



MINUTES
BOARD OF DIRECTORS MEETING

Tuesday, April 20, 2021

Approved by the Board of Directors May 24, 2021.

TABLE OF CONTENTS
Board of Directors Meeting
Tuesday, April 20, 2021

CALL TO ORDER	2
CODE OF ETHICS	2
ROLL CALL / INTRODUCTIONS	2
REVIEW OF MEETING AGENDA	2
APPROVAL OF MINUTES	2
REVIEW OF ACTION ITEMS	2
JANUARY 29, 2021	2
FEBURARY 4, 2021	2
FEBRUARY 23, 2021	2
EXOM REPORTS TO THE BOD	2-4
FEBRUARY 5, 2021	2-3
MARCH 4, 2021	3
MARCH 25, 2021	3
APRIL 12, 2021	4
PROPOSED BYLAWS CHANGE	4-6
VISION 2030 AD HOC REPORT	6-7
SOCIETY TRANSFORMATION AD HOC REPORT	7-10
PLANNING COMMITTEE REPORT	10-11
EXECUTIVE SESSION	11
OLD BUSINESS	11-12
SUPPORTING CHAPTERS IN THE VIRTUAL ENVIRONMENT	11-12
UPCOMING MEETINGS	12
ADJOURNMENT	12

PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting

Tuesday, April 20, 2021

No. - Pg.	Motion
1 - 2	The minutes from the January 29, 2021, February 4, 2021, and February 23, 2021 Board of Director meetings be approved.
2 - 2	ExCom recommends to the Board of Directors that the Memorandum of Understanding (MOU) with International Association (IUVA), as shown in ATTACHMENT B, be approved.
3 - 4	ExCom recommends to the Board of Directors that the Memorandum of Understanding (MOU) with Federation of European Heating, Ventilation and Air Conditioning Associations (REHVA), as shown in ATTACHMENT C, be approved.
4 - 4	<p>Society Rules Committee recommends to the Board of Directors that ASHRAE Bylaw section 5.1 Officers be revised to show that terms for the Vice-President position change from one year to two years as noted below:</p> <p style="text-align: center;">Section 5.1 Officers. The officers of the Society shall be the President, President-Elect, Treasurer, Vice Presidents, and Executive Vice President acting as Secretary. The President-Elect <u>and</u> Treasurer, and elected Vice Presidents shall each be elected annually at the annual meeting of the Society, and their terms of office shall continue until their successors have been elected and installed. <u>Vice Presidents shall be elected at the annual meeting to serve two (2) year terms with terms staggered so that only two (2) Vice Presidents are elected each year. All terms of office shall continue until successors have been elected and installed.</u> Elected officers shall receive no salary, emolument, or compensation for services rendered to the Society as officers. The Treasurer and the Vice Presidents shall be eligible for re-election to the same office for one additional consecutive year. <u>Vice-Presidents shall not be eligible for re-election to the same office for an additional two (2) year term immediately following the completion of their current two (2) year term.</u> The President shall not be eligible to serve in the same office, and the President-Elect shall not be eligible for re-election to the same office, for an additional consecutive year.</p>
6 - 9	<p>Motion 5:</p> <p style="text-align: center;"><i>The Board of Directors amend the Certificate of Consolidation to reflect the new Headquarters address and change the minimum number of directors to nine (9), edits noted in ATTACHMENT F.</i></p> <p>be postponed until the June 24, 2021 Board of Directors meeting.</p>
8 - 9	<p>Motion 7:</p> <p style="text-align: center;"><i>The size of the Board of Directors be reduced from 31 to 16 members.</i></p> <p>be postponed until the June 24, 2021 Board of Directors meeting.</p>
10 - 10	<p>Motion 9:</p> <p style="text-align: center;"><i>The Society Bylaws be amended, as noted in ATTACHMENT G.</i></p> <p>be postponed until the June 24, 2021 Board of Directors meeting.</p>
11 - 10	The Planning Committee recommends to the Board of Directors that the 2019-24 Strategic Plan be extended by one year with a mid-term update.

ACTION ITEMS

Board of Directors Meeting

Tuesday, April 20, 2021

No. - Pg.	Responsibility	Summary of Action	Status
1 -	Mr. Littleton	Prepare a report on European membership growth, publications, training, and the impact of dealing with other organizations ExCom review. (Carryover from March 22, 2019)	
2 - 6	Nominating Committee	Develop a plan to address the transition of Vice Presidents to two-year terms in the event that the membership approves the Bylaws change to section 5.1.	
3 - 9	Mr. Littleton	Investigate the timing of the virtual Annual Conference BOD meetings and the official Meeting of the Members.	



