVP selection would allow a Staff Director to already be in place in case something happens to the present EVP.

There was discussion if the EVP is selected by ExCom. The committee was advised that ExCom hires the EVP and the interim EVP for each year is noted in ExCom and BOD minutes.

It was also noted that the chief staff officer and EVP are the same person.

16.8.2 Director Common Responsibilities

Travel regarding Directors was discussed.

Is a DRC allowed to go outside their region in the first two years?

There was discussion whether or not it should be pointed out that a DRC is not allowed to go outside their region in their third year of service.

A comment was noted regarding whether or not BOD members who are not senior officers should continue to be referred to as Directors.

The committee was advised that the title of “directors” for BOD members that are not senior officers still applies. There was some discussion that directors may have another title under conversations regarding streamlining, however, changes to the titles of directors have not been approved by the BOD.

16. Permanent BOD Subcommittees

It was discussed that the word permanent may need to be deleted.

There were comments that the word permanent shouldn't be deleted as the BOD wanted to stress the importance of subcommittees in this section. The committee was advised that the BODs intent of referring to the subcommittee as permanent was to ensure that the subcommittee would be appointed for more than one Society Year.

There was consensus that the word permanent should be changed to typical to reflect that subcommittees listed under the section should be ongoing.

19.1.2 Definitions

In review of the section, it was shared that CRC attendance is dropping as several standing committees are doing their Chapter training separate from the CRC. Training is now even done virtually and in multiple parts for some regions.

It was recommended that the section should be simplified further as noted below:

Regional Conference: A Chapters Regional Conference includes ~~both a business CRC meeting, caucus, and a minimum period of three hours set aside for technical sessions and field trips plus four (4) workshops as needed, led by the respective Regional Vice Chairs. of four hours' duration each, led by the five Regional Vice Chairs. (e.g.; Chapter Technology Transfer, Government Affairs Grassroots Government Advocacy, Membership Promotion, Research Promotion, Student Activities, Young Engineers in ASHRAE)~~ business CRC meeting, caucus, and a minimum period of three hours set aside for technical sessions and field trips plus four (4) workshops as needed, led by the respective Regional Vice Chairs. of four hours' duration each, led by the five Regional Vice Chairs. (e.g.; Chapter Technology Transfer, Government Affairs Grassroots Government Advocacy, Membership Promotion, Research Promotion, Student Activities, Young Engineers in ASHRAE)

Ms. Thomle moved and Mr. Phillips seconded that,

(4) The draft BOD Reference Manual as presented in ATTACHMENT A with additional edits noted during the meeting be reconsidered for approval.

MOTION 4 APPROVED (5:0:0, CNV)**ASHRAE STANDARD MOP TEMPLATE UPDATES**

Mr. Phillips moved and Mr. Gagnon seconded that

(5) Changes to the ASHRAE Standard MOP Template as presented in ATTACHMENT B and removal of the MOP templates companion document be approved.

Mr. Phillips notified the committee that in review of the template and companion document, he made sure that all information in the companion document resides in the template.

MOTION 5 APPROVED (5:0:0, CNV)**ROB REFERENCES FOR DISCUSSION****References to Spouse**

The committee was advised that references to spouse as noted in the ROB previously were wife.

Ms. Thomle notified the committee that it is recommended that references to spouse be changed to the phrase "spouse or live-in companion".

Mr. Gagnon shared that when gauging the BODs feelings regarding the suggested replacement, no one at the BOD level reacted negatively.

There were comments that the phrase "live in companion" should be changed as this may seem offensive to international members.

It was also commented that if it is decided to remove "live-in" and just list companion, it doesn't define who should be allowed to attend.

Ms. Thomle notified the committee that she has also received the suggestion of using the phrase "significant other".

Ms. Thomle moved and Mr. Gagnon seconded that

(6) All references to spouse in the ROB be changed to the phrase "spouse or significant other".

Mr. Phillips inquired what would be done if a BOD member wants to bring their child or children during travel.

The committee was notified that the BOD and ExCom are clear on what the expectation is regarding what is allowable for travel on behalf of ASHRAE.

ACTION ITEM– The committee should review all references of spouse in ROB volume 1 and 2 and provide comment regarding if the phrase proposed is appropriate and all-encompassing of other family members.

Ms. Thomle moved and Mr. Bilderbeck seconded that

(6A) Motion 6 be postponed until the next SRC Meeting to be scheduled in March of 2023.

MOTION 6A APPROVED (5:0:0, CNV)

MOTION 6 POSTPONED.

References to his/her

Mr. Cooper reviewed references to he/she and his/her in response to current DEI initiatives.

In review of the changes, Mr. Cooper noted that for some areas, it may not be appropriate to just remove his/her or he/she and other language should be recommended.

ACTION ITEM – Mr. Cooper will review the ROB for references to he/she and his/her and provide suggested recommendations to be available for committee review at a later SRC meeting.

AI - 3

SRC GOVERNING DOCUMENTS UPDATE

Mr. Philips moved and Mr. Morasch seconded that

(7) Edits to the SRC MOP as presented in ATTACHMENT C be approved.

There was discussion that the example as noted in the MOP regarding how to properly format committee details is outdated.

ACTION ITEM – Mr. Morasch will review the ROB for a cleaner and more accurate example of ROB formatting that can be added to the SRC MOP as a reference.

MOTION 7 APPROVED (5:0:0, CNV)

MBO PROGRESS

MBOs 1-5 were reported as ongoing.

NEW BUSINESS

GAC Request

ROB section 1.300.004.2, B. was reviewed as the Government Affairs Committee is seeking to revise the section as noted below:

B. The Government Affairs Committee shall be responsible for archiving, publication and distribution of Public Policy Issue Briefs. GAC shall maintain the current list of approved PPIBs on the ASHRAE website, and shall review each PPIB on an annual basis, and determine whether to update or rescind the PPIB. Each version of a PPIB will contain a statement indicating when it was created or updated. it expires and shall not be longer than one year after approval.

It was noted that the changes as proposed seem wordy.

The following wording was proposed for clarity to the section:

GAC shall maintain and annually review each PPIB and determine whether to update or rescind it. PPIBs will include the date of creation or update.

The committee in its review felt that as the proposed new wording did not change the intent of the original proposed edits, the recommendation above should be considered as editorial.

As the committee was advised that the changes as originally proposed by GAC were already approved by Members Council, SRC felt that a motion was not needed to signify approval of the changes.

Position Document Subcommittee and Executive Session

Mr. Rakheja shared that the member of a position document subcommittee was asked to leave the room during an executive session. He notified the committee that the member would like feedback regarding if this was appropriate.

There was an open session to get the comments. In order to work on the position document, an executive session was called.

Mr. Cooper shared that a subcommittee/committee chair is allowed to call an executive session as well as to determine who can be in the room during that time. He also notified Mr. Rakheja that there has to be a reason the member was eliminated. It can be assumed that the reason was because there was an issue being discussed that can be considered as sensitive, proprietary or personal in nature.

As a result, the subcommittee chair must have felt it was appropriate to ask the member to leave.

Mr. Cooper asked Mr. Rakheja to follow-up with the member and note SRCs comments.

Non-Quorum Voting Members

Mr. Gagnon inquired what the procedure is for handling votes of members among TCs that are considered to be non-quorum voting members.

Mr. Bilderbeck notified the committee that in TAC governing documents, you are allowed two non-quorum voting members for TCs. They can count for quorum but not against.

Mr. Cooper recommended that maybe a clearer definition of non-quorum voting members outside of Tech Council should be provided.

ACTION ITEM – Mr. Gagnon was asked to work with the TAC chair to determine how TCs handle non-quorum voting members.

AI - 4

Mr. Cooper advised that technical committees should have autonomy to run the meeting as they see fit.

FUTURE MEETINGS

Mr. Cooper reported that a meeting poll will be distributed to the committee for a future meeting in March.

ADJOURN

The meeting was adjourned at 5:31p.m.

Respectfully Submitted,



Ken Cooper, Chair

- Attachments:
- A. Draft BOD Reference Manual
 - B. ASHRAE Standard MOP Template
 - C. SRC MOP



Shaping Tomorrow's
Built Environment Today

REFERENCE MANUAL
BOARD OF DIRECTORS

Approved by the Society Rules Committee on ~~February 7, 2023~~-TBD

Approved by the ASHRAE Board of Directors on TBD

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Reference Manual, Board of Directors

FOREWORD

This reference manual provides details of the positions and members of the board of directors and material to help them carry out their duties. It is a companion document to the Board of Directors Manual of Procedures.

DEFINITIONS

- Abbreviations
 - BOD Board of Directors of ASHRAE
 - CRC Chapters Regional Committee; Chapters Regional Conference
 - CO Coordinating Officer
 - DAL Director-at-Large
 - DRC Director and Regional Chair
 - ExCom Executive Committee (Officers of the Society)
 - ExO Ex Officio
 - PAOE Presidential Award of Excellence
 - PEAC President-Elect Advisory Committee
 - ROB Rules of the Board of Directors
 - RVC Regional Vice Chair
 - SBL Society Bylaw(s)
 - MC Members Council
 - PC Publishing and Education Council
 - TC Technology Council
- Where the term "Director" is used in this manual, it refers both to Directors-at-Large and to Directors and Regional Chairs.
- Where the term "Coordinating Officer" (CO) is used, it refers to the duties of an Officer who is assigned a coordinating function for one or more of the standing and special committees of the Society.
- Where the term "Board Ex officio" (ExO) is used, it refers to the duties of a Director who is assigned to serve on a standing or special committee and act as liaison to the Board.
- Where the term "staff" is used, it refers to the personnel employed by the Society to maintain the Society's headquarters operation.
- The Executive Committee (ExCom) consists of the elected Officers of the Society and the Secretary who is a non-voting member. During intervals between Board of Directors meetings, the Bylaws, authorize the Executive Committee to 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. (SBL 7.3)
- The Executive Vice President is appointed by the Board of Directors under an approved employment agreement, fixing salary, term of employment, and other conditions. The title "Executive Vice President" is honorific, does not constitute an elected office of the Society for any purpose. The Executive Vice President serves as Society Secretary and performs all duties normally associated with that office and those assigned by the Board of Directors or prescribed by the Bylaws. The Executive Vice President may take part in the deliberations of all committees except the Nominating Committee but shall not have a vote. (ROB 2.105.012) **Should the EVP not be able/capable to perform their duties the interim EVP shall assume the duties ~~be appointed by ExCom.~~**
- The committees of the Society shall be the committees prescribed by the Society 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. (SBL 7.1)
- Official stationery of the Society shall be used for official business of the Society. (ROB 2.101.006)
- An item "Executive Session" is included on the agenda of all regular meetings of the Board of Directors. During such a session only members of the Board of Directors and those individuals requested by the chair to stay shall be allowed to remain in the meeting room.

Reference Manual, Board of Directors

COUNCILS

- The Board of Directors approved the establishment of councils in 1980. Councils were established for the following purposes:
 - To implement Board policy and administer activities of the committees within the organizational structure of the councils.
 - To develop policies and long-range plans for the committees within the jurisdiction of the council.
 - To approve funding of programs recommended by the committees within the limitations of the council ROB 2.300.006 and monitor ongoing programs of the committees.
- There are three councils reporting to the Board of Directors. Each council has standing committees reporting to it and may also have special committees and subcommittees that report to it. Refer to Society Structure ([Appendix B](#) and ROB Volume 2) for lists of committees reporting to each council, quorum requirements, numbers of authorized meetings, and fiscal limits.
- Two Vice Presidents chair the Publishing & Education and Technology Councils, and the President-Elect chairs Members Council. The Treasurer is vice chair of Members Council; vice presidents are vice chairs of the other councils.
- For specific details related to council election procedures, operating procedures, etc., refer to *Election and Appointment Procedures* in ROB Volume 3.

ADMINISTRATIVE AND FISCAL YEAR

- Each new administrative year of the Society shall begin immediately upon the adjournment of the Annual Meeting. The Board of Directors, councils and committees shall all change over from the "old" to the "new" membership and leadership when the new Board convenes for the first time. (ROB 2.101.003.1)
- The fiscal year of the Society shall end on June 30 of each year. (SBL 10.1)

OBJECTIVE OF THE SOCIETY

- "The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air-conditioning and ventilation, 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." (SBL 1.3)

OBJECTIVE OF DIRECTORS

- The objective of all Directors should be to contribute to the purposes of the Society in accordance with the responsibilities and authority of their positions.
- Directors are responsible for contributing to these purposes at the Society, regional and chapter levels.

REFERENCE DOCUMENTS

- The nominating committee provides each candidate for office with a summary list of time and expense obligations.
- Each candidate for the Board of Directors may expect to receive the following materials from the Secretary at least three months prior to taking office:
 - Certificate of Consolidation (on web site)
 - Bylaws (on web site)
 - Rules of the Board of Directors (includes Manual of Procedures for Officers and Directors)
 - Minutes of Board of Directors and Executive Committee meetings which were held during the year prior to the new Board member's term of office, and minutes for any additional period when the actions of such meetings have not been incorporated into the Rules of the Board.
 - Manual for Chapter Operations (on web site)

Reference Manual, Board of Directors

- Manual for Conducting Chapters Regional Conferences (on web site)
- Each Director nominee may expect to receive existing Rules of the Board (ROBs) and Manuals of Procedures for the Society committees and councils on which the Director will serve as well as minutes of the previous year's meetings of the council and of all committees to which the Director may be assigned as Ex Officio (ExO). (12-01-25-08)
- Upon assignment to a standing or special committee as Coordinating Officer (CO) or Ex officio (ExO), the Officer or Director may expect to receive the minutes of the previous year's meetings of the assigned council and committees.
- Prior to taking office, each Officer and Director should become thoroughly familiar with this manual, the Rules of the Board (ROBs) of the council(s) on which each Officer and Director serves, and the complete Rules of the Board.

1. BOARD AUTHORITY

- 1.1. The authority of the positions described herein is derived from the Certificate of Consolidation, the Bylaws of the Society, and the Rules of the Board of Directors.
- 1.2. The Certificate of Consolidation provides for worldwide operation of the Society with headquarters. The Board of Directors has established headquarters in Atlanta, DeKalb County, Georgia. The Certificate of Consolidation was executed at the merger of the two predecessor societies, ASHAE (formerly ASHVE) and ASRE, when both of their headquarters were in New York. The certificate states the purposes of the Society and imposes limitations and obligations on the Directors as referred to in appropriate portions of this manual. It allows the Society, through its Bylaws, to confer powers and authorities upon the Board of Directors in addition to the powers and authorities expressly conferred by the statutes of the State of New York and by the Certificate of Consolidation.
- 1.3. The Bylaws of the Society also impose limitations and obligations with reference to the Board of Directors in Article IV, to Officers in Article V, to Councils in Article VI, and to Committees in Article VII. The pertinent parts of these articles are referenced in this manual as required.
- 1.4. The Rules of the Board of Directors (ROB) implement the Society Bylaws (SBL) by defining policy and delegating authority. Some of these rules are referenced in this manual where pertinent.

Commented [JC1]: Ginger Scoggins - New HQ is not in Atlanta. This should be changed

Commented [JC2R1]: Jeff Littleton - . Please note that No. 1.2 should refer to ASHRAE's HQ in Peachtree Corners, Gwinnett County, GA rather than Atlanta, DeKalb County, GA

2. BOARD MEMBER RESPONSIBILITIES

- 2.1. 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.
(SBL 4.4)
- 2.2. In this regard, Society Legal Counsel in a letter dated November 8, 1961, stated: "As you know, Officers and Directors of a corporation are trustees for the interests of the stockholders or members; as such, they are required to exercise that degree of care and prudence which would be exercised by the ordinarily prudent business person in connection with all the affairs of the corporation. They must also act in good faith. They cannot act on matters in which they have a self-interest contrary to the interest of the corporation. They represent the entire membership of the corporation as a whole, and cannot neglect or fail to perform their duties; otherwise they are personally liable for any damages or loss which occurs therefrom."
- 2.3. Since the Board of Directors is a deliberative assembly, the responsibility of each member is accomplished by considering and acting on motions of members and on communications presented to the assembly. This action takes the form of a declaration of policy or procedure, or an instruction to committees and staff, or a recommendation or delegation of authority to the President or Executive Committee. After a motion has been adopted by a majority vote of the Board of Directors, each member of the Board of Directors accepts the decision as the will of the majority and supports this point of view and the action taken to the best of the member's ability.
- 2.4. Notice of any regular or special meeting of the Board of Directors shall be given in writing or by electronic communication to each director at least fifteen days before the meeting or transmitted orally at least forty-eight hours before the meeting.
(SBL 4.8)