MINUTES

BOARD OF DIRECTORS MEETING

Tuesday, April 20, 2021

MEMBERS PRESENT:

Chuck Gulledge, President
Mick Schwedler, President-Elect
Farooq Mehboob, Treasurer
Don Brandt, Vice President
Bill Dean, Vice President
Tim McGinn, Vice President
Bill McQuade, Vice President
Jeff Littleton, Secretary
Chris Phelan, Region I DRC
Jeff Clarke, Region II DRC
Dunstan Macauley, Region III DRC
Steve Marek, Region IV DRC
Doug Zentz, Region V DRC
Rick Hermans, Region VI DRC
Chris Gray, Region VII DRC
Randy Schrecengost, Region VIII DRC

Tyler Glesne, Region IX DRC
Devin Abellon, Region X DRC
Russell Lavitt, Region XI DRC
Robin Bryant, Region XII DRC
Andres Sepulveda, Region XIV DRC
Ahmed Alaa Eldin Mohamed, RAL DRC
Kelley Cramm, DAL
Wade Conlan, DAL
Ken Fulk, DAL
Katherine Hammack, DAL
Jaap Hogeling, DAL
Sarah Maston, DAL
Chandra Sekhar, DAL
Adrienne Thomle, DAL
Ashish Rakheja, DAL

GUESTS PRESENT:

Ginger Scoggins
Ronald Gagnon
Mark Tome
Eileen Jensen
Richie Mittal
Dru Crawley

Art Giesler
Kishor Khankari
Sheila Hayter
Tim Wentz
Tom Phoenix
Darryl Boyce

STAFF PRESENT:

Candace DeVaughn, Manager - Board Services
Chandrias Jacobs, Coordinator - Board Services
Joyce Abrams, Director - Member Services
Vanita Gupta, Director - Marketing
Kim Mitchell, Chief Development Officer
Mark Owen, Director - Publications & Education
Stephanie Reiniche, Director - Technology
Alice Yates, Director - Government Affairs
Annmarie Wilhoit, Accounting Manager

Tony Giometti, Sr. Manager - Conference Programs
Daniel Gurley, Manager - Membership & Member
Contact Center

CALL TO ORDER

Mr. Gulledge called the meeting to order at 8:01 am.

CODE OF ETHICS

Mr. Gulledge read the code of ethics commitment and advised that the full code of ethics and core values statements are available online.

ROLL CALL/INTRODUCTIONS

Roll call was conducted. Members, guests, and staff in attendance as noted above.

REVIEW OF MEETING AGENDA

Mr. Gulledge reviewed the meeting. There were no changes or additions.

APPROVAL OF MINUTES

Mr. Macauley moved and Ms. Hammack seconded that

1. The minutes from the January 29, 2021, February 4, 2021, and February 23, 2021 Board of Director meetings be approved.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

REVIEW OF ACTION ITEMS**JANUARY 29, 2021**

The action item was reported as ongoing and assignment was transferred to staff.

AI - 1**FEBRUARY 4, 2021**

The action item was reported as complete.

FEBRUARY 23, 2021

The action item was reported as complete.

Mr. Littleton shared a spreadsheet (ATTACHMENT A) outlining how staff fees are calculated and allocated for the Annual and Winter Conferences. He reported that staff time is added, and business expenses of the Society are removed so that the members are not paying for the business of ASHRAE.

Mr. Littleton reported that the spreadsheet will also be shared with the Finance Committee.

EXCOM REPORTS TO THE BOD**FEBRUARY 5, 2021**

Mr. Gulledge reported that ExCom had no recommendations, information items only.

He reported that a new task force, the International Standards Interaction Committee, was formed. The task force was created following a defeated motion; ExCom felt a task force was a better path as opposed to a new standing committee. A team has been identified and a charge has been created. He

reported that appointments have been sent and all members have accepted. A formal announcement from Society on the task group is forthcoming.

Mr. Gulledge reported that the Planning Committee was tasked with considering the extension of the current strategic plan. Ms. Maston advised that this item would be covered in the committee's report to the BOD at this meeting.

MARCH 4, 2021

Mr. Gulledge reported that ExCom had no recommendations, information items only.

He reported that ExCom provided feedback on the Research Strategic Plan. No additional updates are available at this time.

Mr. Gulledge reported a new three-year work plan with UNEP was developed. A coordinated press release is currently being developed.

MARCH 25, 2021

Mr. Gulledge moved that

2. ExCom recommends to the Board of Directors that the Memorandum of Understanding (MOU) with International Association (IUVA), as shown in ATTACHMENT B, be approved.