Commented [JC3]: Ginger Scoggins - Paragraph alignment issue

Reference Manual, Board of Directors

- 2.5. Attendance is mandatory at regular meetings of the Board of Directors which are held at the time of the Winter and Annual Meetings of the Society and at special meetings called by the President. Each Director should arrive on time and stay until adjournment unless excused by the President for unusual circumstances.
- 2.6. Full participation in the work of the Board requires a substantial amount of preparation to read communications sent to Board members prior to meetings, preparation of reports on assigned subjects, and advance preparation of motions which the Director may wish to present at the meeting. Each Director is expected to participate in discussions and vote in accordance with the overall interests of the members in the furtherance of the purposes of the Society.
- 2.7. Each Director should also be prepared to incur substantial expenses not allowable for reimbursement by the Society. Each Director should establish a personal time and expense budget after consideration of the responsibilities detailed herein.
- 2.8. Members of the Board of Directors should accept their obligations with the intent of advancing the purposes of the Society. In so doing, they will receive many benefits to compensate them for their time and expense. They will increase their technical knowledge, help to improve the design of products and systems, increase their positions as leaders, develop worthwhile friendships, and improve their capabilities in their professional fields.
- 2.9. The Board of Directors ~~elects~~selects recipients for the following:
 - ~~2.9.1. Honors and Awards Recommendations (ROB 2.200.010 is the enabling rule)~~
 - ~~2.9.1.1. ASHRAE Hall of Fame: 2 or more negative votes defeats~~
 - ~~2.9.1.2. Honorary Member: 2 or more negative votes defeats~~
 - ~~2.9.1.3. F. Paul Anderson Award 2 or more negative votes defeats~~
 - ~~2.9.1.4. Pioneers in the Industry 2 or more negative votes defeats~~
 - ~~2.9.1.5. Fellow 4 or more negative votes defeats~~
 - ~~2.9.1.6. Louise and Bill Holladay Distinguished Fellow Award 4 or more negative votes defeats~~
 - ~~2.9.1.7. Andrew T. Boggs Service Award 4 or more negative votes defeats~~
 - ~~2.9.1.8. ASHRAE Award for Distinguished Public Service 4 or more negative votes defeats~~
 - ~~2.9.2. Other recipients of Society-level awards:~~
 - ~~2.9.3-2.9.1. Eight members and eight alternates to serve on the Nominating Committee of the Society (SBL 7.6). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.4-2.9.2. Members of the following councils: Technology and Publishing and Education. Nominations are submitted to the Board by a four-person BOD subcommittee appointed by the President.~~
 - ~~2.9.5-2.9.3. Members of the Standards Committee (SBL 7.9). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.6-2.9.4. Members of the Research Administration Committee (SBL 7.7). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.7-2.9.5. Members of the Technical Activities Committee (SBL 7.8). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.8-2.9.6. Members of the Handbook Committee (volume subcommittee). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.9-2.9.7. Scholarship Trustees.~~
 - ~~2.9.10-2.9.8. ASHRAE Foundation Trustees.~~
 - ~~2.9.11-2.9.9. The timetable for nomination and election of members to councils and committees is in ROB 3.300, *Election and Appointment Procedures*.~~
- 2.10. All fees and annual dues shall be fixed and payable as determined by the Board of Directors. (SBL 2.18 and ROB 3.200, *Dues, Fees, Privileges*)
- 2.11. The expenditure of the Society's funds is 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. (SBL 5.9)
- 2.12. The Board of Directors approves the selection of a certified public accountant who audits the accounts of the Society after the close of the fiscal year. (SBL 11.3)
- 2.13. The Board of Directors may, by a two-thirds vote, remove a member of any committee. (SBL 7.11)

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- 2.14. A proposal to amend the Bylaws of the Society must be approved by two-thirds of the members of the Board of Directors or by 300 voting members of the Society, of which no more than 150 of such voting members shall be from any one region, prior to vote by members of the Society. (SBL 12.1)
- 2.15. The Board of Directors may refer to the Society any important question to be decided by a majority of 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.
- 2.15.1. 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.
- 2.15.2. 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.
- 2.15.3. The Board of Directors may clarify the question raised by the petition to make it suitable for a vote of the membership.
- 2.15.4. The Board of Directors must submit to the membership a suitable question raised by a petition.
- 2.15.5. 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. (SBL 4.6)
- 2.16. 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. (SBL 2.21)
- 2.17. The current edition of *ASHRAE Rules of Order* is observed for the orderly transaction of business at the meetings. This procedure generally requires the placing a motion, seconding it, and discussion followed by a vote. The degree of formality for the conduct of such meetings will be determined by the presiding officer.

3. PRESIDENT RESPONSIBILITIES

- 3.1. The President is chair of the Board of Directors, chair of the Executive Committee, and Chief Executive Officer.
- 3.1.1. The President is responsible for presiding at all meetings of the Society
- ~~3.1.2. for directing the staff~~
- ~~3.1.3.1.2.~~ for designating council membership from the Board of Directors and the Chairs thereof
- ~~3.1.4.3.1.3.~~ for designating committees and the Chairs thereof, with the approval of the Board of Directors, except for the following who are selected or elected in accordance with Society Bylaws and the Rules of the Board. (see section 2.9 of this document)
- ~~3.1.4.1.3.1.3.1.~~ Nominating
- ~~3.1.4.2.3.1.3.2.~~ Standards
- ~~3.1.4.3.3.1.3.3.~~ Research Administration
- ~~3.1.4.4.3.1.3.4.~~ Technical Activities
- ~~3.1.4.5.3.1.3.5.~~ Handbook Committees
- ~~3.1.4.6.3.1.3.6.~~ elected members of the Technology and Publishing & Education Councils
- ~~3.1.5.3.1.4.~~ The President directs the work of councils and committees with the assistance of the other officers.
- ~~3.1.6.3.1.5.~~ The President may also appoint any person or persons to serve in a consulting capacity to any standing or special committee except the Nominating Committee (SBL 7.2 and ROB).
- 3.2. The President should take great care in utilizing Directors and Regional Chairs in making subcommittee assignments in view of the great workload they already have. When making such subcommittee appointments to the Board of Directors, the President should utilize, whenever possible, past DRCs as well as current DRCs and Directors-at-Large. (75-06-21-24)

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- 3.3. The President's duties as an officer and chair of the Board of Directors include those described in other sections of this document, as well as those outlined in the following paragraphs.
- 3.4. A detailed insight into the activities and commitments of the President is given in the following paragraphs.
 - 3.4.1. Regional Conferences are highlights of the presidential year. Conduct of the President should be such that the occasion will be memorable to the host chapter and delegates as well.
 - 3.4.2. At Society meetings, the time of the President and President-Elect will be well occupied with Board and committee meetings and other official functions. Executive Committee and Board meetings take precedence, but meetings of committees coordinated by the two officers should be attended, if not in conflict. Social functions should be attended, and officers and their spouses should "circulate" at receptions.
 - 3.4.3. The President is installed in office at the President's Luncheon during the Annual Meeting.
 - 3.4.4. The President is the principal speaker at the Presidential Luncheon at the Winter Meeting and is the Plenary speaker at the Annual Meeting at the end of the term. (92-07-02-32E)
 - 3.4.4.1. These talks may be in the form of a report to the membership, or they may express policy on a subject of major interest to the Society or the industry. These talks are published in the Journal. The President also is expected to prepare several talks and speeches during the year as President.
 - 3.4.5. At Society Meetings, the President is furnished a suite at the meeting hotel. This should be considered a courtesy to the Society rather than to the President, who may use the facilities for small meetings, receptions for honored guests or other functions which seem appropriate.
- 3.4.6. Leadership Transfer Guidelines
 - 3.4.6.1. Decisions for all events not specified by ROBs up to the official closing should be made by the outgoing President.
 - 3.4.6.2. Titles used, whether written or spoken, shall either be the "outgoing" titles or shall be prefaced by "incoming" when it seems more appropriate to refer to the new position.
 - 3.4.6.3. All installation statements shall include the clause "effective at the close of this Annual Meeting."
 - 3.4.6.4. "Official closing" of the meeting shall be clearly specified so as to occur at the first meeting of the incoming (new) Board of Directors.
 - 3.4.6.5. Titles used shall change after "closing."
 - 3.4.6.6. "Control" shall switch to incoming officers at the "official closing."
 - 3.4.6.7. The presidential suite should be officially under the control of the outgoing President until departing from the hotel, but with a clear understanding that the incoming President may schedule special meetings and new Executive Committee events in the suite if chosen. Such events/meetings should, however, be coordinated with the outgoing President.
 - 3.4.6.8. Decisions for all events not specified by ROBs up to the official closing should be made by the outgoing President, including Presidential speeches, but courtesy dictates that it be a joint decision.
 - 3.4.6.9. At the official installation, the President and President-Elect should exchange pins; ribbons (of office) should be exchanged at the official closing of the meeting.
 - 3.4.6.10. Although regional meeting attendance is shared among the President, the President-Elect and the Treasurer, the travel schedule is heavy. Each of these officers will expect to travel to two Society meetings, two Executive Committee meetings, and approximately four Chapters Regional Conferences. Other travel requests may include chapter charter meetings and meetings of other organizations. Such attendance, while not mandatory, may be in the best interest of the Society; some requests can be covered by staff. (91-06-23-25)
- 3.4.7. The principal obligation upon high office in the Society is the free giving of time.
- 3.4.8. At meetings, the duties of the President are clear: The President chairs certain meetings and attends certain functions. Between meetings, there is a steady flow of correspondence. DRCs and DALs send copies to the President of their many communications.
- 3.4.9. The President shall delegate some of the administrative work to the President-Elect in an amount sufficient to acquaint the President-Elect with the administrative procedure. The President shall also include the President-Elect in certain more important meetings with staff. (67-02-02-21)

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- 3.4.10. While the day-to-day operations of the Society are staff responsibilities, the President represents the membership, and the President's experience and counsel should be used wherever indicated. Frequent communication to and from staff will keep policy matters straight and avoid misunderstanding.
- 3.4.11. All correspondence should be handled as promptly and systematically as possible. Due to the heavy load of correspondence, the President (and President-Elect) should have secretarial services available in the amounts required to handle these requirements. Some correspondence is handled by headquarters staff, but most must be handled from the home office of the President (or President-Elect).
- 3.4.12. At the end of the Presidential year the President becomes a Presidential Member.
- 3.4.13. Policies governing reimbursement of expenses are in *Travel Reimbursement Policy* (ROB Volume 1).

4. PRESIDENT-ELECT RESPONSIBILITIES

- 4.1.1. 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 the immediate predecessor. If the time served is less than six months, shall also serve as President for the next Society year. (SBL 5.4)
- 4.1.2. The President-Elect is an officer, a member of the Executive Committee, and a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 4.1.3. The President-Elect serves as chair of the Members Council.
- 4.1.4. The President-Elect is expected to prepare any changes planned for the Presidential Award of Excellence (PAOE).
- 4.1.5. The President-Elect may expect to be included in certain important meetings between the President and staff.
- 4.1.6. Actual preparation of the slate of committee appointments must be made during the term as President-Elect so that they are available at the beginning of the presidential year.
- 4.1.7. The incoming President will prepare an address (which is given at the President's Luncheon), outlining plans for the year and listing the subjects to be emphasized during the term. (92-07-02-32E)

5. OFFICER RESPONSIBILITIES

- 5.1. All officers of the Society shall perform the duties customarily attached to their respective offices under the laws of the State of New York, and such other duties and services incident to their respective offices as are delegated to them in Article V of the Bylaws and may from time to time be assigned to them by the Board of Directors. Some of these duties are described in the following paragraphs and articles.
- 5.2. Each officer also serves as a member of the Board of Directors, as described in Section 2 of this manual.
- 5.3. Each officer also serves as a member of the Executive Committee.
 - 5.3.1. The operation of the Executive Committee is described in Section 9, Executive Committee, of this manual.
- 5.4. Each of the President-Elect, Treasurer and the four Vice Presidents serves as chair or vice chair of a council.
 - 5.4.1. Council operations are described in Section 11 of this manual.
- 5.5. Within the limits of their professional and personal obligations, spouses of officers are encouraged to participate in the following events:
 - 5.5.1. The spouse of the President of the Society:
 - 5.5.1.1. All domestic and international business trips
 - 5.5.1.2. Executive Committee meetings, if requested
 - 5.5.1.3. ASHRAE Winter Meeting
 - 5.5.1.4. ASHRAE Annual Meeting
 - 5.5.2. Spouses of officers other than the President:
 - 5.5.2.1. Executive Committee meetings, if requested
 - 5.5.2.2. ASHRAE Winter Meeting
 - 5.5.2.3. ASHRAE Annual Meeting
 - 5.5.2.4. Assigned Chapters Regional Conferences (CRCs)
 - 5.5.2.5. Meetings where the officer substitutes for the President
 - 5.5.3. Spousal participation may include the following:

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- 5.5.3.1. Attend general business sessions as well as special sessions presented especially for spouses
 - 5.5.3.2. Attend social functions to which spouses are invited
 - 5.5.3.3. Attend tours arranged for companions
- 5.6. The word "spouse" as used in the Reference Manual and Manual of Procedures for Officers and Directors shall be a marital partner or other companion in a committed relationship. (02-06-23-10/09-06-21-06)
- 5.7. Guidelines for reimbursement of travel expenses for officers and spouses are in ROB Volume 1, Travel Reimbursement Policy.

6. DIRECTOR COMMON RESPONSIBILITIES

- 6.1. Directors may be assigned as ex officio members to all standing committees except the Nominating Committee and committees reporting directly to the Board (ROB 2.200.002.4).
- 6.1.1. A Director may expect to be appointed as a Board Ex Officio (BOD ExO) of one or more committees, as a voting member of one council, and as a member of one or more BOD subcommittees.
- 6.1.2. For each committee to which a Director is appointed as Board Ex Officio, the Coordinating Officer shall be informed of any deliberations or resolutions of the committee which may affect the general policies of the Society. Attending committee meetings is mandatory for Ex-O's so they will be aware of items that may affect a general policy and need to inform the CO so that they may bring it up to the board EXCOM.
- 6.2. The Board Ex Officio shall serve the assigned committees in an advisory capacity and shall provide liaison with the Board of Directors, the councils, and other committees.
- 6.2.1. The Board Ex Officio shall assist the committee in preparing its recommendations to the council and the Board and present any motions to the council which are recommended by the committee.
- 6.2.2. In turn, the Board Ex Officio shall interpret actions of the council and Board to the committee. At committee meetings the Board Ex Officio does not count toward a quorum and is nonvoting.-
- 6.3. The Board Ex Officio may request a committee chair to attend the Board meetings when the council chair or the Board Ex Officio presents the report (or part of the report) of the council. This practice is encouraged only in such instances where a direct exchange of information between the committee chair and the Board may be significant.
- 6.4. The Board Ex Officio shall provide support to assigned committees as follows: (82-01-24-03)
- 6.4.1. Communication and interpretation of presidential goals.
- 6.4.2. Guidance in fiscal planning.
- 6.4.3. Assistance in preparation of annual objectives.
- 6.4.4. Monitoring of progress toward completion of annual objectives.
- 6.4.5. Assistance in developing action plans to achieve Strategic Plan objectives.
- 6.4.6. Monitoring of progress toward completion of Strategic Plan objectives.
- 6.4.7. Ongoing review of the committee's Rules of the Board (ROB) and Manual of Procedures (MOP). (92-06-28-5B)
- 6.5. The Board Ex Officio shall assess the committee's scope, operation, and personnel and suggest changes in an annual report to the BOD and responsible Council.
- 6.6. The Board Ex Officio shall attend all meetings of assigned committees and councils with the following exceptions: (12-01-25-14)
- 6.6.1. In cases of conflict with BOD meeting, the BOD meeting shall take absolute precedence.
- 6.6.2. In cases of conflict between appointed committees, approximately equal amounts of time should be devoted to each committee in question.
- 6.7. The mechanism for appointment of an ad hoc alternate Board ExO by the Board of Directors is as follows: (83-06-29-19/94-06-26-04)
- 6.7.1. As soon as it becomes certain a Board ExO cannot attend a specific meeting(s) of the Board, the Director shall select a member (voting or non-voting) of the Council(s) having jurisdiction over the committee(s) on which the Director serves as Board ExO and shall make arrangements for the person to attend that meeting of the BOD as an ad hoc alternate Director, with voice but without vote.
- 6.7.1.1. In the case which the alternate Director is to represent a Director who serves on two councils, the choice of the council from which the alternate Director is chosen should be based on the importance and magnitude of the committee's reports to the BOD.

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6.7.1.2. The alternate Director may participate in the discussions of the BOD but may not place motions on the floor or vote.

6.7.1.3. The order of preference for selection of the ad hoc alternate Director should be:

6.7.1.3.1. Current chair of one of the Society standing committees of the council, giving due consideration to the importance and magnitude of the committee's reports to the Board.

6.7.1.3.2. Past member of one of the Society standing committees of the council, who is currently serving as an Elected member of the council representing that committee.

6.7.1.3.3. Former member of the Board of Directors who is currently serving as an elected member of the council.

6.7.1.3.4. The ad hoc alternate Director selected should be urged to also attend any meetings of the committee(s) immediately preceding the meeting of the BOD even if the Director will also be present at those committee meetings.

6.7.2. If time permits, the staff should provide the alternate Director with all essential material. The elected Director should brief the alternate Director.

6.8. Expense reimbursement

6.8.1. Board of Directors - Transportation and other travel expenses not exceeding the approved maximum daily expense rate may be reimbursed for a maximum of seven days for attending Board meetings when requested. A copy of the *Travel Reimbursement Policy* is in ROB Volume 1.

6.8.2. Directors attend their own CRC and others as may be assigned by the President, with ~~transportation~~ travel reimbursement.

7. DIRECTOR-AT-LARGE (DAL) ADDITIONAL RESPONSIBILITIES

7.1.1. The Director-at-Large is expected to attend and participate in the CRC of the region of residence and others as may be assigned by the President (79-06-24-15). For the CRC in the region in which the DAL resides, when requested, the Director-at-Large shall work with the Regional Chair to present at that CRC information pertinent to the DAL's assigned committees or to the Society generally.

7.1.2. If an assigned Officer is prevented from attending a CRC, the Director-at-Large may be delegated to represent that Officer. The DAL shall then work with that Officer and the Regional Chair to develop appropriate program material and other participation.

8. DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES

8.1. A Director and Regional Chair (DRC) directs the operations for the region. This includes detailing objectives and giving assistance to the Regional Vice Chairs, to the chapters in the region, and to potential new chapters being formed. The DRC also represents the interests of the region in all matters of Society importance.

8.2. The primary responsibility of the individual in the dual position of Director and Regional Chair is to represent the Society. Responsibility to the region is necessarily supplementary and secondary in accordance with the general corporation law and membership corporation law of the State of New York.

8.2.1. This primary responsibility does not relieve the Director and Regional Chair from the obligation to present the viewpoint of chapters in the region. Indeed, the DRC is uniquely qualified to recognize their needs and to present their viewpoints. When the interests of members as a whole are under consideration, however, the DRC should, after considering the viewpoints of members in other regions, be prepared to act in the interest of the membership as a whole.

8.3. The DRC is responsible for the Orientation Session at a Chapters Regional Conference (see CRC Manual). (91-06-23-25)

8.4. Each Director and Regional Chair shall appoint a Regional Historian to coordinate historical activities on a regional basis. The DRC is responsible for assisting in providing objectives and monitoring the operations of chapters in the region. The DRC is also responsible for assuring that the chapters adhere to the requirements of the Society Bylaws and Rules of the Board of Directors and that their operations are carried on in an effective manner, to advance the purposes of the Society. To do this, the DRC should establish and maintain effective communications with the chapters in the region.

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- 8.5. The Director and Regional Chair should enlist the aid of the regional officers to represent the DRC on some chapter visits, taking into account the chapter's needs and the specialty of the Regional Vice Chair. However, the DRC should visit each chapter personally not less than once every two years, and desirably each chapter each year in order to maximize effective communication. The Director and Regional Chair may also invite a regional officer to accompany the DRC on chapter visits when needed.
- 8.5.1. When a regional officer makes an official visit to a chapter on behalf of the DRC, a short report on the visit should be requested by the Director and Regional Chair.
- 8.5.2. A visiting schedule by the DRC and/or the regional officers to each chapter in the region should be established early in the fiscal year (preferably at the Society Annual Meeting). At the same time the DRC should establish regional objectives and programs for the coming year. This will assist all those concerned in identifying the strengths and weaknesses within the region. (03-07-02-12)
- 8.6. It is the Director and Regional Chair's responsibility to explore the need for new chapters in the region, interest and assist members in forming such chapters, and secure the necessary approvals through the Members Council.
- 8.7. The DRC needs to be familiar with section 19, Regions and Chapters for information regarding their responsibilities.
- 8.7.1. Regional meetings and conferences outlined in section 19.1.
- 8.7.2. Chapter bylaws are reviewed and updated every 5 years – see section 19.2.2 below. When changes to a chapter's bylaws are needed, the DRC works with the chapter leadership following the guidelines in 18.5, procedures for chapter bylaws updating.
- 8.8. The DRC shall use the Society President's announcement on the PAOE as a guide. The DRC shall monitor each chapter's progress throughout the year to help each chapter receive the PAOE. Additionally, it is the responsibility of the DRC to make the chapters aware of the requirements for regional awards and urge them to strive for those awards.
- 8.9. The Director and Regional Chair shall emphasize to the chapters the necessity of student membership and chapter relationships with local educational institutions to interest students in professional careers within the Society's sphere of interest, and in the Society.
- 8.9.1. This is accomplished easiest when a student branch exists. The DRC should therefore give particular care to the student branches in the region, recognizing that students have little knowledge of the Society. They should be encouraged to continue their Society membership as they make their way into our industry.
- 8.9.2. It is the function of the Director and Regional Chair to encourage participation of chapter members in Society committees, including Technical Committees, Task Groups and Technical Resource Groups.
- 8.10. Communications are vital; they are discussed in Section 15.2, Assistance to Chapters. The Director and Regional Chair should insist that chapters reply promptly to communications which require response and should give chapters a deadline for responding. An up-to-date Chapter Information Questionnaire helps in directing the correspondence to the right member. It also lists a telephone number if personal contact is required.
- 8.11. Near the end of the Director and Regional Chair's term of office, when a successor has been nominated, the DRC should inform this person of current chapter and regional activities with the objective of providing an orderly transition. On completion of term of office, appropriate files should be transmitted to the successor.
- 8.12. Additional Annual Personal Time and Expense Requirements - Directors and Regional Chairs.
- 8.12.1. This office is one of the most vital in the Society, and the most demanding of personal time and expense of all Director positions.
- 8.13. Regional Dinners (optional) - At each Society Meeting (Winter and Annual) the Director and Regional Chair is encouraged to arrange a time and place for a Regional Dinner for the ASHRAE members within the region. It has been the practice in recent years to hold these dinners on the Monday evening. (The DRCs are ideal organizers for this event.)

9. EXECUTIVE COMMITTEE RESPONSIBILITIES

9.1. GENERAL

- 9.1.1. The Executive Committee shall consist of the President who shall be its Chair, the President-Elect, the Treasurer, the Vice Presidents, and the Secretary, who is a non-voting member. It shall meet at the call of the President or upon request of any two members of its members. (SBL 7.3)

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9.1.2. It 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. (SBL 7.3)

9.2. MEETINGS

9.2.1. Regular meetings of the Executive Committee are held at the time of the Winter and Annual Meetings, generally prior to and immediately after other scheduled meetings. Special meetings are generally held not less than twice a year during periods between Society meetings.

9.3. SUBCOMMITTEES

9.3.1. To sustain the ASHRAE/CIBSE relationship, a subcommittee of the Executive Committee shall be formed consisting of the President and the Chief Staff Officer (ROB 2.106.001.6)

10. VICE PRESIDENT RESPONSIBILITIES

- 10.1.1. A Vice President is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following
- 10.1.2. Each Vice President may expect to be appointed by the President to one or more special presidential committees established to develop information for a specific response or policy for the Society. The Vice Presidents may also be appointed to represent the Society at meetings of other organizations.
- 10.1.3. The Vice Presidents will be expected to assist the President and the President-Elect in the selection of nominees for committee assignments and to provide evaluation comments on committee performance.

11. COUNCIL CHAIR (COORDINATING OFFICER) RESPONSIBILITIES

- 11.1.1. The council chair or CO shall be available to the committee for advice and assistance and shall report any problems to the President or the Executive Committee. (77-06-26-07/78-02-01-15/87-06-28-19)
- 11.1.2. The council chair or CO should annually review the budget, the four-year plan and the objectives of each committee and make recommendations to the President-Elect concerning size limitations, fiscal concerns and activities of the committees. The purpose of such reviews is to optimize committee size and effectiveness and assure that each committee of the Society is useful and functioning in the manner described by the Rules of the Board.
- 11.1.3. The council chair or CO shall receive copies of the minutes of all meetings and all pertinent correspondence to and from the Chairs of all committees assigned to that council chair or CO.
- 11.1.4. It is desirable, where possible, for the council chair or CO to attend at least a portion of each assigned committee meeting. This will allow the entire committee membership to meet and have an opportunity to converse with the council chair or CO. (91-06-23-25)
- 11.1.5. Specific coordinating committee assignments will be made by the President with the approval of the Board of Directors (ROB 2.200.002). Typical assignments are shown in the Society structure chart. (Appendix B)

12. TREASURER RESPONSIBILITIES

- 12.1.1. The Treasurer is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 12.1.2. The Treasurer shall invest the funds of the Society in accordance with the decisions of the Investment Committee. The Investment Committee will operate according to the current Rules of the Board. (ROB Volume 2, Finance Committee)

13. IMMEDIATE PAST PRESIDENT

13.1.

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14. PRESIDENTIAL REPRESENTATIVES

- 14.1. The Operating Procedure for Presidential Representatives dated 6/22/74 is adopted. (74-06-23-20/91-06-23-13)
 - 14.1.1. Authorization: By appointment of the President at the Executive Committee Meeting of June 21, 1974, a special class of Presidential Representatives was established. They will be designated Presidential Representatives, and they will speak on behalf of the President.
 - 14.1.2. Assignments: Normally the assignments given to Presidential Representatives will be as liaison members to other organizations, especially when decisions on policy matters are expected. Other assignments, however, would be as guests at meetings of other organizations, or as a speaker or participant at conferences.
 - 14.1.3. Authority and Responsibility: When the assignment is given to the Presidential Representative, the president shall define the scope of authority and the purpose of the assignment. If it is expected that the Presidential Representative is to vote or speak on behalf of ASHRAE regarding policies that have not been specifically determined by ASHRAE, the Executive Committee shall provide direction on the position to take.
 - 14.1.4. Report: Following each assignment, the Presidential Representative shall make a written report to the president.
 - 14.1.5. Term of Appointment: The term of the Presidential Representative shall coincide with the term of the appointing president.
 - 14.1.6. Eligibility: Any Member in good standing may be appointed as a Presidential Representative; however, it is preferable to appoint someone with stature and experience commensurate with the assignment. The president shall consider, therefore, Presidential Members, officers, present or past Directors, Fellows, or outstanding authorities in an appropriate field.

15. AMBASSADORS

- 15.1. The Board of Directors approved the Operating Procedure for ASHRAE Ambassadors as recommended by the Executive Committee at their meeting May 1-2, 1976, as follows: (76-06-27-02/91-06-23-16)
 - 15.1.1. Purpose: To represent ASHRAE by promoting goodwill and improving relations between ASHRAE and the various international organizations with similar objectives and interests.
 - 15.1.2. Authorization: By appointment of the President at the Board of Directors Meeting of June 27, 1974, a special representative was established. The President later named the special representative "ASHRAE Ambassador."
 - 15.1.3. Procedure for Appointment: Whenever the Society learns that a member will be traveling to international countries without ASHRAE chapters, they may be invited by staff on behalf of the President to act as an Ambassador within the conditions of this operating procedure.
 - 15.1.4. Authority and Responsibility: When the appointment is given to the Ambassador, the President or staff shall define the scope of authority and the purpose to be fulfilled. The President, through staff, shall present the Ambassador with a letter of introduction, or credentials, suitable for presentation to the international organizations to be visited. Further, the Ambassador shall be provided with a kit concerning the formation of chapters. This kit would be left with the group visited by the Ambassador. The Ambassador will not vote or speak on behalf of ASHRAE regarding policies unless authorized by the President. (91-06-23-17)
 - 15.1.5. Report: Following each assignment, the Ambassador will make a written report to the President.
 - 15.1.6. Term of Appointment: The term of the Ambassador will coincide with the term of the specific trip involved.

16. **PERMANENT BOARD SUB-COMMITTEES (TYPICAL)**

- 16.1. [Diversity, Equity, and Inclusion \(DEI\) Subcommittee](#)

17. REPRESENTATIVES NOMINATED BY TECHNICAL COMMITTEES

Reference Manual, Board of Directors

- 17.1. Appointments to represent the Society in a specific research area shall be made by the chair of the Research Administration Committee, and those to represent a specific technical area (except standards) shall be made by the chair of the Technical Activities Committee, with the advice of the TC, TG or TRG or panels at interest, with the advice of the Director of Technology and with the approval of the Coordinating Officer. (ROB 2.421.003.3)
- 17.2. Individuals appointed to represent the Society in a specific standards area and/or codes area shall be made by the chair of the Standards Committee, with the advice of the cognizant Standards Project Committee or the chair of the Code Interaction Subcommittee and the Manager of Standards and approved by the Coordinating Officer. (91-06-23-15/09-10-24-05)
- 17.3. Instructions for their voting shall be given to them by their committee with the proviso that, if there is a new activity, this will first be reported to the Board for its consideration so that the Board will not be giving blanket delegation of authority, but will have approved in advance the character, scope and general contents of this activity. Thereafter, it will be the duty of the committee involved to instruct the intersociety representative as to how to vote to accomplish this. (91-06-23-15)
- 17.4. The Board ex officio member shall be responsible for referring to the Board of Directors actions taken by the intersociety representatives. (62-06-27-07) (See also RAC, TAC and Standards Committee ROB's.)

18. GENERAL INFORMATION

18.1. ASHRAE REGIONAL BOUNDARIES AND CHAPTER LOCATIONS

- 18.1.1. Current map and list of chapters can be located at www.ashrae.org.
- 18.1.2. The organizational structure can be found at www.ashrae.org.
- 18.1.3. A current listing of the Memoranda of Understanding (MOU) can be found at www.ashrae.org.

18.2. CORPORATION LAW

- 18.2.1. As trustees representing the interests of the members of the Society, Officers and Directors must exercise that degree of care and prudence which would be exercised by the ordinarily prudent businessman in connection with the affairs of the corporation.
- 18.2.2. Officers and Directors must act in good faith and cannot act on matters in which they have a self-interest contrary to the interest of the corporation.
- 18.2.3. Officers and Directors are liable personally for any damage or loss which occur from willful negligence or failure to perform their duties.

18.3. CERTIFICATE OF CONSOLIDATION

- 18.3.1. No Officer or Director may receive or be lawfully entitled to receive any part of the net earnings of the Society or any pecuniary profit from the operations of the Society except as may be authorized by the Board of Directors as reasonable compensation for services in effecting one or more of its purposes as the Board of Directors may determine.
- 18.3.2. Each Officer and Director will be indemnified by the Society against expenses actually and necessarily incurred by (the Officer or Director) in connection with the defense of any action, suit, or proceeding in which (the Officer or Director) is made a part by reason of being or having been an Officer or Director of the Society, except in relation to matters as to which (the Officer or Director) shall be adjudged in such action, suit, or proceeding to be liable for willful negligence, misfeasance, or misconduct in the performance of (the) duties of the office; such right or indemnification shall not be deemed exclusive of any other right to which (the Officer or Director) may be entitled under any Bylaw agreement, vote or otherwise.\

18.4. RULES OF THE BOARD

- 18.4.1. Rules of the ASHRAE Board of Directors, authorized by Bylaws Section 4.4, are compiled annually by the staff of the Society from actions of the Board.
- 18.4.2. Rules of the Board are contained in the following volumes:
 - 18.4.2.1. Volume 1 – Principles and Policies

Reference Manual, Board of Directors

- 18.4.2.2. Volume 2 – Standing Rules
- 18.4.2.3. Volume 3 – Standing Rules for Membership
- 18.4.3. Changes to Rules of the Board
 - 18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils and Board members.
 - 18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.
 - 18.4.3.3. To propose a change to an existing ROB, present the current ROB with changes marked by double underlining to designate words proposed to be added and ~~strike through~~ to designate words proposed to be deleted. A proposed change, as a minimum, shall include the complete ROB number (e.g., 2.106.001.2), the proposed change(s) marked as indicated above, and the reason(s) for the change(s).
 - 18.4.3.4. To propose a new ROB, present the wording for the new rule and include a statement indicating a recommended placement of the new rule within the ROB organization. Examples:
 - 18.4.3.4.1. It is recommended that this rule be placed in ROB Volume 1, Principles and Policies
 - 18.4.3.4.2. It is recommended that this rule be placed in ROB Volume 2, Standing Rules
 - 18.4.3.5. To propose rescinding an existing ROB, include in the recommendation the ROB volume in which the rule is located, the rule number or other identification code, and the wording of the rule to be rescinded.
- 18.4.4. **GUIDELINES FOR REVISIONS OR AMENDMENTS TO SOCIETY DOCUMENTS**
 - 18.4.4.1. Certificate of Consolidation - By application to the Secretary of the State of New York.
 - 18.4.4.2. Bylaws - By vote of the Society membership.
 - 18.4.4.3. Rules of the Board of Directors - By motions passed by the Board of Directors.
 - 18.4.4.4. Model Constitutions and Bylaws - By motions passed by Members Council.
 - 18.4.4.5. In case of a conflict, the Society documents are valid in the following order:
 - 18.4.4.5.1. Certificate of Consolidation
 - 18.4.4.5.2. Bylaws
 - 18.4.4.5.3. Rules of the Board
- 18.5. **PROCEDURE FOR CHAPTER BYLAWS UPDATING (12-01-25-11[8])**
 - 18.5.1. The purpose of the model constitution and bylaws is to provide a constitution and bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State not-for-profit law, and Federal and Georgia state laws under which ASHRAE is administered. As such, the constitution and bylaws constitute a legal document which has been approved by the ASHRAE Board of Directors and reviewed by legal counsel.
 - 18.5.2. The model bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This limited flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size.
 - 18.5.3. Acceptable deviations to the model bylaws have been published to permit additional options which are based on experience and changing times in order that the chapters are given the best possible basis for successful operation.
 - 18.5.4. These are the steps which should be followed in updating chapter bylaws:

Reference Manual, Board of Directors

Step	Responsible	Action
1.	Members Council	Provide model constitution and bylaws and list of acceptable deviations;
2.	Regional Chair	Work with chapter president (at CRC or on chapter visit) to update bylaws. <u>If chapter accepts changes:</u>
3.	Chapter	Board of Governors votes to accept changes; President signs and dates updated bylaws and returns to Headquarters.
4.	Staff	If chapter has indicated additional acceptable changes (see Deviations List), staff revises and returns bylaws to chapter for verification, final acceptance and signature. <u>If chapter requests changes or additions which are not on Deviations List</u>
5.	Regional Chair	Refer outstanding questions to staff liaison who refers to Members Council Charter and Bylaws advisor for resolution
6.	Members Council	Provide explanation and ruling to Regional Chair who communicates explanation to chapter.
7.	Chapter	Repeat step 3. <u>If chapter does not accept ruling:</u>
8.	Chapter	Appeal to Members Council who makes the final judgment. Direct questions concerning this procedure to Regional Chair or staff.

19. REGIONS AND CHAPTERS

19.1. REGIONAL MEETINGS AND CONFERENCES

19.1.1. A substantial portion of the operation of a region, particularly as reflected in the annual Chapters Regional Conference, is described in the Manual for Conducting Chapters Regional (Committee) Conferences.

19.1.2. DEFINITIONS

19.1.2.1. Regional Meetings: The term Chapters Regional Committee (CRC) designates a business meeting of the delegates of the chapters in a region. Workshop-type discussion may be included.

19.1.2.2. Regional Conference: A Chapters Regional Conference includes ~~both~~ a business CRC meeting, caucus, and a minimum period of three hours set aside for technical sessions and field trips plus four (4) workshops as needed, led by the respective Regional Vice Chairs. -of four hours' duration each, led by the five Regional Vice Chairs. (e.g.; Chapter Technology Transfer, Government Affairs, Grassroots Government Advocacy, Membership Promotion, Research Promotion, Student Activities, Young Engineers in ASHRAE)

19.1.3. REFERENCE

19.1.3.1. Both regional meetings and regional conferences are described in the Manual for Conducting Chapters Regional Conference (CRC Manual).