Mr. Gulledge reported that the proposed MOU is an opportunity that came to light as a result of the pandemic. He added that this is a strategic and important opportunity for ASHRAE.

MOTION 2 PASSED (Unanimous Voice Vote, CNV).

Mr. Gulledge reported that Ms. Platt Gulledge is the liaison to FGI and provided an update to ExCom. He continued that she and her team succeeded in getting Standard 170 republished in the FGI guidance. Mr. Gulledge reported that this is a huge win for ASHRAE. He asked BOD members to congratulate Ms. Platt Gulledge and her team on the work they did on behalf of Society.

Mr. Gulledge reported that ExCom approved pursuing a new MOU with American Association of School Administrators (AASA).

He reported that ExCom unanimously approved (chair voting) a new ETF statement on SARS CoV-2 transmission.

Mr. Gulledge reported that ExCom unanimously approved (chair voting) a PPIB statement on decarbonization. The new statement is being adopted quickly, as is the work of the Decarbonization Task Force. The PPIB is now in the hands of GAC for their use.

Mr. Gulledge reported that travel recommendations for CRCs have been set. Mr. Schwedler thanked members of the BOD for their feedback. He stated that the goal is to continue to serve the members and the feedback from DRCs has helped tremendously.

APRIL 12, 2021

Mr. Gulledge moved that

3. ExCom recommends to the Board of Directors that the Memorandum of Understanding (MOU) with Federation of European Heating, Ventilation and Air Conditioning Associations (REHVA), as shown in ATTACHMENT C, be approved.

Mr. Gulledge reported that ExCom approved this MOU and it is being presented to the BOD for consideration to reinvigorate an MOU that has expired. Senior officers, with the inclusion of Mr. Sepulveda, Mr. Olesen, and Mr. Wentz met with REHVA leadership to iron out and reinvigorate the MOU.

MOTION 3 PASSED (Unanimous Voice Vote, CV).

Mr. Gulledge reported that ExCom discussed a new MOU with National Institute of Building Sciences (NIBS). Presidential Member Phoenix and Mr. Curlin currently sit on the BOD of NIBS; will be leaders in helping to craft this new opportunity. NIBS is being run under a whole new management structure and there are opportunities for ASHRAE and NIBS to work together for the good of the industry.

PROPOSED BYLAWS CHANGE

Mr. Fulk reported that based on discussion at the last BOD meeting, SRC prepared a revised recommendation. Mr. Fulk moved that

4. Society Rules Committee recommends to the Board of Directors that ASHRAE Bylaw section 5.1 Officers be revised to show that terms for the Vice-President position change from one year to two years as noted below:

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

Mr. Littleton reminded BOD members that a Bylaws change requires a 2/3 majority vote to move forward to a member ballot.

Mr. Fulk addressed what would happen if a Vice President left unexpectedly. He stated that the recommended change does not change any past practices. The process that has been followed in the past is that someone is appointed to fill the position for the remainder of the term.

Ms. Hayter added that her recollection is that the process for replacing a Vice President is laid out in the Rules of the Board. She reiterated that the recommended changes do not override the ROB.

Mr. Macauley stated that this point was discussed by SRC and it was determined that the ROB has requirements for replacing an officer who resigns or is removed for cause. He stated that the proposed change does not impact that process.

Mr. Littleton stated that section 4.3 *Vacancies* of the Bylaws would apply to Vice Presidents as well.

Mr. Fulk reported that if approved by the membership, the next Vice Presidents would be elected as they normally are, except it would be for a two-year term.

Mr. Littleton stated that traditionally, Bylaw amendments are announced at the Meeting of the Members at the Winter Conference Plenary and then included on the spring ballot. There has been discussion of a special ballot this fall. If that were to happen, the Bylaw amendment would be announced at the Annual Conference Plenary and a ballot would be sent in the fall, with the results announced in January.

Mr. Zentz expressed concern that the motion won't change the Society's current practices. He stated concern that if the Transformation Ad Hoc changes move forward what message will be sent by going through the motions of this change, the time lag, and then potentially going through an entire Society change.

Mr. McGinn stated that there will be a transition period that the Nominating Committee will need to deal with. He suggested that if this motion passes, perhaps Nominating Committee could be assigned an action item to address the transition.

Mr. Mehboob stated that the recommendations coming forward from the Transformation Ad Hoc do not impact the Vice President position. So, there is no conflict.

Mr. Hermans expressed concern for the optics of one organizational change after the other. He stated that there is no reason not to address all of the changes at once.