19.1.3.2. Each DRC should become familiar with this Manual to determine the DRC's responsibilities for these activities.

19.1.4. ATTENDANCE

Reference Manual, Board of Directors

- 19.1.4.1. There shall be present at each Chapters Regional Committee meeting two Society officers, including, if possible, the President, the President-Elect or the Treasurer; all such official attendees' travel expenses shall be reimbursed in accordance with the Travel Reimbursement Policy. The "team" will usually be headed by the President, the President-Elect or the Treasurer.
- 19.1.4.2. A chapters regional conference is an important occasion; the host chapter will have prepared for it at least a year in advance. Each of the assigned "team" should feel obligated to attend all planned functions. If bus trips are arranged, they should go "with the crowd," rather than by private car. At receptions and cocktail hours, they should "circulate," meeting everyone present, if possible. During business sessions, they should be prepared to answer delegates' questions.
- 19.1.4.3. Social events will frequently include a banquet and a luncheon. A prepared talk by the President, the President-Elect or the Treasurer is expected at one of these functions, and by the other "team member" at one of these or other major functions of the regional conference. These talks may be on Society affairs or progress. Although such a talk may contain paragraphs presented elsewhere, spontaneity will be improved if a separate presentation, preferably with new data, is prepared for each occasion.
- 19.1.4.4. The number of such assignments will vary with the office and with the requirements and specific availability of staff participation. The President, the President-Elect and the Treasurer may expect to attend three to four such meetings each; the Vice Presidents will probably attend three, in addition to their own regional conferences, special meetings and optionally, those which may immediately precede or follow an Executive Committee meeting.
- 19.1.4.5. A Director and Regional Chair nominee may attend one CRC in another region prior to beginning their three-year term. Each Director and Regional Chair is authorized to attend a maximum of two regional conferences in another region during the first two years of the three-year term. (12-01-25-11[9])
- 19.1.4.6. The incoming Regional Chair nominee shall attend one CRC meeting prior to their term and may substitute for the outgoing Regional Chair at a CRC meeting of choice in another region in the spring of the year. (74-02-07-27)
- 19.1.4.7. The Regional Chair shall be responsible for inviting and directing the Nominating Committee Member, Alternate, and newly elected Member and Alternate to attend all meetings of the CRC, including the caucus and executive session, and the Manual for Conducting Chapters Regional Conferences shall be revised to reflect this change. (74-02-07-29)
- 19.1.4.8. The Director and Regional Chair shall have the option of sending the General Chair-Designate from the Host Chapter to a CRC Meeting in their own or another region, if the Director and Regional Chair deems it beneficial to the region, and transportation expenses shall be paid. (74-06-27-25)
- 19.1.5. **REPORT** (97-01-29-18)
 - 19.1.5.1. It is the responsibility of the less senior officer Vice-President attending a chapters regional conference (CRC) to prepare a report on the conference. The report should cover such subjects as conference announcement, protocol, business meetings, technical sessions, workshops, social activities, arrangements, or any other aspect of the conference on which the officer wishes to comment. The report should also include a list of the action items from the business meeting.
 - 19.1.5.2. Following the conference, the officers in attendance should meet with the Director and Regional Chair, the chair of the CRC organizing committee, the next year's chair of the CRC organizing committee, and others as appropriate (the chair of the CRC organizing committee two years into the future, visiting Society BOD members, and ASHRAE staff) to discuss the conference, its strengths and areas where and how it could be improved. The Director and Regional Chair and the chair of the CRC organizing committee should receive a copy of the officer's written report.
 - 19.1.5.3. The written report should be distributed to all of the members of ExCom, and it should be an agenda item for the next meeting of the Executive Committee.

19.2. ASSISTANCE TO CHAPTERS

Reference Manual, Board of Directors

19.2.1. MANUAL FOR CHAPTER OPERATIONS

- 19.2.1.1. A Manual for Chapter Operations is furnished to the DRC and to chapter officers. This manual incorporates the ideas generated at the conference of the Members Council for the proper operation and direction of chapter activities
- 19.2.1.2. The DRC should assist the chapters in the use of this manual and stress the importance of complying with the procedures outlined therein. It should be followed in principle and any variations should be only those deemed essential because of local conditions.
- 19.2.1.3. At the beginning of each new Society year the DRC should personally contact each incoming chapter president and determine that each has a manual, and that the other chapter manuals have been placed in the hands of the incoming chapter officers. The DRC should also stress at this time the importance of completing and mailing the Chapter Information Questionnaire.

19.2.2. CHAPTER MODEL BYLAWS

- 19.2.2.1. Model Chapter Constitution and Bylaws have been approved by the Board of Directors.
- 19.2.2.2. The purpose of the Model Constitution and Bylaws is to provide a Constitution and Bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State Not-for-Profit Law, and Federal and Georgia State Laws under which ASHRAE is administered.
- 19.2.2.3. The Model Constitution and Bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size. The DRC should make sure that the chapter constitution and bylaws have been approved by Members Council, and, if they are not, that steps are taken to revise them in accordance with the Model Chapter Constitution and Bylaws. Copies of correspondence between chapters and Members Council should be sent to the DRC
- 19.2.2.4. Chapters' bylaws are updated every five years. Each DRC will receive a list of chapters in their region whose Bylaws have been updated and sent to the chapters for approval. DRCs should follow up with chapters to ensure that action is taken on the updated bylaws. The Procedure for Chapter Bylaws Updating is in [14.5](#)

19.2.3. COMMUNICATIONS

- 19.2.3.1. Communications between the DRC and the chapters in the region are necessary in order to keep the DRC advised of the activities of the chapters; and, in order that the DRC may give to the chapters information and advice which will enable them to improve operations.
 - 19.2.3.1.1. The "Chapter Information Questionnaire" is a valuable tool to assist the DRC, the various Regional Vice Chairs and various departments at headquarters in determining which individual in the chapter to direct correspondence to. The DRC must acquire these before the beginning of the Society Year on July 1 and distribute them to all pertinent parties. The DRC must ensure that the Chapters provide revised copies when changes have been made.
- 19.2.3.2. The DRC must establish early in the term that "no answers" and "slow answers" from chapters to the DRC or the Regional Vice Chairs or other ASHRAE correspondents are not in the best interest of the chapters, the region, or the Society and represent unacceptable performance
- 19.2.3.3. Newsletters are used by the DRC for circulation to officers of the chapters within the region. The contents of such letters include decisions of the Board of Directors of the Society which are applicable to chapter operations; status of regional motions; Society activities which should be called to the attention of the chapters; and information which will help chapters to schedule speakers, develop membership, improve programs, etc. A newsletter can provide an excellent medium of interchange among chapters. (Exchange of newsletters among DRCs also gives ideas for format and content.) (99-01-27-44)

Reference Manual, Board of Directors

- 19.2.3.4. Questionnaires may be necessary from time to time to obtain information on chapter activities necessary for coordination or information. These questionnaires may be used for the purpose of gathering information on membership dues, number and class of members in the chapter, cost of chapter activities, and the character of special activities
- 19.2.3.5. Communication by telephone as well as by letter or electronic communication may be necessary, particularly for making arrangements for regional meetings and in coordinating activities of two or more chapters. (12-01-25-11)

19.2.4. VISITS TO CHAPTERS

- 19.2.4.1. Visits to chapters by the DRC, or by one of the regional officers should be made as frequently as is necessary, but not less than once per year. One visit per year should be considered official. A meeting with the chapter Board of Governors should always be a part of the official chapter visit. (92-01-29-34A/03-07-02-12)
- 19.2.4.2. Visitation with the members of the Board of Governors and with the members of the chapter provides the most effective means of measuring the quality of leadership being provided, the quality of meeting programs, and the attitude of the membership.
- 19.2.4.3. The meeting with the Board of Governors should be for the purpose of assisting them with the operations of the chapter and of resolving chapter problems. Informality and exchange of information should be the keynote of such meetings.
- 19.2.4.4. At meetings with the Board of Governors and with officers, the following subjects are typical of items that should be discussed:
 - 19.2.4.5. Chapter membership and development.
 - 19.2.4.6. Chapter programs, securing speakers, arranging social meetings, etc.
 - 19.2.4.7. Chapter finances.
 - 19.2.4.8. Chapter educational programs, cooperation with student branches and chapter support for scholarships.
 - 19.2.4.9. Emphasis on the necessity of student membership and chapter relations with local colleges to interest students in Society and professional careers.
 - 19.2.4.10. Encouragement of chapters to have meaningful continuing chapter seminars and educational programs for all levels of ability of chapter membership, including student membership.
 - 19.2.4.11. Research programs, research resources and fund-raising activities.
 - 19.2.4.12. Special projects of a regional or international scope.
 - 19.2.4.13. Consideration of members for service on Society committees, for honors and awards, for recommendation to the Nominating Committee, etc.
 - 19.2.4.14. Any other appropriate item of conduct or operation of the chapter, the region, and the Society at large, such as Society goals, chapter membership attendance at Society meetings and CRC meetings, chapter scholarship programs, etc.
 - 19.2.4.15. In summary, reviewing the current status of the chapter relative to achieving a par performance on PAOE points in the various categories provides lively discussion with a clear objective.

19.3. REGIONAL COMMITTEES (optional)

- 19.3.1. Regional committees or subcommittees of CRCs may be established as standing or special committees, as required by circumstances. The DRC may appoint such committees, soliciting approval of the Members Council when such approval is deemed necessary or desirable.
 - 19.3.1.1. Typical subjects which may be considered by regional committees are:
 - 19.3.1.1.1. Financing of regional meetings.
 - 19.3.1.1.2. Programs for regional meetings.
 - 19.3.1.1.3. Regional sponsorship of a scholarship fund.
 - 19.3.1.1.4. Regional sponsorship of invitations for meetings of the Society in the regions and for cooperation of chapters in assisting the Conferences and Expositions Committee for such meetings. (12-01-25-11)

Reference Manual, Board of Directors

19.3.1.1.5. Regional historical programs.

19.4. SPECIAL PROGRAMS

19.4.1. The DRC may be called upon from time to time to sponsor special programs in the region.

19.4.1.1. Liaison with the principal committees of the Society is an example. For example, the Membership Promotion Committee has a member who is responsible for liaison with chapters in one specific region through the DRC for the purpose of following up on delinquent members.

19.5. CHAPTER RESPONSIBILITY AS HOST CHAPTER TO SOCIETY

19.5.1. The DRC should assist the chapter in their region selected as Host Chapter for a Winter or Annual Meeting of the Society. The DRC should provide advice and counsel on the responsibilities of the Host Chapter and the proper organization to accomplish these responsibilities. The DRC should see to it that the chapter coordinates its activities with the assigned Society staff members. The DRC should sit at the head table during the luncheon and dinner meeting and make suitable presentations or addresses as required.

19.5.2. The Manual for Host Chapters for Society Meetings should be used by the DRC as the authority for the necessary chapter activities.

19.6. CHAPTER OR REGIONAL ACTIVITIES RELATING TO OTHER ORGANIZATIONS

19.6.1. It is the responsibility of the DRC to review the activities of the chapters in the region and to instruct the chapters to avoid any chapter or regional membership or affiliation with any organization where such a liaison would compromise the following regulations:

19.6.2. The following provisions of Section 501(c)(3) of the Internal Revenue Code (upon which the Society's Certificate of Consolidation and Bylaws are based):

19.6.2.1. Organized and operated exclusively for "...scientific ...or educational purposes...."

19.6.2.2. No substantial part of the activities are related to propaganda or attempts to influence legislation.

19.6.2.3. No participation in any political campaign.

19.6.3. The purposes listed in item 7(1) of the Certificate of Consolidation.

19.6.4. No chapter or region should join or affiliate with any organization if there is any appearance of the organization being engaged in commercial activities. (Manual for Chapter Operations)

19.6.5. The only exposition activities that the Society will sponsor in the U.S. shall be the International Air-Conditioning, Heating and Refrigerating Exposition jointly sponsored with AHRI. Participation in any form by a chapter or region of the Society in an Exposition in the U.S. is contrary to the contractual agreement with the International Exposition Company, and is not permissible, except as allowed by the Manual for Chapter Operations or as stipulated in License and Royalty Agreement between the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and the Air-Conditioning and Refrigeration Institute and the International Exposition Company, Incorporated dated January 18, 1990 and any amendments thereto. (ROB 2.104.019.2)

19.6.6. Chapters may co-sponsor conferences subject to the *Guidelines for Co-sponsored Conferences* (ROB Volume 3)



Shaping Tomorrow's
Built Environment Today

MANUAL OF PROCEDURES

XXXX Committee

Commented [Ma2]: Change "Roberts Rules" reference to "ASHRAE Simplified Rules of Order " in the notes below....

Commented [KC3]: There is never a need to specify anything that is contained in overarching ROB volumes. For example, election procedures, voting procedures unless they vary from ~~Roberts rule of order~~ ASHRAE Simplified Rules of Order.

In general, less is more. If it does not pertain to the "what" of the committee operation, it doesn't belong in the MOP.

There are some suggested entries in the sections. Each section should be specific to the committee.

Commented [KC4]: MOPs contain the minimum information required to delineate duties and responsibilities of the committee – the "WHAT" and not the "how". The committee reference manual is the repository for "HOW" to accomplish the duties and responsibilities outlined in the MOP.

Commented [KC5]: Where "Xs" appear, the name of the committee or ROB number is substituted.

Approved by :
Date:

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Commented [KC6]: •The Table of Contents is 'updated' by 'right' clicking on the field and choosing 'update field'.
○This automatic Table of Contents requires the major section heads to be of type "Heading 1" and the underlying information be of indented paragraph type 1.1.1. The latter will not be included in the TOC as it is formatted

FORWARD (Not part of MOP)

This Manual of Procedures (MOP) details the operating procedures followed in carrying out the general responsibilities of the XXXX Committee as prescribed in the ROB. Refer to ROB x.xxx.xxx.x for the current operating procedures. The committee may have additional duties and responsibilities that are not included in this document.

Commented [KC7]: The forward is NOT a part of the MOP and does not need approval by a higher body.
 If the committee needs things like a list of acronyms, this is the place to put them as you don't want to have to ask for MOP approval when something changes.
 Do not put the scope, purpose, mission statement or whatever in here as that should be part of the 'general responsibilities' and a formal part of the MOP.

1. **GENERAL RESPONSIBILITIES**

- 1.1. Maintain a reference manual for the SRC, containing an operational plan for SRC and the regular review of the rules.
- 1.2.

Commented [KC8]: •This could be scope and purpose of the committee
 •It could also be a listing of general responsibilities or aims of the committee that **expand** on the enabling ROB
 •It is not a restatement of the ROB
 •It is not a 'random' statement of what a MOP is.
 •It **does not** need a disclaimer "only part of responsibilities"
 The forward makes it clear that the ROB is the overarching document. It is obvious that committees may do more than is currently in their MOP so it is not necessary to say it.

2. **MEMBERSHIP**

- 2.1. Membership on this committee is specified by ROB x.xxx.xxx.xx
- 2.2. Put any special conditions for membership that are not specified in the ROB here. (example: Nominating committee membership is governed by the Society Bylaws and not the ROB) (example: the development committee has a special rule for members representing other committees and their liaison role)
- 2.3.

Commented [AT9R8]: Agree

Commented [KC10]: •Generally, the ROB delineates what constitutes the membership of the committee – qualifications and number.
 •Normally specific number of members or how they are chosen are bit included here. The ROB specifies this as necessary and it may change from time to time.
 •If there are special circumstances or conditions on members that are not specified in the ROB, this is where they would go.

3. **CHAIR RESPONSIBILITIES**

- 3.1. Preside over meetings governed by the current edition of ~~Roberts Rules of Order~~, Newly Revised ASHRAE Simplified Rules of Order.
- 3.2. Assign a mentor for all incoming members in accordance with ROB 2.105.002.4
- 3.3. Appoint or reappoint ad hoc subcommittees with one-year term as needed
- 3.4. Appoint subcommittee chairs and members for standing subcommittees identified in ~~section~~ Section 8
- 3.5. Review and approve draft meeting minutes for final approval by committee
- 3.6. Call additional meetings as needed
- 3.7. Prepare Management by Objectives (MBO) for the committee

Commented [AT11R10]: Agree

Commented [KC12]: •Only specify the major responsibilities that almost all committees have in common.
 •This section does not contain detailed information about 'how' to discharge the duties of the office. That should be in the reference manual.

Commented [AT13R12]: Agree

Commented [KC14]: Members
 •Specific member responsibilities belong in a reference manual unless specifically delineated by the ROB authorizing the committee.
 •DO NOT put things like "Members are expected to attend" This goes without saying and just adds unnecessary information

4. **VICE CHAIR RESPONSIBILITIES**

- 4.1. In the absence of the Chair, preside over meetings
- 4.2. Perform other duties as assigned by the Chair
- 4.3. If the Chair is unable, assume all duties of the Chair until a successor is appointed
- 4.4.

Commented [AT15R14]: Agree

Commented [KC16]: a. Staff are assigned to a committee by ASHRAE and specific staff positions are not named unless specifically delineated by the committee ROB.
 b. Staff does not "report" to the committee, so they cannot be 'assigned' duties by the committee. They may have responsibilities agreed upon.
 c. Specific duties are kept in the reference manual as they can change from time to time.

5. **STAFF LIAISON ASSIGNMENTS**

- 5.1. In cooperation with the assigned committee member, prepare draft minutes
- 5.2. Staff are assigned by ASHRAE executive at their discretion unless specified in the ROB
- 5.3.

Commented [AT17R16]: Agree

Commented [KC18]: •This is an overview of Liaisons FROM the committee to other committees and should not address what liaisons to the committee do – that is detailed in the other committee's MOP

6. **LIAISON RESPONSIBILITIES**

Commented [AT19R18]: Also the liaisons propose any motions from the committee to the council or next level up committee.

6.1. As directed, convey information to committees the appointed person is liaison to, and report back on activities undertaken by those committees that are relevant to this committee.

6.2.

7. **STANDING** SUBCOMMITTEES

7.1. MOP Review

7.2.

8. **SPECIAL** REQUIREMENTS

Commented [KC20]: The duties of any 'standing subcommittees' are delineated here. What, not how. Only identify subcommittees that are expected to be formed every year. Each subcommittee has its own subsection with its duties underneath. There is no need to mention ad hoc subcommittees because their formation is at the discretion of the Chair and is covered in their responsibilities

Commented [AT21R20]: Agree

Commented [KC22]: Some committees will have special requirements that are not covered by the enabling ROB. Most of the time, they would be embedded within the section to which they pertain and there would be no need for this section.

Commented [AT23R22]: Agree



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MANUAL OF PROCEDURES
SOCIETY RULES COMMITTEE

Approved by SRC ~~June 24, 2020~~ February 7 2023

~~2020~~

Approved by BOD ~~TBD~~ July 1,

MANUAL OF PROCEDURES (MOP)
SOCIETY RULES COMMITTEE

1 INTRODUCTION

- 1.1 This Manual of Procedures (MOP) details the operating procedures followed in carrying out the general responsibilities of the Society Rules Committee (SRC) as prescribed in the ROB.
- 1.2 The MOP provides a description of some, but not all, of the duties and responsibilities of the SRC chair, members, and staff liaison.

2 GENERAL RESPONSIBILITIES OF THE SRC

- 2.1 Review all changes to Society rules. Preferably this should be done and reported on before Board consideration. Report findings to the Board of Directors in a timely manner.
- 2.2 Review all actions of the Board for consistency with Society rules. (Clarify or return to the Board any actions that are ambiguous or inconsistent with the Rules of the Board).
- 2.3 Initiate, review and/or approve Society ROB and MOP changes as authorized by the Board, including maintenance of the MOPs from those committees listed in Section 8.
- 2.4 Advise all standing bodies when changes to their rule-related documents are needed. Provide oversight and review of the Rules of the Board for all councils and committees.
- 2.5 Implement editorial or minor changes as needed to the Rules of the Board and maintain a Log of those changes. The Log shall be reported to the Board of Directors as an information item.