Mr. Gulledge stated that the spirit of the motion is to eliminate the waste of electing the same people for consecutive one-year terms.

Mr. McGinn stated that he was not concerned with the optics. He stated that the Nominating Committee will handle the transition well.

Ms. Maston stated that she is in favor of the motion. She stated that the change gives the membership a clear path of what the leadership of the councils will be.

Mr. Macauley spoke in favor of the motion. He stated that the BOD can approve the motion and determine when it is implemented. This change can be combined with the Transformation Ad Hoc changes if this body so chooses.

Mr. Conlan spoke in favor of the motion. He stated that the amount of time that Nominating spends discussing second-year Vice Presidents could be reduced into perpetuity. He stated that he is in favor of the motion from a leaning perspective.

MOTION 4 PASSED (26:2:0, CNV).

The Nominating Committee will develop a plan to address the transition of Vice Presidents to two-year terms in the event that the membership approves the Bylaw change to section 5.1.

AI - 2

VISION 2030 AD HOC REPORT

Ms. Hayter reported. The full presentation is included in ATTACHMENT D.

Ms. Hayter reported that the ad hoc was formed at the end of the 2019-20 Society year in a joint appointment by Presidential Member Boyce and President Gulledge. The ad hoc was charged with investigating how buildings of the future will be designed, constructed, and operated. Additionally, the group was asked to provide recommendations for what Society can do to be a leading force in the industry. The ad hoc has been meeting by-weekly since the end of July.

She reported that a webpage will be the group's final product and will continuously evolve between now and 2030. In order to support the continuously evolving state of the industry, the ad hoc felt it was important that Society evolve how knowledge and resources are shared. Society needs to be engaged and position itself as a leader.

Proud to report that the initial Vision 2030 webpage will launch next Tuesday. The page is laid out very much like the ETF webpage; each page allows users to drill down for additional information, each page also acknowledges the members that worked to develop the content. Announcements will be made about the launch via a press release and social media.

Ms. Hayter reported that the ad hoc would like the BOD to think about the following:

1. In order for ASHRAE to be a leader in this space, this conversation must be continued after the ad hoc expires at the end of the Society year. The ad hoc recommends that this topic be institutionalized.
2. The intent of the ad hoc is that the webpage be a place where resources can be accessed. The page, therefore, needs a commitment for continuous maintenance.
3. The BOD should lead by example and encourage all of Society to do the same. In doing so, the BOD is helping to facilitate conversations on these topics.

The ad hoc will be developing recommendations on how to continue discussions and how responsibility of this initiative can be responsibly assigned. Final recommendations will be presented at the 2021 Annual Conference.

Mr. Gulledge thanked Ms. Hayter and the team for creating a beautiful piece of work that is a living scenario and not a static report. He stated that this is completely in line with the vision that he and Presidential Member Boyce had when the ad hoc was created. Gulledge stated that the team has his personal thanks, as the work of the ad hoc is in alignment with this year's Society Theme.

Mr. Schwedler expressed his thanks to the ad hoc and stated he was relieved to hear that the group will continue to discuss assignment of this responsibility. He stated that the BOD can begin to streamline and act more strategically and the ad hoc's help with that effort is appreciated.

Mr. Macauley thanked the ad hoc for a great report. He asked if the intent of the webpage is to serve members in HVAC&R industry or if it is intended to serve the broader built environment. He also asked if the ad hoc has been in contact with Society's industry partners that are serving the broader built environment.

Ms. Hayter responded that the primary audience of the webpage is intended to be ASHRAE members, and to position ASHRAE members to be leaders. The page will also be a resource to everyone that needs to have information, similar to the ETF page. The audience outside of ASHRAE members will be much larger than the traditional HVAC&R industry because of the way buildings will be interconnected and the lines between who needs to be informed will be much more blurred than they are now.

Mr. Phoenix reported that the ad hoc has spent some time coordinating their work with other groups within Society, including decarbonization and the Society Transformation Ad Hoc.

Ms. Hayter added that Mr. Boyce has been integral to ensuring that the Vision 2030 ad hoc is in alignment with the Building Ad Hoc as the new Headquarters moves into the operational phase.

Mr. Sekhar stated that it has been a tremendous pleasure to be a part of this ad hoc committee with so much diversity of thought. He expressed his hopes that the momentum continues; Society can play a pivotal role.

It was stated that the final recommendations of the ad hoc may be of interest to the Planning Committee and their preparations for the next Strategic Plan.