“ROB 2.424.003.6 When editorial or minor changes are needed to the Rules of the Board, this committee is empowered to make such changes provided they are reported to the Board of Directors at or before its next scheduled meeting. Minor changes generally include matters that do not directly change overall organizational structure, policies or fiscal matters. This committee may designate changes as minor only by unanimous consent.”

- 2.6 Maintain a reference manual for the SRC, containing an operational plan for SRC and the regular review of the rules.
- 2.7 Maintain Committee Responsibility (Job Description) documents.

3 MEMBERSHIP

- 3.1 The membership shall be in accordance with the respective ROB.
- 3.2 Three (3) of the six (6) voting members, on the committee should be designated as a liaison, one (1) for each of the three (3) society councils.

4 RESPONSIBILITIES OF THE CHAIR

- 4.1 Preside over meetings of the SRC.
- 4.2 Prepare reports for the Board of Directors and SRC as required.
- 4.3 Assign a mentor for each new committee member.
- 4.6 Assign members to tasks or a specific Volume of the ROB based on their strengths whenever possible. Each member should become very familiar with the existing documents and rules to which they are assigned. Assignments are generally made for each Volume of the ROB, MOP, Training materials, and Reference Manual.
- 4.4 Designate **tasks** groups as needed to discharge SRC duties.
- 4.5 Call additional meetings of the SRC as needed to respond to workload.
- 4.6 Prepare annual Management by Objectives (MBOs)for the SRC.

5 RESPONSIBILITIES OF THE STAFF LIAISON

- 5.1 Maintain all official SRC reports, correspondence, and documentation of SRC actions taken by committee members individually and collectively.
- 5.2 Assist the Chair with preparation of the agendas and supporting documentation for SRC meetings, and provide this information to the SRC members prior to the meeting.
- 5.3 Generate and submit meeting minutes to the Chair for **review and approval** prior to distribution to the Committee within 30 days after committee meetings.
- 5.4 Implement actions approved by the SRC including but not limited to, ROB revisions and Log entries.
- 5.5 Assist the committee as necessary in the management of rule-related documents including any websites.
- 5.6 Submit to SRC prior to each SRC meeting (in-person or conference call) a summary of ROB changes made since the last SRC meeting (in-person or conference).

6 RESPONSIBILITIES OF ALL SRC MEMBERS

- 6.1 Attend all committee meetings.
- 6.2 Act as a liaison to councils or committees, as assigned. Each council shall have a SRC member liaison assigned each year. Liaisons shall interface with appropriate subcommittees as needed.

- 6.3 Keep current on all standing documents and rules approved by the Board of Directors or the membership.
- 6.4 Fully participate in all assigned activities and complete assignments by the designated time.

7 RESPONSIBILITIES OF COUNCIL LIAISONS

- 7.1 Represent the interests of the Council
- 7.2 Assist council with SRC Guidelines for ROB and MOP revisions
- 7.3 Expedite business between the Council and SRC

8 MOPS UNDER THE PURVIEW OF SRC

<u>MOPs approved by SRC</u>		<u>MOPS maintained by SRC</u>
<ul style="list-style-type: none"> • Executive • Finance • Nominating • Planning • President-Elect Advisory • Members Council • Pub & Ed Council • Tech Council • Society Rules 	<ul style="list-style-type: none"> • Building Energy Quotient • Life Members Club • College of Fellows • Audit • Development • Joint Exposition Policy • Scholarship • Foundation 	<ul style="list-style-type: none"> • Society Rules • Manual of Procedures for Officers and Directors

9. Mentoring Program

The Chair shall assign experienced committee members to serve as mentors to incoming members for their first year of service and take other actions needed to train and assist new members to be effective in their position.



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REFERENCE MANUAL
BOARD OF DIRECTORS

Approved by the Society Rules Committee on ~~February 7, 2023~~-TBD

Approved by the ASHRAE Board of Directors on TBD

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Reference Manual, Board of Directors

FOREWORD

This reference manual provides details of the positions and members of the board of directors and material to help them carry out their duties. It is a companion document to the Board of Directors Manual of Procedures.

DEFINITIONS

- Abbreviations
 - BOD Board of Directors of ASHRAE
 - CRC Chapters Regional Committee; Chapters Regional Conference
 - CO Coordinating Officer
 - DAL Director-at-Large
 - DRC Director and Regional Chair
 - ExCom Executive Committee (Officers of the Society)
 - ExO Ex Officio
 - PAOE Presidential Award of Excellence
 - PEAC President-Elect Advisory Committee
 - ROB Rules of the Board of Directors
 - RVC Regional Vice Chair
 - SBL Society Bylaw(s)
 - MC Members Council
 - PC Publishing and Education Council
 - TC Technology Council
- Where the term "Director" is used in this manual, it refers both to Directors-at-Large and to Directors and Regional Chairs.
- Where the term "Coordinating Officer" (CO) is used, it refers to the duties of an Officer who is assigned a coordinating function for one or more of the standing and special committees of the Society.
- Where the term "Board Ex officio" (ExO) is used, it refers to the duties of a Director who is assigned to serve on a standing or special committee and act as liaison to the Board.
- Where the term "staff" is used, it refers to the personnel employed by the Society to maintain the Society's headquarters operation.
- The Executive Committee (ExCom) consists of the elected Officers of the Society and the Secretary who is a non-voting member. During intervals between Board of Directors meetings, the Bylaws, authorize the Executive Committee to 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. (SBL 7.3)
- The Executive Vice President is appointed by the Board of Directors under an approved employment agreement, fixing salary, term of employment, and other conditions. The title "Executive Vice President" is honorific, does not constitute an elected office of the Society for any purpose. The Executive Vice President serves as Society Secretary and performs all duties normally associated with that office and those assigned by the Board of Directors or prescribed by the Bylaws. The Executive Vice President may take part in the deliberations of all committees except the Nominating Committee but shall not have a vote. (ROB 2.105.012) **Should the EVP not be able/capable to perform their duties the interim EVP shall assume the duties ~~be appointed by ExCom.~~**
- The committees of the Society shall be the committees prescribed by the Society 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. (SBL 7.1)
- Official stationery of the Society shall be used for official business of the Society. (ROB 2.101.006)
- An item "Executive Session" is included on the agenda of all regular meetings of the Board of Directors. During such a session only members of the Board of Directors and those individuals requested by the chair to stay shall be allowed to remain in the meeting room.

Reference Manual, Board of Directors

COUNCILS

- The Board of Directors approved the establishment of councils in 1980. Councils were established for the following purposes:
 - To implement Board policy and administer activities of the committees within the organizational structure of the councils.
 - To develop policies and long-range plans for the committees within the jurisdiction of the council.
 - To approve funding of programs recommended by the committees within the limitations of the council ROB 2.300.006 and monitor ongoing programs of the committees.
- There are three councils reporting to the Board of Directors. Each council has standing committees reporting to it and may also have special committees and subcommittees that report to it. Refer to Society Structure ([Appendix B](#) and ROB Volume 2) for lists of committees reporting to each council, quorum requirements, numbers of authorized meetings, and fiscal limits.
- Two Vice Presidents chair the Publishing & Education and Technology Councils, and the President-Elect chairs Members Council. The Treasurer is vice chair of Members Council; vice presidents are vice chairs of the other councils.
- For specific details related to council election procedures, operating procedures, etc., refer to *Election and Appointment Procedures* in ROB Volume 3.

ADMINISTRATIVE AND FISCAL YEAR

- Each new administrative year of the Society shall begin immediately upon the adjournment of the Annual Meeting. The Board of Directors, councils and committees shall all change over from the "old" to the "new" membership and leadership when the new Board convenes for the first time. (ROB 2.101.003.1)
- The fiscal year of the Society shall end on June 30 of each year. (SBL 10.1)

OBJECTIVE OF THE SOCIETY

- "The Society is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air-conditioning and ventilation, 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." (SBL 1.3)

OBJECTIVE OF DIRECTORS

- The objective of all Directors should be to contribute to the purposes of the Society in accordance with the responsibilities and authority of their positions.
- Directors are responsible for contributing to these purposes at the Society, regional and chapter levels.

REFERENCE DOCUMENTS

- The nominating committee provides each candidate for office with a summary list of time and expense obligations.
- Each candidate for the Board of Directors may expect to receive the following materials from the Secretary at least three months prior to taking office:
 - Certificate of Consolidation (on web site)
 - Bylaws (on web site)
 - Rules of the Board of Directors (includes Manual of Procedures for Officers and Directors)
 - Minutes of Board of Directors and Executive Committee meetings which were held during the year prior to the new Board member's term of office, and minutes for any additional period when the actions of such meetings have not been incorporated into the Rules of the Board.
 - Manual for Chapter Operations (on web site)

Reference Manual, Board of Directors

- Manual for Conducting Chapters Regional Conferences (on web site)
- Each Director nominee may expect to receive existing Rules of the Board (ROBs) and Manuals of Procedures for the Society committees and councils on which the Director will serve as well as minutes of the previous year's meetings of the council and of all committees to which the Director may be assigned as Ex Officio (ExO). (12-01-25-08)
- Upon assignment to a standing or special committee as Coordinating Officer (CO) or Ex officio (ExO), the Officer or Director may expect to receive the minutes of the previous year's meetings of the assigned council and committees.
- Prior to taking office, each Officer and Director should become thoroughly familiar with this manual, the Rules of the Board (ROBs) of the council(s) on which each Officer and Director serves, and the complete Rules of the Board.

1. BOARD AUTHORITY

- 1.1. The authority of the positions described herein is derived from the Certificate of Consolidation, the Bylaws of the Society, and the Rules of the Board of Directors.
- 1.2. The Certificate of Consolidation provides for worldwide operation of the Society with headquarters. The Board of Directors has established headquarters in Atlanta, DeKalb County, Georgia. The Certificate of Consolidation was executed at the merger of the two predecessor societies, ASHAE (formerly ASHVE) and ASRE, when both of their headquarters were in New York. The certificate states the purposes of the Society and imposes limitations and obligations on the Directors as referred to in appropriate portions of this manual. It allows the Society, through its Bylaws, to confer powers and authorities upon the Board of Directors in addition to the powers and authorities expressly conferred by the statutes of the State of New York and by the Certificate of Consolidation.
- 1.3. The Bylaws of the Society also impose limitations and obligations with reference to the Board of Directors in Article IV, to Officers in Article V, to Councils in Article VI, and to Committees in Article VII. The pertinent parts of these articles are referenced in this manual as required.
- 1.4. The Rules of the Board of Directors (ROB) implement the Society Bylaws (SBL) by defining policy and delegating authority. Some of these rules are referenced in this manual where pertinent.

2. BOARD MEMBER RESPONSIBILITIES

- 2.1. 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.
(SBL 4.4)
- 2.2. In this regard, Society Legal Counsel in a letter dated November 8, 1961, stated: "As you know, Officers and Directors of a corporation are trustees for the interests of the stockholders or members; as such, they are required to exercise that degree of care and prudence which would be exercised by the ordinarily prudent business person in connection with all the affairs of the corporation. They must also act in good faith. They cannot act on matters in which they have a self-interest contrary to the interest of the corporation. They represent the entire membership of the corporation as a whole, and cannot neglect or fail to perform their duties; otherwise they are personally liable for any damages or loss which occurs therefrom."
- 2.3. Since the Board of Directors is a deliberative assembly, the responsibility of each member is accomplished by considering and acting on motions of members and on communications presented to the assembly. This action takes the form of a declaration of policy or procedure, or an instruction to committees and staff, or a recommendation or delegation of authority to the President or Executive Committee. After a motion has been adopted by a majority vote of the Board of Directors, each member of the Board of Directors accepts the decision as the will of the majority and supports this point of view and the action taken to the best of the member's ability.
- 2.4. Notice of any regular or special meeting of the Board of Directors shall be given in writing or by electronic communication to each director at least fifteen days before the meeting or transmitted orally at least forty-eight hours before the meeting.
(SBL 4.8)

Commented [JC1]: Ginger Scoggins - New HQ is not in Atlanta. This should be changed

Commented [JC2R1]: Jeff Littleton - . Please note that No. 1.2 should refer to ASHRAE's HQ in Peachtree Corners, Gwinnett County, GA rather than Atlanta, DeKalb County, GA

Commented [JC3]: Ginger Scoggins - Paragraph alignment issue

Reference Manual, Board of Directors

- 2.5. Attendance is mandatory at regular meetings of the Board of Directors which are held at the time of the Winter and Annual Meetings of the Society and at special meetings called by the President. Each Director should arrive on time and stay until adjournment unless excused by the President for unusual circumstances.
- 2.6. Full participation in the work of the Board requires a substantial amount of preparation to read communications sent to Board members prior to meetings, preparation of reports on assigned subjects, and advance preparation of motions which the Director may wish to present at the meeting. Each Director is expected to participate in discussions and vote in accordance with the overall interests of the members in the furtherance of the purposes of the Society.
- 2.7. Each Director should also be prepared to incur substantial expenses not allowable for reimbursement by the Society. Each Director should establish a personal time and expense budget after consideration of the responsibilities detailed herein.
- 2.8. Members of the Board of Directors should accept their obligations with the intent of advancing the purposes of the Society. In so doing, they will receive many benefits to compensate them for their time and expense. They will increase their technical knowledge, help to improve the design of products and systems, increase their positions as leaders, develop worthwhile friendships, and improve their capabilities in their professional fields.
- 2.9. The Board of Directors ~~elects~~selects recipients for the following:
 - ~~2.9.1. Honors and Awards Recommendations (ROB 2.200.010 is the enabling rule)~~
 - ~~2.9.1.1. ASHRAE Hall of Fame: 2 or more negative votes defeats~~
 - ~~2.9.1.2. Honorary Member: 2 or more negative votes defeats~~
 - ~~2.9.1.3. F. Paul Anderson Award 2 or more negative votes defeats~~
 - ~~2.9.1.4. Pioneers in the Industry 2 or more negative votes defeats~~
 - ~~2.9.1.5. Fellow 4 or more negative votes defeats~~
 - ~~2.9.1.6. Louise and Bill Holladay Distinguished Fellow Award 4 or more negative votes defeats~~
 - ~~2.9.1.7. Andrew T. Boggs Service Award 4 or more negative votes defeats~~
 - ~~2.9.1.8. ASHRAE Award for Distinguished Public Service 4 or more negative votes defeats~~
 - ~~2.9.2. Other recipients of Society-level awards:~~
 - ~~2.9.3-2.9.1. Eight members and eight alternates to serve on the Nominating Committee of the Society (SBL 7.6). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.4-2.9.2. Members of the following councils: Technology and Publishing and Education. Nominations are submitted to the Board by a four-person BOD subcommittee appointed by the President.~~
 - ~~2.9.5-2.9.3. Members of the Standards Committee (SBL 7.9). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.6-2.9.4. Members of the Research Administration Committee (SBL 7.7). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.7-2.9.5. Members of the Technical Activities Committee (SBL 7.8). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.8-2.9.6. Members of the Handbook Committee (volume subcommittee). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.~~
 - ~~2.9.9-2.9.7. Scholarship Trustees.~~
 - ~~2.9.10-2.9.8. ASHRAE Foundation Trustees.~~
 - ~~2.9.11-2.9.9. The timetable for nomination and election of members to councils and committees is in ROB 3.300, *Election and Appointment Procedures*.~~
- 2.10. All fees and annual dues shall be fixed and payable as determined by the Board of Directors. (SBL 2.18 and ROB 3.200, *Dues, Fees, Privileges*)
- 2.11. The expenditure of the Society's funds is 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. (SBL 5.9)
- 2.12. The Board of Directors approves the selection of a certified public accountant who audits the accounts of the Society after the close of the fiscal year. (SBL 11.3)
- 2.13. The Board of Directors may, by a two-thirds vote, remove a member of any committee. (SBL 7.11)

Reference Manual, Board of Directors

- 2.14. A proposal to amend the Bylaws of the Society must be approved by two-thirds of the members of the Board of Directors or by 300 voting members of the Society, of which no more than 150 of such voting members shall be from any one region, prior to vote by members of the Society. (SBL 12.1)
- 2.15. The Board of Directors may refer to the Society any important question to be decided by a majority of 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.
- 2.15.1. 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.
- 2.15.2. 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.
- 2.15.3. The Board of Directors may clarify the question raised by the petition to make it suitable for a vote of the membership.
- 2.15.4. The Board of Directors must submit to the membership a suitable question raised by a petition.
- 2.15.5. 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. (SBL 4.6)
- 2.16. 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. (SBL 2.21)
- 2.17. The current edition of *ASHRAE Rules of Order* is observed for the orderly transaction of business at the meetings. This procedure generally requires the placing a motion, seconding it, and discussion followed by a vote. The degree of formality for the conduct of such meetings will be determined by the presiding officer.