SOCIETY TRANSFORMATION AD HOC REPORT

Mr. Wentz reported. He thanked the BOD for giving the ad hoc the opportunity to address them. He reported that the ad hoc has three recommendations for the BOD's consideration.

The ad hoc is on a six-year journey to provide a stronger, faster, and more decisive Society - the ad hoc has been working for two-years and there will be a four-year transition period. Mr. Wentz stated that, if approved, this will likely be one of the largest restructurings that the Society has seen.

Mr. Wentz reported that the ad hoc held over 23 town hall forums. The subcommittees of the ad hoc have put in a tremendous amount of work.

The guiding principles of the ad hoc's recommendations are:

1. Free the BOD/ExCom for strategic operations
2. Remove waste/reduce operating costs
3. Eliminate silos and speed up decision making
4. Push decision making lower down in the organization
5. Be market focused

Mr. Wentz presented the ad hoc's recommendations. The full report is included in ATTACHMENT E.

Mr. Wentz reported that the proposed new BOD size is at the upper range of a lean and strategic BOD but that it is workable for Society. Implementation of the proposed plan will be spread out over four years. He stated that the proposed changes will make Society faster, more decisive, more strategic, more responsive, more relevant, and better able to serve the members and humanity.

Ms. Bryant moved and Ms. Hammack seconded that

5. The Board of Directors amend the Certificate of Consolidation to reflect the new Headquarters address and change the minimum number of directors to nine (9), edits noted in ATTACHMENT F.

Mr. Macauley stated that these are two separate issues and should be two separate motions; the will of the BOD may be to implement one and not the other.

Mr. Zentz stated that he was in favor of the intent of the motion. He stated that there are some issues in the weeds.

Dr. Alaa spoke in favor of the motion. He stated that after three years, the size of the BOD should be reduced.

Mr. Hermans asked if legal counsel has looked at the proposed change. He stated that a change was made to the document in 1981 and asked if that change was a reflection of the Headquarters move from New York to Atlanta. He stated that this is a historical document and he is unsure if the BOD has the right to change it; it reads like a governing document but it is historical.

Mr. Littleton responded that there was no legal review of these changes but that he saw no issue with them. He stated that he did not know what change was made to the document in 1981.

Mr. Littleton stated that it is not just a historical document and that it serves the same purpose as articles of incorporation. He reported that the document can be changed and legal counsel recommends that it be changed in a process similar to how the Bylaws are changed. That would mean that a change to the document would require a 2/3 majority vote by the BOD and a vote by the full membership.

Mr. Littleton stated that if the BOD deems this to be a major structural change, the motion on the floor would need to be postponed to a BOD meeting that is at least 60 days from today.

Mr. Mehboob expressed disappointment in the response from legal counsel. He stated that it is important to know if a 2/3 vote of the BOD is legally required to amend the Certificate of Consolidation.

Mr. Littleton responded that there is no absolute answer for whether or not a change to the Certificate of Consolidation must go before the members; it is more common for a board to be able to change bylaws, but in Society Bylaws changes are presented to the membership for a vote which is why legal counsel made the recommendation regarding the Certificate of Consolidation.

He stated that the Bylaws are a derivative document of the Certificate of Consolidation. So, if a change to the Bylaws requires a 2/3 vote of the BOD, it reasons that the parent document, the Certificate of Consolidation, would require that as well. Mr. Littleton clarified that legal counsel is recommending that a material change to the Certificate of Consolidation, and not necessarily the address change, go before the members for a vote.

Mr. Macauley expressed concern with the cost of a special ballot. He stated that he did not feel it was fiscally responsible to proceed with a special ballot, the motion improves operation but is not critical to the Society's operation.

Mr. Mehboob moved and Ms. Bryant seconded that

6. Motion 5 be postponed until the June 24, 2021 Board of Directors meeting.

MOTION 6 PASSED (Unanimous Voice Vote, CNV).

Mr. Mehboob moved and Dr. Alaa seconded that

7. The size of the Board of Directors be reduced from 31 to 16 members.

The objective of this recommendation is to make the BOD more strategic. Reducing the size of the BOD would encourage more strategic discussion. There is a great body of research that addresses the optimal BOD size for NGOs. The summary is that a BOD between 10 and 15 members is better and more effective than a large BOD. It is easier for the BOD to meet to discuss strategic issues, it is better for healthy debate and allows each Board member to fully participate in the discussion.

Reducing the number of BOD members would be a financial savings. It is estimated that the savings will be between \$100,000 and \$570,000 per year, and perhaps more. Staff is working to prepare a more precise estimate.