3. PRESIDENT RESPONSIBILITIES

- 3.1. The President is chair of the Board of Directors, chair of the Executive Committee, and Chief Executive Officer.
- 3.1.1. The President is responsible for presiding at all meetings of the Society
- ~~3.1.2. for directing the staff~~
- ~~3.1.3.1.2.~~ for designating council membership from the Board of Directors and the Chairs thereof
- ~~3.1.4.3.1.3.~~ for designating committees and the Chairs thereof, with the approval of the Board of Directors, except for the following who are selected or elected in accordance with Society Bylaws and the Rules of the Board. (see section 2.9 of this document)
- ~~3.1.4.1.3.1.3.1.~~ Nominating
- ~~3.1.4.2.3.1.3.2.~~ Standards
- ~~3.1.4.3.3.1.3.3.~~ Research Administration
- ~~3.1.4.4.3.1.3.4.~~ Technical Activities
- ~~3.1.4.5.3.1.3.5.~~ Handbook Committees
- ~~3.1.4.6.3.1.3.6.~~ elected members of the Technology and Publishing & Education Councils
- ~~3.1.5.3.1.4.~~ The President directs the work of councils and committees with the assistance of the other officers.
- ~~3.1.6.3.1.5.~~ The President may also appoint any person or persons to serve in a consulting capacity to any standing or special committee except the Nominating Committee (SBL 7.2 and ROB).
- 3.2. The President should take great care in utilizing Directors and Regional Chairs in making subcommittee assignments in view of the great workload they already have. When making such subcommittee appointments to the Board of Directors, the President should utilize, whenever possible, past DRCs as well as current DRCs and Directors-at-Large. (75-06-21-24)

Reference Manual, Board of Directors

- 3.3. The President's duties as an officer and chair of the Board of Directors include those described in other sections of this document, as well as those outlined in the following paragraphs.
- 3.4. A detailed insight into the activities and commitments of the President is given in the following paragraphs.
 - 3.4.1. Regional Conferences are highlights of the presidential year. Conduct of the President should be such that the occasion will be memorable to the host chapter and delegates as well.
 - 3.4.2. At Society meetings, the time of the President and President-Elect will be well occupied with Board and committee meetings and other official functions. Executive Committee and Board meetings take precedence, but meetings of committees coordinated by the two officers should be attended, if not in conflict. Social functions should be attended, and officers and their spouses should "circulate" at receptions.
 - 3.4.3. The President is installed in office at the President's Luncheon during the Annual Meeting.
 - 3.4.4. The President is the principal speaker at the Presidential Luncheon at the Winter Meeting and is the Plenary speaker at the Annual Meeting at the end of the term. (92-07-02-32E)
 - 3.4.4.1. These talks may be in the form of a report to the membership, or they may express policy on a subject of major interest to the Society or the industry. These talks are published in the Journal. The President also is expected to prepare several talks and speeches during the year as President.
 - 3.4.5. At Society Meetings, the President is furnished a suite at the meeting hotel. This should be considered a courtesy to the Society rather than to the President, who may use the facilities for small meetings, receptions for honored guests or other functions which seem appropriate.
- 3.4.6. Leadership Transfer Guidelines
 - 3.4.6.1. Decisions for all events not specified by ROBs up to the official closing should be made by the outgoing President.
 - 3.4.6.2. Titles used, whether written or spoken, shall either be the "outgoing" titles or shall be prefaced by "incoming" when it seems more appropriate to refer to the new position.
 - 3.4.6.3. All installation statements shall include the clause "effective at the close of this Annual Meeting."
 - 3.4.6.4. "Official closing" of the meeting shall be clearly specified so as to occur at the first meeting of the incoming (new) Board of Directors.
 - 3.4.6.5. Titles used shall change after "closing."
 - 3.4.6.6. "Control" shall switch to incoming officers at the "official closing."
 - 3.4.6.7. The presidential suite should be officially under the control of the outgoing President until departing from the hotel, but with a clear understanding that the incoming President may schedule special meetings and new Executive Committee events in the suite if chosen. Such events/meetings should, however, be coordinated with the outgoing President.
 - 3.4.6.8. Decisions for all events not specified by ROBs up to the official closing should be made by the outgoing President, including Presidential speeches, but courtesy dictates that it be a joint decision.
 - 3.4.6.9. At the official installation, the President and President-Elect should exchange pins; ribbons (of office) should be exchanged at the official closing of the meeting.
 - 3.4.6.10. Although regional meeting attendance is shared among the President, the President-Elect and the Treasurer, the travel schedule is heavy. Each of these officers will expect to travel to two Society meetings, two Executive Committee meetings, and approximately four Chapters Regional Conferences. Other travel requests may include chapter charter meetings and meetings of other organizations. Such attendance, while not mandatory, may be in the best interest of the Society; some requests can be covered by staff. (91-06-23-25)
- 3.4.7. The principal obligation upon high office in the Society is the free giving of time.
- 3.4.8. At meetings, the duties of the President are clear: The President chairs certain meetings and attends certain functions. Between meetings, there is a steady flow of correspondence. DRCs and DALs send copies to the President of their many communications.
- 3.4.9. The President shall delegate some of the administrative work to the President-Elect in an amount sufficient to acquaint the President-Elect with the administrative procedure. The President shall also include the President-Elect in certain more important meetings with staff. (67-02-02-21)

Reference Manual, Board of Directors

- 3.4.10. While the day-to-day operations of the Society are staff responsibilities, the President represents the membership, and the President's experience and counsel should be used wherever indicated. Frequent communication to and from staff will keep policy matters straight and avoid misunderstanding.
- 3.4.11. All correspondence should be handled as promptly and systematically as possible. Due to the heavy load of correspondence, the President (and President-Elect) should have secretarial services available in the amounts required to handle these requirements. Some correspondence is handled by headquarters staff, but most must be handled from the home office of the President (or President-Elect).
- 3.4.12. At the end of the Presidential year the President becomes a Presidential Member.
- 3.4.13. Policies governing reimbursement of expenses are in *Travel Reimbursement Policy* (ROB Volume 1).

4. PRESIDENT-ELECT RESPONSIBILITIES

- 4.1.1. 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 the immediate predecessor. If the time served is less than six months, shall also serve as President for the next Society year. (SBL 5.4)
- 4.1.2. The President-Elect is an officer, a member of the Executive Committee, and a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 4.1.3. The President-Elect serves as chair of the Members Council.
- 4.1.4. The President-Elect is expected to prepare any changes planned for the Presidential Award of Excellence (PAOE).
- 4.1.5. The President-Elect may expect to be included in certain important meetings between the President and staff.
- 4.1.6. Actual preparation of the slate of committee appointments must be made during the term as President-Elect so that they are available at the beginning of the presidential year.
- 4.1.7. The incoming President will prepare an address (which is given at the President's Luncheon), outlining plans for the year and listing the subjects to be emphasized during the term. (92-07-02-32E)

5. OFFICER RESPONSIBILITIES

- 5.1. All officers of the Society shall perform the duties customarily attached to their respective offices under the laws of the State of New York, and such other duties and services incident to their respective offices as are delegated to them in Article V of the Bylaws and may from time to time be assigned to them by the Board of Directors. Some of these duties are described in the following paragraphs and articles.
- 5.2. Each officer also serves as a member of the Board of Directors, as described in Section 2 of this manual.
- 5.3. Each officer also serves as a member of the Executive Committee.
 - 5.3.1. The operation of the Executive Committee is described in Section 9, Executive Committee, of this manual.
- 5.4. Each of the President-Elect, Treasurer and the four Vice Presidents serves as chair or vice chair of a council.
 - 5.4.1. Council operations are described in Section 11 of this manual.
- 5.5. Within the limits of their professional and personal obligations, spouses of officers are encouraged to participate in the following events:
 - 5.5.1. The spouse of the President of the Society:
 - 5.5.1.1. All domestic and international business trips
 - 5.5.1.2. Executive Committee meetings, if requested
 - 5.5.1.3. ASHRAE Winter Meeting
 - 5.5.1.4. ASHRAE Annual Meeting
 - 5.5.2. Spouses of officers other than the President:
 - 5.5.2.1. Executive Committee meetings, if requested
 - 5.5.2.2. ASHRAE Winter Meeting
 - 5.5.2.3. ASHRAE Annual Meeting
 - 5.5.2.4. Assigned Chapters Regional Conferences (CRCs)
 - 5.5.2.5. Meetings where the officer substitutes for the President
 - 5.5.3. Spousal participation may include the following:

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- 5.5.3.1. Attend general business sessions as well as special sessions presented especially for spouses
 - 5.5.3.2. Attend social functions to which spouses are invited
 - 5.5.3.3. Attend tours arranged for companions
- 5.6. The word "spouse" as used in the Reference Manual and Manual of Procedures for Officers and Directors shall be a marital partner or other companion in a committed relationship. (02-06-23-10/09-06-21-06)
- 5.7. Guidelines for reimbursement of travel expenses for officers and spouses are in ROB Volume 1, Travel Reimbursement Policy.
- 6. DIRECTOR COMMON RESPONSIBILITIES**
- 6.1. Directors may be assigned as ex officio members to all standing committees except the Nominating Committee and committees reporting directly to the Board (ROB 2.200.002.4).
- 6.1.1. A Director may expect to be appointed as a Board Ex Officio (BOD ExO) of one or more committees, as a voting member of one council, and as a member of one or more BOD subcommittees.
- 6.1.2. For each committee to which a Director is appointed as Board Ex Officio, the Coordinating Officer shall be informed of any deliberations or resolutions of the committee which may affect the general policies of the Society. Attending committee meetings is mandatory for Ex-O's so they will be aware of items that may affect a general policy and need to inform the CO so that they may bring it up to the board EXCOM.
- 6.2. The Board Ex Officio shall serve the assigned committees in an advisory capacity and shall provide liaison with the Board of Directors, the councils, and other committees.
- 6.2.1. The Board Ex Officio shall assist the committee in preparing its recommendations to the council and the Board and present any motions to the council which are recommended by the committee.
- 6.2.2. In turn, the Board Ex Officio shall interpret actions of the council and Board to the committee. At committee meetings the Board Ex Officio does not count toward a quorum and is nonvoting.-
- 6.3. The Board Ex Officio may request a committee chair to attend the Board meetings when the council chair or the Board Ex Officio presents the report (or part of the report) of the council. This practice is encouraged only in such instances where a direct exchange of information between the committee chair and the Board may be significant.
- 6.4. The Board Ex Officio shall provide support to assigned committees as follows: (82-01-24-03)
- 6.4.1. Communication and interpretation of presidential goals.
- 6.4.2. Guidance in fiscal planning.
- 6.4.3. Assistance in preparation of annual objectives.
- 6.4.4. Monitoring of progress toward completion of annual objectives.
- 6.4.5. Assistance in developing action plans to achieve Strategic Plan objectives.
- 6.4.6. Monitoring of progress toward completion of Strategic Plan objectives.
- 6.4.7. Ongoing review of the committee's Rules of the Board (ROB) and Manual of Procedures (MOP). (92-06-28-5B)
- 6.5. The Board Ex Officio shall assess the committee's scope, operation, and personnel and suggest changes in an annual report to the BOD and responsible Council.
- 6.6. The Board Ex Officio shall attend all meetings of assigned committees and councils with the following exceptions: (12-01-25-14)
- 6.6.1. In cases of conflict with BOD meeting, the BOD meeting shall take absolute precedence.
- 6.6.2. In cases of conflict between appointed committees, approximately equal amounts of time should be devoted to each committee in question.
- 6.7. The mechanism for appointment of an ad hoc alternate Board ExO by the Board of Directors is as follows: (83-06-29-19/94-06-26-04)
- 6.7.1. As soon as it becomes certain a Board ExO cannot attend a specific meeting(s) of the Board, the Director shall select a member (voting or non-voting) of the Council(s) having jurisdiction over the committee(s) on which the Director serves as Board ExO and shall make arrangements for the person to attend that meeting of the BOD as an ad hoc alternate Director, with voice but without vote.
- 6.7.1.1. In the case which the alternate Director is to represent a Director who serves on two councils, the choice of the council from which the alternate Director is chosen should be based on the importance and magnitude of the committee's reports to the BOD.

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6.7.1.2. The alternate Director may participate in the discussions of the BOD but may not place motions on the floor or vote.

6.7.1.3. The order of preference for selection of the ad hoc alternate Director should be:

6.7.1.3.1. Current chair of one of the Society standing committees of the council, giving due consideration to the importance and magnitude of the committee's reports to the Board.

6.7.1.3.2. Past member of one of the Society standing committees of the council, who is currently serving as an Elected member of the council representing that committee.

6.7.1.3.3. Former member of the Board of Directors who is currently serving as an elected member of the council.

6.7.1.3.4. The ad hoc alternate Director selected should be urged to also attend any meetings of the committee(s) immediately preceding the meeting of the BOD even if the Director will also be present at those committee meetings.

6.7.2. If time permits, the staff should provide the alternate Director with all essential material. The elected Director should brief the alternate Director.

6.8. Expense reimbursement

6.8.1. Board of Directors - Transportation and other travel expenses not exceeding the approved maximum daily expense rate may be reimbursed for a maximum of seven days for attending Board meetings when requested. A copy of the *Travel Reimbursement Policy* is in ROB Volume 1.

6.8.2. Directors attend their own CRC and others as may be assigned by the President, with ~~transportation~~ travel reimbursement.

7. DIRECTOR-AT-LARGE (DAL) ADDITIONAL RESPONSIBILITIES

7.1.1. The Director-at-Large is expected to attend and participate in the CRC of the region of residence and others as may be assigned by the President (79-06-24-15). For the CRC in the region in which the DAL resides, when requested, the Director-at-Large shall work with the Regional Chair to present at that CRC information pertinent to the DAL's assigned committees or to the Society generally.

7.1.2. If an assigned Officer is prevented from attending a CRC, the Director-at-Large may be delegated to represent that Officer. The DAL shall then work with that Officer and the Regional Chair to develop appropriate program material and other participation.

8. DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES

8.1. A Director and Regional Chair (DRC) directs the operations for the region. This includes detailing objectives and giving assistance to the Regional Vice Chairs, to the chapters in the region, and to potential new chapters being formed. The DRC also represents the interests of the region in all matters of Society importance.

8.2. The primary responsibility of the individual in the dual position of Director and Regional Chair is to represent the Society. Responsibility to the region is necessarily supplementary and secondary in accordance with the general corporation law and membership corporation law of the State of New York.

8.2.1. This primary responsibility does not relieve the Director and Regional Chair from the obligation to present the viewpoint of chapters in the region. Indeed, the DRC is uniquely qualified to recognize their needs and to present their viewpoints. When the interests of members as a whole are under consideration, however, the DRC should, after considering the viewpoints of members in other regions, be prepared to act in the interest of the membership as a whole.

8.3. The DRC is responsible for the Orientation Session at a Chapters Regional Conference (see CRC Manual). (91-06-23-25)

8.4. Each Director and Regional Chair shall appoint a Regional Historian to coordinate historical activities on a regional basis. The DRC is responsible for assisting in providing objectives and monitoring the operations of chapters in the region. The DRC is also responsible for assuring that the chapters adhere to the requirements of the Society Bylaws and Rules of the Board of Directors and that their operations are carried on in an effective manner, to advance the purposes of the Society. To do this, the DRC should establish and maintain effective communications with the chapters in the region.

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- 8.5. The Director and Regional Chair should enlist the aid of the regional officers to represent the DRC on some chapter visits, taking into account the chapter's needs and the specialty of the Regional Vice Chair. However, the DRC should visit each chapter personally not less than once every two years, and desirably each chapter each year in order to maximize effective communication. The Director and Regional Chair may also invite a regional officer to accompany the DRC on chapter visits when needed.
- 8.5.1. When a regional officer makes an official visit to a chapter on behalf of the DRC, a short report on the visit should be requested by the Director and Regional Chair.
- 8.5.2. A visiting schedule by the DRC and/or the regional officers to each chapter in the region should be established early in the fiscal year (preferably at the Society Annual Meeting). At the same time the DRC should establish regional objectives and programs for the coming year. This will assist all those concerned in identifying the strengths and weaknesses within the region. (03-07-02-12)
- 8.6. It is the Director and Regional Chair's responsibility to explore the need for new chapters in the region, interest and assist members in forming such chapters, and secure the necessary approvals through the Members Council.
- 8.7. The DRC needs to be familiar with section 19, Regions and Chapters for information regarding their responsibilities.
- 8.7.1. Regional meetings and conferences outlined in section 19.1.
- 8.7.2. Chapter bylaws are reviewed and updated every 5 years – see section 19.2.2 below. When changes to a chapter's bylaws are needed, the DRC works with the chapter leadership following the guidelines in 18.5, procedures for chapter bylaws updating.
- 8.8. The DRC shall use the Society President's announcement on the PAOE as a guide. The DRC shall monitor each chapter's progress throughout the year to help each chapter receive the PAOE. Additionally, it is the responsibility of the DRC to make the chapters aware of the requirements for regional awards and urge them to strive for those awards.
- 8.9. The Director and Regional Chair shall emphasize to the chapters the necessity of student membership and chapter relationships with local educational institutions to interest students in professional careers within the Society's sphere of interest, and in the Society.
- 8.9.1. This is accomplished easiest when a student branch exists. The DRC should therefore give particular care to the student branches in the region, recognizing that students have little knowledge of the Society. They should be encouraged to continue their Society membership as they make their way into our industry.
- 8.9.2. It is the function of the Director and Regional Chair to encourage participation of chapter members in Society committees, including Technical Committees, Task Groups and Technical Resource Groups.
- 8.10. Communications are vital; they are discussed in Section 15.2, Assistance to Chapters. The Director and Regional Chair should insist that chapters reply promptly to communications which require response and should give chapters a deadline for responding. An up-to-date Chapter Information Questionnaire helps in directing the correspondence to the right member. It also lists a telephone number if personal contact is required.
- 8.11. Near the end of the Director and Regional Chair's term of office, when a successor has been nominated, the DRC should inform this person of current chapter and regional activities with the objective of providing an orderly transition. On completion of term of office, appropriate files should be transmitted to the successor.
- 8.12. Additional Annual Personal Time and Expense Requirements - Directors and Regional Chairs.
- 8.12.1. This office is one of the most vital in the Society, and the most demanding of personal time and expense of all Director positions.
- 8.13. Regional Dinners (optional) - At each Society Meeting (Winter and Annual) the Director and Regional Chair is encouraged to arrange a time and place for a Regional Dinner for the ASHRAE members within the region. It has been the practice in recent years to hold these dinners on the Monday evening. (The DRCs are ideal organizers for this event.)

9. EXECUTIVE COMMITTEE RESPONSIBILITIES

9.1. GENERAL

- 9.1.1. The Executive Committee shall consist of the President who shall be its Chair, the President-Elect, the Treasurer, the Vice Presidents, and the Secretary, who is a non-voting member. It shall meet at the call of the President or upon request of any two members of its members. (SBL 7.3)

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9.1.2. It 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. (SBL 7.3)

9.2. MEETINGS

9.2.1. Regular meetings of the Executive Committee are held at the time of the Winter and Annual Meetings, generally prior to and immediately after other scheduled meetings. Special meetings are generally held not less than twice a year during periods between Society meetings.

9.3. SUBCOMMITTEES

9.3.1. To sustain the ASHRAE/CIBSE relationship, a subcommittee of the Executive Committee shall be formed consisting of the President and the Chief Staff Officer (ROB 2.106.001.6)

10. VICE PRESIDENT RESPONSIBILITIES

- 10.1.1. A Vice President is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following
- 10.1.2. Each Vice President may expect to be appointed by the President to one or more special presidential committees established to develop information for a specific response or policy for the Society. The Vice Presidents may also be appointed to represent the Society at meetings of other organizations.
- 10.1.3. The Vice Presidents will be expected to assist the President and the President-Elect in the selection of nominees for committee assignments and to provide evaluation comments on committee performance.

11. COUNCIL CHAIR (COORDINATING OFFICER) RESPONSIBILITIES

- 11.1.1. The council chair or CO shall be available to the committee for advice and assistance and shall report any problems to the President or the Executive Committee. (77-06-26-07/78-02-01-15/87-06-28-19)
- 11.1.2. The council chair or CO should annually review the budget, the four-year plan and the objectives of each committee and make recommendations to the President-Elect concerning size limitations, fiscal concerns and activities of the committees. The purpose of such reviews is to optimize committee size and effectiveness and assure that each committee of the Society is useful and functioning in the manner described by the Rules of the Board.
- 11.1.3. The council chair or CO shall receive copies of the minutes of all meetings and all pertinent correspondence to and from the Chairs of all committees assigned to that council chair or CO.
- 11.1.4. It is desirable, where possible, for the council chair or CO to attend at least a portion of each assigned committee meeting. This will allow the entire committee membership to meet and have an opportunity to converse with the council chair or CO. (91-06-23-25)
- 11.1.5. Specific coordinating committee assignments will be made by the President with the approval of the Board of Directors (ROB 2.200.002). Typical assignments are shown in the Society structure chart. (Appendix B)

12. TREASURER RESPONSIBILITIES

- 12.1.1. The Treasurer is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following paragraphs.
- 12.1.2. The Treasurer shall invest the funds of the Society in accordance with the decisions of the Investment Committee. The Investment Committee will operate according to the current Rules of the Board. (ROB Volume 2, Finance Committee)

13. IMMEDIATE PAST PRESIDENT

13.1.

Reference Manual, Board of Directors

14. PRESIDENTIAL REPRESENTATIVES

- 14.1. The Operating Procedure for Presidential Representatives dated 6/22/74 is adopted. (74-06-23-20/91-06-23-13)
- 14.1.1. Authorization: By appointment of the President at the Executive Committee Meeting of June 21, 1974, a special class of Presidential Representatives was established. They will be designated Presidential Representatives, and they will speak on behalf of the President.
- 14.1.2. Assignments: Normally the assignments given to Presidential Representatives will be as liaison members to other organizations, especially when decisions on policy matters are expected. Other assignments, however, would be as guests at meetings of other organizations, or as a speaker or participant at conferences.
- 14.1.3. Authority and Responsibility: When the assignment is given to the Presidential Representative, the president shall define the scope of authority and the purpose of the assignment. If it is expected that the Presidential Representative is to vote or speak on behalf of ASHRAE regarding policies that have not been specifically determined by ASHRAE, the Executive Committee shall provide direction on the position to take.
- 14.1.4. Report: Following each assignment, the Presidential Representative shall make a written report to the president.
- 14.1.5. Term of Appointment: The term of the Presidential Representative shall coincide with the term of the appointing president.
- 14.1.6. Eligibility: Any Member in good standing may be appointed as a Presidential Representative; however, it is preferable to appoint someone with stature and experience commensurate with the assignment. The president shall consider, therefore, Presidential Members, officers, present or past Directors, Fellows, or outstanding authorities in an appropriate field.

15. AMBASSADORS

- 15.1. The Board of Directors approved the Operating Procedure for ASHRAE Ambassadors as recommended by the Executive Committee at their meeting May 1-2, 1976, as follows: (76-06-27-02/91-06-23-16)
- 15.1.1. Purpose: To represent ASHRAE by promoting goodwill and improving relations between ASHRAE and the various international organizations with similar objectives and interests.
- 15.1.2. Authorization: By appointment of the President at the Board of Directors Meeting of June 27, 1974, a special representative was established. The President later named the special representative "ASHRAE Ambassador."
- 15.1.3. Procedure for Appointment: Whenever the Society learns that a member will be traveling to international countries without ASHRAE chapters, they may be invited by staff on behalf of the President to act as an Ambassador within the conditions of this operating procedure.
- 15.1.4. Authority and Responsibility: When the appointment is given to the Ambassador, the President or staff shall define the scope of authority and the purpose to be fulfilled. The President, through staff, shall present the Ambassador with a letter of introduction, or credentials, suitable for presentation to the international organizations to be visited. Further, the Ambassador shall be provided with a kit concerning the formation of chapters. This kit would be left with the group visited by the Ambassador. The Ambassador will not vote or speak on behalf of ASHRAE regarding policies unless authorized by the President. (91-06-23-17)
- 15.1.5. Report: Following each assignment, the Ambassador will make a written report to the President.
- 15.1.6. Term of Appointment: The term of the Ambassador will coincide with the term of the specific trip involved.

16. **PERMANENT BOARD SUB-COMMITTEES (TYPICAL)**

- 16.1. [Diversity, Equity, and Inclusion \(DEI\) Subcommittee](#)

17. REPRESENTATIVES NOMINATED BY TECHNICAL COMMITTEES

Reference Manual, Board of Directors

- 17.1. Appointments to represent the Society in a specific research area shall be made by the chair of the Research Administration Committee, and those to represent a specific technical area (except standards) shall be made by the chair of the Technical Activities Committee, with the advice of the TC, TG or TRG or panels at interest, with the advice of the Director of Technology and with the approval of the Coordinating Officer. (ROB 2.421.003.3)
- 17.2. Individuals appointed to represent the Society in a specific standards area and/or codes area shall be made by the chair of the Standards Committee, with the advice of the cognizant Standards Project Committee or the chair of the Code Interaction Subcommittee and the Manager of Standards and approved by the Coordinating Officer. (91-06-23-15/09-10-24-05)
- 17.3. Instructions for their voting shall be given to them by their committee with the proviso that, if there is a new activity, this will first be reported to the Board for its consideration so that the Board will not be giving blanket delegation of authority, but will have approved in advance the character, scope and general contents of this activity. Thereafter, it will be the duty of the committee involved to instruct the intersociety representative as to how to vote to accomplish this. (91-06-23-15)
- 17.4. The Board ex officio member shall be responsible for referring to the Board of Directors actions taken by the intersociety representatives. (62-06-27-07) (See also RAC, TAC and Standards Committee ROB's.)

18. GENERAL INFORMATION

18.1. ASHRAE REGIONAL BOUNDARIES AND CHAPTER LOCATIONS

- 18.1.1. Current map and list of chapters can be located at www.ashrae.org.
- 18.1.2. The organizational structure can be found at www.ashrae.org.
- 18.1.3. A current listing of the Memoranda of Understanding (MOU) can be found at www.ashrae.org.

18.2. CORPORATION LAW

- 18.2.1. As trustees representing the interests of the members of the Society, Officers and Directors must exercise that degree of care and prudence which would be exercised by the ordinarily prudent businessman in connection with the affairs of the corporation.
- 18.2.2. Officers and Directors must act in good faith and cannot act on matters in which they have a self-interest contrary to the interest of the corporation.
- 18.2.3. Officers and Directors are liable personally for any damage or loss which occur from willful negligence or failure to perform their duties.

18.3. CERTIFICATE OF CONSOLIDATION

- 18.3.1. No Officer or Director may receive or be lawfully entitled to receive any part of the net earnings of the Society or any pecuniary profit from the operations of the Society except as may be authorized by the Board of Directors as reasonable compensation for services in effecting one or more of its purposes as the Board of Directors may determine.
- 18.3.2. Each Officer and Director will be indemnified by the Society against expenses actually and necessarily incurred by (the Officer or Director) in connection with the defense of any action, suit, or proceeding in which (the Officer or Director) is made a part by reason of being or having been an Officer or Director of the Society, except in relation to matters as to which (the Officer or Director) shall be adjudged in such action, suit, or proceeding to be liable for willful negligence, misfeasance, or misconduct in the performance of (the) duties of the office; such right or indemnification shall not be deemed exclusive of any other right to which (the Officer or Director) may be entitled under any Bylaw agreement, vote or otherwise.\

18.4. RULES OF THE BOARD

- 18.4.1. Rules of the ASHRAE Board of Directors, authorized by Bylaws Section 4.4, are compiled annually by the staff of the Society from actions of the Board.
- 18.4.2. Rules of the Board are contained in the following volumes:
 - 18.4.2.1. Volume 1 – Principles and Policies

Reference Manual, Board of Directors

- 18.4.2.2. Volume 2 – Standing Rules
- 18.4.2.3. Volume 3 – Standing Rules for Membership
- 18.4.3. Changes to Rules of the Board
 - 18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils and Board members.
 - 18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.
 - 18.4.3.3. To propose a change to an existing ROB, present the current ROB with changes marked by double underlining to designate words proposed to be added and ~~strike through~~ to designate words proposed to be deleted. A proposed change, as a minimum, shall include the complete ROB number (e.g., 2.106.001.2), the proposed change(s) marked as indicated above, and the reason(s) for the change(s).
 - 18.4.3.4. To propose a new ROB, present the wording for the new rule and include a statement indicating a recommended placement of the new rule within the ROB organization. Examples:
 - 18.4.3.4.1. It is recommended that this rule be placed in ROB Volume 1, Principles and Policies
 - 18.4.3.4.2. It is recommended that this rule be placed in ROB Volume 2, Standing Rules
 - 18.4.3.5. To propose rescinding an existing ROB, include in the recommendation the ROB volume in which the rule is located, the rule number or other identification code, and the wording of the rule to be rescinded.
- 18.4.4. **GUIDELINES FOR REVISIONS OR AMENDMENTS TO SOCIETY DOCUMENTS**
 - 18.4.4.1. Certificate of Consolidation - By application to the Secretary of the State of New York.
 - 18.4.4.2. Bylaws - By vote of the Society membership.
 - 18.4.4.3. Rules of the Board of Directors - By motions passed by the Board of Directors.
 - 18.4.4.4. Model Constitutions and Bylaws - By motions passed by Members Council.
 - 18.4.4.5. In case of a conflict, the Society documents are valid in the following order:
 - 18.4.4.5.1. Certificate of Consolidation
 - 18.4.4.5.2. Bylaws
 - 18.4.4.5.3. Rules of the Board
- 18.5. **PROCEDURE FOR CHAPTER BYLAWS UPDATING (12-01-25-11[8])**
 - 18.5.1. The purpose of the model constitution and bylaws is to provide a constitution and bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State not-for-profit law, and Federal and Georgia state laws under which ASHRAE is administered. As such, the constitution and bylaws constitute a legal document which has been approved by the ASHRAE Board of Directors and reviewed by legal counsel.
 - 18.5.2. The model bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This limited flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size.
 - 18.5.3. Acceptable deviations to the model bylaws have been published to permit additional options which are based on experience and changing times in order that the chapters are given the best possible basis for successful operation.
 - 18.5.4. These are the steps which should be followed in updating chapter bylaws:

Reference Manual, Board of Directors

Step	Responsible	Action
1.	Members Council	Provide model constitution and bylaws and list of acceptable deviations;
2.	Regional Chair	Work with chapter president (at CRC or on chapter visit) to update bylaws. <u>If chapter accepts changes:</u>
3.	Chapter	Board of Governors votes to accept changes; President signs and dates updated bylaws and returns to Headquarters.
4.	Staff	If chapter has indicated additional acceptable changes (see Deviations List), staff revises and returns bylaws to chapter for verification, final acceptance and signature. <u>If chapter requests changes or additions which are not on Deviations List</u>
5.	Regional Chair	Refer outstanding questions to staff liaison who refers to Members Council Charter and Bylaws advisor for resolution
6.	Members Council	Provide explanation and ruling to Regional Chair who communicates explanation to chapter.
7.	Chapter	Repeat step 3. <u>If chapter does not accept ruling:</u>
8.	Chapter	Appeal to Members Council who makes the final judgment. Direct questions concerning this procedure to Regional Chair or staff.

19. REGIONS AND CHAPTERS

19.1. REGIONAL MEETINGS AND CONFERENCES

19.1.1. A substantial portion of the operation of a region, particularly as reflected in the annual Chapters Regional Conference, is described in the Manual for Conducting Chapters Regional (Committee) Conferences.

19.1.2. DEFINITIONS

19.1.2.1. Regional Meetings: The term Chapters Regional Committee (CRC) designates a business meeting of the delegates of the chapters in a region. Workshop-type discussion may be included.

19.1.2.2. Regional Conference: A Chapters Regional Conference includes ~~both~~ a business CRC meeting, caucus, and a minimum period of three hours set aside for technical sessions and field trips plus four (4) workshops as needed, led by the respective Regional Vice Chairs. -of four hours' duration each, led by the five Regional Vice Chairs. (e.g.; Chapter Technology Transfer, Government Affairs, Grassroots Government Advocacy, Membership Promotion, Research Promotion, Student Activities, Young Engineers in ASHRAE)

19.1.3. REFERENCE

19.1.3.1. Both regional meetings and regional conferences are described in the Manual for Conducting Chapters Regional Conference (CRC Manual).

19.1.3.2. Each DRC should become familiar with this Manual to determine the DRC's responsibilities for these activities.

19.1.4. ATTENDANCE

Reference Manual, Board of Directors

- 19.1.4.1. There shall be present at each Chapters Regional Committee meeting two Society officers, including, if possible, the President, the President-Elect or the Treasurer; all such official attendees' travel expenses shall be reimbursed in accordance with the Travel Reimbursement Policy. The "team" will usually be headed by the President, the President-Elect or the Treasurer.
- 19.1.4.2. A chapters regional conference is an important occasion; the host chapter will have prepared for it at least a year in advance. Each of the assigned "team" should feel obligated to attend all planned functions. If bus trips are arranged, they should go "with the crowd," rather than by private car. At receptions and cocktail hours, they should "circulate," meeting everyone present, if possible. During business sessions, they should be prepared to answer delegates' questions.
- 19.1.4.3. Social events will frequently include a banquet and a luncheon. A prepared talk by the President, the President-Elect or the Treasurer is expected at one of these functions, and by the other "team member" at one of these or other major functions of the regional conference. These talks may be on Society affairs or progress. Although such a talk may contain paragraphs presented elsewhere, spontaneity will be improved if a separate presentation, preferably with new data, is prepared for each occasion.
- 19.1.4.4. The number of such assignments will vary with the office and with the requirements and specific availability of staff participation. The President, the President-Elect and the Treasurer may expect to attend three to four such meetings each; the Vice Presidents will probably attend three, in addition to their own regional conferences, special meetings and optionally, those which may immediately precede or follow an Executive Committee meeting.
- 19.1.4.5. A Director and Regional Chair nominee may attend one CRC in another region prior to beginning their three-year term. Each Director and Regional Chair is authorized to attend a maximum of two regional conferences in another region during the first two years of the three-year term. (12-01-25-11[9])
- 19.1.4.6. The incoming Regional Chair nominee shall attend one CRC meeting prior to their term and may substitute for the outgoing Regional Chair at a CRC meeting of choice in another region in the spring of the year. (74-02-07-27)
- 19.1.4.7. The Regional Chair shall be responsible for inviting and directing the Nominating Committee Member, Alternate, and newly elected Member and Alternate to attend all meetings of the CRC, including the caucus and executive session, and the Manual for Conducting Chapters Regional Conferences shall be revised to reflect this change. (74-02-07-29)
- 19.1.4.8. The **Director and** Regional Chair shall have the option of sending the General Chair-Designate from the Host Chapter to a CRC Meeting in their own or another region, if the **Director and** Regional Chair deems it beneficial to the region, and transportation expenses shall be paid. (74-06-27-25)
- 19.1.5. **REPORT** (97-01-29-18)
 - 19.1.5.1. It is the responsibility of the **less senior officer Vice-President** attending a **chapters regional conference (CRC)** to prepare a report on the conference. The report should cover such subjects as conference announcement, protocol, business meetings, technical sessions, workshops, social activities, arrangements, or any other aspect of the conference on which the officer wishes to comment. The report should also include a list of the action items from the business meeting.
 - 19.1.5.2. Following the conference, the officers in attendance should meet with the Director and Regional Chair, the chair of the CRC organizing committee, the next year's chair of the CRC organizing committee, and others as appropriate (the chair of the CRC organizing committee two years into the future, visiting Society BOD members, and ASHRAE staff) to discuss the conference, its strengths and areas where and how it could be improved. The Director and Regional Chair and the chair of the CRC organizing committee should receive a copy of the officer's written report.
 - 19.1.5.3. The written report should be distributed to all of the members of ExCom, and it should be an agenda item for the next meeting of the Executive Committee.

19.2. ASSISTANCE TO CHAPTERS

Reference Manual, Board of Directors

19.2.1. MANUAL FOR CHAPTER OPERATIONS

- 19.2.1.1. A Manual for Chapter Operations is furnished to the DRC and to chapter officers. This manual incorporates the ideas generated at the conference of the Members Council for the proper operation and direction of chapter activities
- 19.2.1.2. The DRC should assist the chapters in the use of this manual and stress the importance of complying with the procedures outlined therein. It should be followed in principle and any variations should be only those deemed essential because of local conditions.
- 19.2.1.3. At the beginning of each new Society year the DRC should personally contact each incoming chapter president and determine that each has a manual, and that the other chapter manuals have been placed in the hands of the incoming chapter officers. The DRC should also stress at this time the importance of completing and mailing the Chapter Information Questionnaire.