Mr. Hermans spoke against the motion. He stated that the BOD doesn't need to be smaller in order to be strategic.

Mr. Gray stated that he was in favor of the motion but had issue with the way it was presented. He stated that the motion includes no definition for how to implement, there is no date of implementation, and there is no pathway to implementation. He expressed thanks to the ad hoc for breaking this initiative into bite size chunks. He spoke against the motion as worded.

Dr. Alaa spoke in favor of the motion. He stated that the motion would allow the BOD to act more strategically.

Mr. Marek spoke against the motion. He stated that he did not believe that the size of the BOD should be reduced. He stated that the Regions should be represented on the BOD and restructuring should come from the grassroots.

Mr. McGinn spoke in favor of the motion. He referenced the written report which he stated contains ample information.

Mr. Zentz expressed concern for the voice of the members on the BOD. He stated that he feels that ExCom is gaining more power and the regions are losing power.

Mr. Mehboob moved and Dr. Alaa seconded that

8. Motion 7 be postponed until the June 24, 2021 Board of Directors meeting.

There was discussion of when the new BOD would be installed and vote on the postponed motion.

Staff will investigate the timing of the virtual Annual Conference BOD meetings and the official Meeting of the Members.

MOTION 8 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved and Mr. Brandt seconded that

9. The Society Bylaws be amended, as noted in ATTACHMENT G.

The amendment will grant the BOD greater flexibility when considering streamlining proposals. While the proposed revisions support the proposed changes to the BOD, they are general in nature and will allow the Society to continue to operate in its current configuration for as long as the BOD deems necessary.

Mr. Hermans stated that his major objection was that there would not be a Director from each Region on the BOD.

Mr. Zentz stated that he was against the motion until the Members Council side is figured out.

Ms. Cramm expressed support for the concept and stated that she feels that the BOD is moving too quickly and there might be unintended consequences.

Mr. Conlan spoke against the motion. He stated that the way the motion is written, the technical side of Society is not represented and he felt that things with Technology Council were not finalized.

Mr. Fulk spoke against the motion because of a lack of detail and clarity.

Mr. Dean spoke in favor of the motion. He stated that the ad hoc created a path forward and removed hurdles that the Bylaws create for making changes to the councils and the BOD. He stated that this motion is the right first step to implement any of the additional proposed changes. He added that additional time is needed to debate other topics.

Mr. Glesne stated that a centralized document that can be referenced in each motion would help the process move forward smoother. He added that as more regions are added to Society, the BOD will become even slower if changes are not made.

Mr. Mehboob moved and Ms. Bryant seconded that

10. Motion 9 be postponed until the June 24, 2021 Board of Directors meeting.

MOTION 10 PASSED (Unanimous Voice Vote, CNV).

Mr. Wentz expressed deep appreciation for the time to speak to the BOD on this important issue. He thanked all of the volunteers on the ad hoc.

Mr. Gullledge thanked Mr. Wentz and the entire ad hoc for their work. He stated that this is a monumental moment for Society and he expressed appreciation for the presented recommendations.

PLANNING COMMITTEE REPORT

Ms. Maston reported.

Ms. Maston moved that

11. The Planning Committee recommends to the Board of Directors that the 2019-24 Strategic Plan be extended by one year with a mid-term update.

Ms. Maston reported that the Committee was split on this vote. The two perspectives were: (1) a year has been lost due to the pandemic and there is still a lot of progress that can be made. Also, the financial cost of hiring a consultant to kick off a new Strategic Plan would be delayed as well. (2) Strategically, extending the current plan will send the wrong message to our membership.

Mr. McQuade spoke against the motion. He stated that he is in favor of leaving the current plan's time frame and making a push to get as much done as possible.

Mr. Glesne spoke against the motion. He stated that Society should be moving faster as opposed to slower. He stated that he did not see any evidence that necessitated an extension of the entire Strategic Plan.

Mr. Hermans spoke in favor of the motion. He stated that extending the plan one year delays the cost of hiring a consultant for one year and allows the Planning Committee to have more time to put together goals and objectives and carefully plan next steps.

Mr. McGinn spoke in favor of the motion. He stated that because of the current Society year's austerity measures, committees and councils haven't requested funds to advance the Strategic Plan's initiatives. He suggested that the plan be extended one year and an effort be made to encourage the councils and committees to request the budget to advance initiatives.

MOTION 11 PASSED (22:6:0 CNV).

Ms. Maston stated that the Committee will use this time to prepare for the rollout of the next Strategic Plan.

EXECUTIVE SESSION

Executive session was called at 11:15 am.