19.2.2. CHAPTER MODEL BYLAWS

- 19.2.2.1. Model Chapter Constitution and Bylaws have been approved by the Board of Directors.
- 19.2.2.2. The purpose of the Model Constitution and Bylaws is to provide a Constitution and Bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State Not-for-Profit Law, and Federal and Georgia State Laws under which ASHRAE is administered.
- 19.2.2.3. The Model Constitution and Bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size. The DRC should make sure that the chapter constitution and bylaws have been approved by Members Council, and, if they are not, that steps are taken to revise them in accordance with the Model Chapter Constitution and Bylaws. Copies of correspondence between chapters and Members Council should be sent to the DRC
- 19.2.2.4. Chapters' bylaws are updated every five years. Each DRC will receive a list of chapters in their region whose Bylaws have been updated and sent to the chapters for approval. DRCs should follow up with chapters to ensure that action is taken on the updated bylaws. The Procedure for Chapter Bylaws Updating is in [14.5](#)

19.2.3. COMMUNICATIONS

- 19.2.3.1. Communications between the DRC and the chapters in the region are necessary in order to keep the DRC advised of the activities of the chapters; and, in order that the DRC may give to the chapters information and advice which will enable them to improve operations.
 - 19.2.3.1.1. The "Chapter Information Questionnaire" is a valuable tool to assist the DRC, the various Regional Vice Chairs and various departments at headquarters in determining which individual in the chapter to direct correspondence to. The DRC must acquire these before the beginning of the Society Year on July 1 and distribute them to all pertinent parties. The DRC must ensure that the Chapters provide revised copies when changes have been made.
- 19.2.3.2. The DRC must establish early in the term that "no answers" and "slow answers" from chapters to the DRC or the Regional Vice Chairs or other ASHRAE correspondents are not in the best interest of the chapters, the region, or the Society and represent unacceptable performance
- 19.2.3.3. Newsletters are used by the DRC for circulation to officers of the chapters within the region. The contents of such letters include decisions of the Board of Directors of the Society which are applicable to chapter operations; status of regional motions; Society activities which should be called to the attention of the chapters; and information which will help chapters to schedule speakers, develop membership, improve programs, etc. A newsletter can provide an excellent medium of interchange among chapters. (Exchange of newsletters among DRCs also gives ideas for format and content.) (99-01-27-44)

Reference Manual, Board of Directors

- 19.2.3.4. Questionnaires may be necessary from time to time to obtain information on chapter activities necessary for coordination or information. These questionnaires may be used for the purpose of gathering information on membership dues, number and class of members in the chapter, cost of chapter activities, and the character of special activities
- 19.2.3.5. Communication by telephone as well as by letter or electronic communication may be necessary, particularly for making arrangements for regional meetings and in coordinating activities of two or more chapters. (12-01-25-11)

19.2.4. VISITS TO CHAPTERS

- 19.2.4.1. Visits to chapters by the DRC, or by one of the regional officers should be made as frequently as is necessary, but not less than once per year. One visit per year should be considered official. A meeting with the chapter Board of Governors should always be a part of the official chapter visit. (92-01-29-34A/03-07-02-12)
- 19.2.4.2. Visitation with the members of the Board of Governors and with the members of the chapter provides the most effective means of measuring the quality of leadership being provided, the quality of meeting programs, and the attitude of the membership.
- 19.2.4.3. The meeting with the Board of Governors should be for the purpose of assisting them with the operations of the chapter and of resolving chapter problems. Informality and exchange of information should be the keynote of such meetings.
- 19.2.4.4. At meetings with the Board of Governors and with officers, the following subjects are typical of items that should be discussed:
 - 19.2.4.5. Chapter membership and development.
 - 19.2.4.6. Chapter programs, securing speakers, arranging social meetings, etc.
 - 19.2.4.7. Chapter finances.
 - 19.2.4.8. Chapter educational programs, cooperation with student branches and chapter support for scholarships.
 - 19.2.4.9. Emphasis on the necessity of student membership and chapter relations with local colleges to interest students in Society and professional careers.
 - 19.2.4.10. Encouragement of chapters to have meaningful continuing chapter seminars and educational programs for all levels of ability of chapter membership, including student membership.
 - 19.2.4.11. Research programs, research resources and fund-raising activities.
 - 19.2.4.12. Special projects of a regional or international scope.
 - 19.2.4.13. Consideration of members for service on Society committees, for honors and awards, for recommendation to the Nominating Committee, etc.
 - 19.2.4.14. Any other appropriate item of conduct or operation of the chapter, the region, and the Society at large, such as Society goals, chapter membership attendance at Society meetings and CRC meetings, chapter scholarship programs, etc.
 - 19.2.4.15. In summary, reviewing the current status of the chapter relative to achieving a par performance on PAOE points in the various categories provides lively discussion with a clear objective.

19.3. REGIONAL COMMITTEES (optional)

- 19.3.1. Regional committees or subcommittees of CRCs may be established as standing or special committees, as required by circumstances. The DRC may appoint such committees, soliciting approval of the Members Council when such approval is deemed necessary or desirable.
 - 19.3.1.1. Typical subjects which may be considered by regional committees are:
 - 19.3.1.1.1. Financing of regional meetings.
 - 19.3.1.1.2. Programs for regional meetings.
 - 19.3.1.1.3. Regional sponsorship of a scholarship fund.
 - 19.3.1.1.4. Regional sponsorship of invitations for meetings of the Society in the regions and for cooperation of chapters in assisting the Conferences and Expositions Committee for such meetings. (12-01-25-11)

Reference Manual, Board of Directors

19.3.1.1.5. Regional historical programs.

19.4. SPECIAL PROGRAMS

19.4.1. The DRC may be called upon from time to time to sponsor special programs in the region.

19.4.1.1. Liaison with the principal committees of the Society is an example. For example, the Membership Promotion Committee has a member who is responsible for liaison with chapters in one specific region through the DRC for the purpose of following up on delinquent members.

19.5. CHAPTER RESPONSIBILITY AS HOST CHAPTER TO SOCIETY

19.5.1. The DRC should assist the chapter in their region selected as Host Chapter for a Winter or Annual Meeting of the Society. The DRC should provide advice and counsel on the responsibilities of the Host Chapter and the proper organization to accomplish these responsibilities. The DRC should see to it that the chapter coordinates its activities with the assigned Society staff members. The DRC should sit at the head table during the luncheon and dinner meeting and make suitable presentations or addresses as required.

19.5.2. The Manual for Host Chapters for Society Meetings should be used by the DRC as the authority for the necessary chapter activities.

19.6. CHAPTER OR REGIONAL ACTIVITIES RELATING TO OTHER ORGANIZATIONS

19.6.1. It is the responsibility of the DRC to review the activities of the chapters in the region and to instruct the chapters to avoid any chapter or regional membership or affiliation with any organization where such a liaison would compromise the following regulations:

19.6.2. The following provisions of Section 501(c)(3) of the Internal Revenue Code (upon which the Society's Certificate of Consolidation and Bylaws are based):

19.6.2.1. Organized and operated exclusively for "...scientific ...or educational purposes...."

19.6.2.2. No substantial part of the activities are related to propaganda or attempts to influence legislation.

19.6.2.3. No participation in any political campaign.

19.6.3. The purposes listed in item 7(1) of the Certificate of Consolidation.

19.6.4. No chapter or region should join or affiliate with any organization if there is any appearance of the organization being engaged in commercial activities. (Manual for Chapter Operations)

19.6.5. The only exposition activities that the Society will sponsor in the U.S. shall be the International Air-Conditioning, Heating and Refrigerating Exposition jointly sponsored with AHRI. Participation in any form by a chapter or region of the Society in an Exposition in the U.S. is contrary to the contractual agreement with the International Exposition Company, and is not permissible, except as allowed by the Manual for Chapter Operations or as stipulated in License and Royalty Agreement between the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and the Air-Conditioning and Refrigeration Institute and the International Exposition Company, Incorporated dated January 18, 1990 and any amendments thereto. (ROB 2.104.019.2)

19.6.6. Chapters may co-sponsor conferences subject to the *Guidelines for Co-sponsored Conferences* (ROB Volume 3)



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MANUAL OF PROCEDURES

XXXX Committee

Commented [Ma2]: Change "Roberts Rules" reference to "ASHRAE Simplified Rules of Order " in the notes below....

Commented [KC3]: There is never a need to specify anything that is contained in overarching ROB volumes. For example, election procedures, voting procedures unless they vary from ~~Roberts rule of order~~ ASHRAE Simplified Rules of Order.

In general, less is more. If it does not pertain to the "what" of the committee operation, it doesn't belong in the MOP.

There are some suggested entries in the sections. Each section should be specific to the committee.

Commented [KC4]: MOPs contain the minimum information required to delineate duties and responsibilities of the committee – the "WHAT" and not the "how". The committee reference manual is the repository for "HOW" to accomplish the duties and responsibilities outlined in the MOP.

Commented [KC5]: Where "Xs" appear, the name of the committee or ROB number is substituted.

Approved by :
Date:

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Commented [KC6]: •The Table of Contents is 'updated' by 'right' clicking on the field and choosing 'update field'.
○This automatic Table of Contents requires the major section heads to be of type "Heading 1" and the underlying information be of indented paragraph type 1.1.1. The latter will not be included in the TOC as it is formatted

FORWARD (Not part of MOP)

This Manual of Procedures (MOP) details the operating procedures followed in carrying out the general responsibilities of the XXXX Committee as prescribed in the ROB. Refer to ROB x.xxx.xxx.x for the current operating procedures. The committee may have additional duties and responsibilities that are not included in this document.

Commented [KC7]: The forward is NOT a part of the MOP and does not need approval by a higher body.
 If the committee needs things like a list of acronyms, this is the place to put them as you don't want to have to ask for MOP approval when something changes.
 Do not put the scope, purpose, mission statement or whatever in here as that should be part of the 'general responsibilities' and a formal part of the MOP.

1. **GENERAL RESPONSIBILITIES**

- 1.1. Maintain a reference manual for the SRC, containing an operational plan for SRC and the regular review of the rules.
- 1.2.

Commented [KC8]: •This could be scope and purpose of the committee
 •It could also be a listing of general responsibilities or aims of the committee that **expand** on the enabling ROB
 •It is not a restatement of the ROB
 •It is not a 'random' statement of what a MOP is.
 •It **does not** need a disclaimer "only part of responsibilities"
 The forward makes it clear that the ROB is the overarching document. It is obvious that committees may do more than is currently in their MOP so it is not necessary to say it.

2. **MEMBERSHIP**

- 2.1. Membership on this committee is specified by ROB x.xxx.xxx.xx
- 2.2. Put any special conditions for membership that are not specified in the ROB here. (example: Nominating committee membership is governed by the Society Bylaws and not the ROB) (example: the development committee has a special rule for members representing other committees and their liaison role)
- 2.3.

Commented [AT9R8]: Agree

Commented [KC10]: •Generally, the ROB delineates what constitutes the membership of the committee – qualifications and number.
 •Normally specific number of members or how they are chosen are bit included here. The ROB specifies this as necessary and it may change from time to time.
 •If there are special circumstances or conditions on members that are not specified in the ROB, this is where they would go.

3. **CHAIR RESPONSIBILITIES**

- 3.1. Preside over meetings governed by the current edition of ~~Roberts Rules of Order~~, Newly Revised ASHRAE Simplified Rules of Order.
- 3.2. Assign a mentor for all incoming members in accordance with ROB 2.105.002.4
- 3.3. Appoint or reappoint ad hoc subcommittees with one-year term as needed
- 3.4. Appoint subcommittee chairs and members for standing subcommittees identified in ~~section~~ Section 8
- 3.5. Review and approve draft meeting minutes for final approval by committee
- 3.6. Call additional meetings as needed
- 3.7. Prepare Management by Objectives (MBO) for the committee

Commented [AT11R10]: Agree

Commented [KC12]: •Only specify the major responsibilities that almost all committees have in common.
 •This section does not contain detailed information about 'how' to discharge the duties of the office. That should be in the reference manual.

Commented [AT13R12]: Agree

Commented [KC14]: Members
 •Specific member responsibilities belong in a reference manual unless specifically delineated by the ROB authorizing the committee.
 •DO NOT put things like "Members are expected to attend" This goes without saying and just adds unnecessary information

Commented [AT15R14]: Agree

Commented [KC16]: a. Staff are assigned to a committee by ASHRAE and specific staff positions are not named unless specifically delineated by the committee ROB.
 b. Staff does not "report" to the committee, so they cannot be 'assigned' duties by the committee. They may have responsibilities agreed upon.
 c. Specific duties are kept in the reference manual as they can change from time to time.

4. **VICE CHAIR RESPONSIBILITIES**

- 4.1. In the absence of the Chair, preside over meetings
- 4.2. Perform other duties as assigned by the Chair
- 4.3. If the Chair is unable, assume all duties of the Chair until a successor is appointed
- 4.4.

Commented [AT17R16]: Agree

5. **STAFF LIAISON ASSIGNMENTS**

- 5.1. In cooperation with the assigned committee member, prepare draft minutes
- 5.2. Staff are assigned by ASHRAE executive at their discretion unless specified in the ROB
- 5.3.

Commented [KC18]: •This is an overview of Liaisons FROM the committee to other committees and should not address what liaisons to the committee do – that is detailed in the other committee's MOP

6. **LIAISON RESPONSIBILITIES**

Commented [AT19R18]: Also the liaisons propose any motions from the committee to the council or next level up committee.

6.1. As directed, convey information to committees the appointed person is liaison to, and report back on activities undertaken by those committees that are relevant to this committee.

6.2.

7. **STANDING** SUBCOMMITTEES

7.1. MOP Review

7.2.

8. **SPECIAL** REQUIREMENTS

Commented [KC20]: The duties of any 'standing subcommittees' are delineated here. What, not how. Only identify subcommittees that are expected to be formed every year. Each subcommittee has its own subsection with its duties underneath. There is no need to mention ad hoc subcommittees because their formation is at the discretion of the Chair and is covered in their responsibilities

Commented [AT21R20]: Agree

Commented [KC22]: Some committees will have special requirements that are not covered by the enabling ROB. Most of the time, they would be embedded within the section to which they pertain and there would be no need for this section.

Commented [AT23R22]: Agree



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MANUAL OF PROCEDURES

SOCIETY RULES COMMITTEE

Approved by SRC ~~June 24, 2020~~ February 7 2023

~~2020~~

Approved by BOD ~~TBD~~ July 1,

MANUAL OF PROCEDURES (MOP)
SOCIETY RULES COMMITTEE

1 INTRODUCTION

- 1.1 This Manual of Procedures (MOP) details the operating procedures followed in carrying out the general responsibilities of the Society Rules Committee (SRC) as prescribed in the ROB.
- 1.2 The MOP provides a description of some, but not all, of the duties and responsibilities of the SRC chair, members, and staff liaison.

2 GENERAL RESPONSIBILITIES OF THE SRC

- 2.1 Review all changes to Society rules. Preferably this should be done and reported on before Board consideration. Report findings to the Board of Directors in a timely manner.
- 2.2 Review all actions of the Board for consistency with Society rules. (Clarify or return to the Board any actions that are ambiguous or inconsistent with the Rules of the Board).
- 2.3 Initiate, review and/or approve Society ROB and MOP changes as authorized by the Board, including maintenance of the MOPs from those committees listed in Section 8.
- 2.4 Advise all standing bodies when changes to their rule-related documents are needed. Provide oversight and review of the Rules of the Board for all councils and committees.
- 2.5 Implement editorial or minor changes as needed to the Rules of the Board and maintain a Log of those changes. The Log shall be reported to the Board of Directors as an information item.

“ROB 2.424.003.6 When editorial or minor changes are needed to the Rules of the Board, this committee is empowered to make such changes provided they are reported to the Board of Directors at or before its next scheduled meeting. Minor changes generally include matters that do not directly change overall organizational structure, policies or fiscal matters. This committee may designate changes as minor only by unanimous consent.”

- 2.6 Maintain a reference manual for the SRC, containing an operational plan for SRC and the regular review of the rules.
- 2.7 Maintain Committee Responsibility (Job Description) documents.

3 MEMBERSHIP

- 3.1 The membership shall be in accordance with the respective ROB.
- 3.2 Three (3) of the six (6) voting members, on the committee should be designated as a liaison, one (1) for each of the three (3) society councils.

4 RESPONSIBILITIES OF THE CHAIR

- 4.1 Preside over meetings of the SRC.
- 4.2 Prepare reports for the Board of Directors and SRC as required.
- 4.3 Assign a mentor for each new committee member.
- 4.6 Assign members to tasks or a specific Volume of the ROB based on their strengths whenever possible. Each member should become very familiar with the existing documents and rules to which they are assigned. Assignments are generally made for each Volume of the ROB, MOP, Training materials, and Reference Manual.
- 4.4 Designate **tasks** groups as needed to discharge SRC duties.
- 4.5 Call additional meetings of the SRC as needed to respond to workload.
- 4.6 Prepare annual Management by Objectives (MBOs)for the SRC.

5 RESPONSIBILITIES OF THE STAFF LIAISON

- 5.1 Maintain all official SRC reports, correspondence, and documentation of SRC actions taken by committee members individually and collectively.
- 5.2 Assist the Chair with preparation of the agendas and supporting documentation for SRC meetings, and provide this information to the SRC members prior to the meeting.
- 5.3 Generate and submit meeting minutes to the Chair for **review and approval** prior to distribution to the Committee within 30 days after committee meetings.
- 5.4 Implement actions approved by the SRC including but not limited to, ROB revisions and Log entries.
- 5.5 Assist the committee as necessary in the management of rule-related documents including any websites.
- 5.6 Submit to SRC prior to each SRC meeting (in-person or conference call) a summary of ROB changes made since the last SRC meeting (in-person or conference).

6 RESPONSIBILITIES OF ALL SRC MEMBERS

- 6.1 Attend all committee meetings.
- 6.2 Act as a liaison to councils or committees, as assigned. Each council shall have a SRC member liaison assigned each year. Liaisons shall interface with appropriate subcommittees as needed.

- 6.3 Keep current on all standing documents and rules approved by the Board of Directors or the membership.
- 6.4 Fully participate in all assigned activities and complete assignments by the designated time.

7 RESPONSIBILITIES OF COUNCIL LIAISONS

- 7.1 Represent the interests of the Council
- 7.2 Assist council with SRC Guidelines for ROB and MOP revisions
- 7.3 Expedite business between the Council and SRC

8 MOPS UNDER THE PURVIEW OF SRC

<u>MOPs approved by SRC</u>		<u>MOPS maintained by SRC</u>
<ul style="list-style-type: none"> • Executive • Finance • Nominating • Planning • President-Elect Advisory • Members Council • Pub & Ed Council • Tech Council • Society Rules 	<ul style="list-style-type: none"> • Building Energy Quotient • Life Members Club • College of Fellows • Audit • Development • Joint Exposition Policy • Scholarship • Foundation 	<ul style="list-style-type: none"> • Society Rules • Manual of Procedures for Officers and Directors

9. Mentoring Program

The Chair shall assign experienced committee members to serve as mentors to incoming members for their first year of service and take other actions needed to train and assist new members to be effective in their position.