Open session reconvened at 11:39 am.

Mr. Gullledge left the meeting and Mr. Schwedler assumed the role of Chair at 11:52 am.

OLD BUSINESS

SUPPORTING CHAPTERS IN THE VIRTUAL ENVIRONMENT

Mr. Schwedler reported that ExCom discussed how to best support the CRCs and the consensus was to allow DRCs to make the primary decisions, based on guidance of the ETF.

He reported that recommendations for the DL program were disseminated to the DLs through CTTC.

Mr. Schwedler stated that many Chapters have found ways to do things virtually that they have not done in the past. He asked for DRCs to share positive anecdotes that could benefit other regions and chapters. A summary of feedback received is below:

Close to a dozen virtual DL visits have been conducted in the last 9 months and there seem to be benefits and drawbacks. Would like to see a one-page best practices document on the DL website for what a Chapter CTTC Chair should be doing beyond the standard virtual meeting.

Some Chapters have had very little formal activity and that is eroding what a Chapter Meeting should be. Best practices for the Chapter BOG are needed to run successful virtual meetings.

As a DRC and DL, have seen tremendous success for the region and the program. Have been able to attend chapter meetings that I wouldn't have been able to in the past.

Encouraged to see Chapters using alternative platforms and coming up with engaging events. Chapters are generally doing a really nice job.

As part of the upcoming DRC forum, each DRC should highlight the great works of their chapters that could be shared. As a group, the DRCs can come up with solutions to share.

Mr. Schwedler stated that CTTC is discussing how virtual DL visits will be handled moving forward.

UPCOMING MEETINGS

The virtual meetings for the upcoming Annual Conference were reviewed. Mr. Schwedler asked members of the BOD to keep their schedules open for the week of June 28th as a third meeting, likely on July 1st, will be scheduled.

ADJOURNMENT

Mr. Schwedler thanked members of the BOD for the open discussion. He encouraged the group to continue to listen to the members and take advantage of chances to listen.

He stated that everyone will come out of the pandemic differently. As leaders, it is the BOD's responsibility to help others come out of it as they are ready to. Mr. Schwedler encouraged members to reach out horizontally if help is needed along the way.

The meeting adjourned at 12:04 pm.



Jeff H. Littleton, Secretary

ATTACHMENTS:

- A. Conference Registration Formula for Staff Allocation
- B. IUVA MOU
- C. REHVA MOU
- D. Vision 2030 Ad Hoc Report
- E. Society Transformation Ad Hoc Report
- F. Proposed Amendments to Certificate of Consolidation
- G. Proposed Amendments to Bylaws

1. Average Number of Registrants over Past 2 Years

	Chicago 2018	Atlanta 2019	Avg	Houston 2018	Kansas City 2019	Avg	Total Average
Member Early Bird	406	276	341	277	253	265	606
First Time Member Early Bird	80	38	59	40	42	41	100
Member Advance	459	446	453	179	161	170	623
First Time Member Advance	175	113	144	47	37	42	186
Total Members Pre-Registered							1515
Member Onsite	145	124	135	64	88	76	211
First Time Member Onsite	41	31	36	7	13	10	46
Total Members Onsite							257
Non Member Early Bird	8	7	8	8	8	8	16
First Time Non Member Early Bird	39	28	34	8	8	8	42
Non Member Advance	29	20	25	9	7	8	33
First Time Non Member Advance	67	59	63	16	21	19	82
Total Non-Members Pre-Registered							171
Non Member Onsite	15	12	14	7	9	8	22
First Time Non Member Onsite	41	30	36	14	8	11	47
Total Non-Members Onsite							68
One Day Member	66	57	62	28	32	30	92
One Day Non Member	29	45	37	3	14	9	46
Life Member/Speaker/BOD/PM/LeadDRs/CEC	482	489	486	423	463	443	929
			1929			1147	3076

2. Estimated Costs

Chicago Expenses	\$ 862,790.00
Add Staff/Overhead	\$ 220,000.00
	\$ 1,082,790.00

Phoenix Expenses	\$ 624,240.00
Add Staff/Overhead	\$ 220,000.00
	\$ 844,240.00

3. Estimated Total Expenses

Chicago + Phoenix Expenses	\$ 1,927,030.00	
Meeting-Related Expenses Subsidized by Society	\$ (300,000.00)	
Sponsorship Projection	#REF!	
Estimated Total Expenses (Chicago + Phoenix)	#REF!	
Pre-Registered Members	1515	X
Onsite Members	333	1.3X
Pre-Registered Non Members	171	X
Onsite Non Members	88	1.3X
Members One Day	46	.5X
Non Members One Day	27	.6X
Reduced (Speaker, BOD, Pres, Life, LeadDRs, etc)	232	.25X
#REF!	2413	X
#REF!	#REF!	X



**Memorandum of Understanding
ASHRAE and IUVA**

Founded in 1894, ASHRAE, Atlanta, Georgia serves humanity by advancing the arts and sciences of heating, ventilation, air-conditioning, refrigeration and their allied fields. The ASHRAE vision is a healthy and sustainable built environment for all.

Founded in 1999, the International Ultraviolet Association (IUVA) is focused on advancing the science, engineering and applications of ultraviolet (UV) technologies with the purpose of enhancing the quality of human life and protecting the environment.

ASHRAE and IUVA agree to support the Memorandum of Understanding to advance and promote the mutual interests of their respective members. We are committed to working together toward on the following activities and goals:

CONSISTENT LEADERSHIP COMMUNICATION

Recognizing the importance of communication in organizational collaboration, both organizations commit to hold a liaison meeting annually (either in person or via conference call) of designated ASHRAE/IUVA senior representatives to:

- Ensure ongoing advancement of collaborative projects.
- Keep each respective organization informed of major initiatives.
- Discuss new opportunities for collaboration.

ASHRAE/IUVA shall take responsibility for initiating the first annual liaison meeting. Action items with assigned responsibilities shall be recorded at each meeting. The parties responsible for ensuring this MOU is actively pursued through the term of the agreement are:

For ASHRAE:	For IUVA:
Jeff Littleton Executive Vice President	Gary Cohen Executive Director
ASHRAE	IUVA
180 Technology Parkway Peachtree Corners, GA 30092	6935 Wisconsin Ave, Ste 207 Bethesda, MD 20815
Phone: 404-636-8400	Phone: 240-437-4615
Email: jlittleton@ashrae.org	Email: gary@iuva.org

CONFERENCES AND MEETINGS

Each organization agrees to provide the other with a meeting invitation and two complimentary VIP registrations to the primary annual meeting.

ASHRAE and IUVA agree to explore opportunities to provide speakers at the other organization's meetings to help provide updates and perspectives on technologies and trends of mutual interest.

Where mutually beneficial, each organization shall help publicize the other organization's meetings and promote attendance.

CHAPTER COLLABORATION

ASHRAE and IUVA agree to coordinate promotion of joint grassroots meetings of respective members. Exchange of Chapter/Section leader contact information will be considered as one way to accomplish this objective.

ADVOCACY

Where mutually beneficial and to the extent allowed by laws and corporate policies, ASHRAE and IUVA agree to work together on common public affairs goals and ideologies. During annual liaison meetings, public affairs strategies will be discussed and common goals identified. Collaborative opportunities to be considered include:

- Joint promotion of codes and standards [for appropriate jurisdictions](#),
- Promoting mutually beneficial positions during the development and passage of [government legislation](#).
- Education of legislators on issues important to the members of each organization.

Deleted: at the local, state and federal levels

Deleted: state and federal

PUBLICATIONS

Recognizing that electronic and print publications are a primary means of disseminating new technologies, trends and practices, ASHRAE and IUVA agree to:

- Provide at least one complimentary subscription the primary membership periodical to be received at the headquarters location of the other organization.
- Explore opportunities to jointly produce publications of mutual benefit.
- Cross-market each organization's publications where appropriate and with industry standard distributor discounts.
- Use periodicals to promote the other organization's events, publications and other activities.
- Explore mutually beneficial ways to translate publications for member benefit.

EDUCATION

As leading providers of conventional and online educational services and in recognition of the vital role professional development has for our respective members, ASHRAE and IUVA agree to:

- Cross-market educational offerings and the regional, national and international levels.
- Explore opportunities to co-develop new courses or other training programs that take advantage of overlapping and complimentary expertise between ASHRAE and IUVA.

- Discuss ways that certifications programs can be jointly developed or promoted.

TECHNICAL ACTIVITIES COORDINATION

ASHRAE and IUVA agree to foster technical cooperation in areas of common interest by:

- Encourage members in each organization to participate on technical committees and task forces.
- Provide opportunities to participate in and comment on proposed standards, guidelines, policies, and position statements developed on technical subjects as they relate to buildings and community developments.
- Establish liaison representatives to key technical committees where mutually beneficial to do so.

Additionally, ASHRAE and IUVA will use this MOU as a master framework governing their mutual engagement in specific projects intended to produce deliverables of international importance (e.g., development of industry consensus standards or research into performance metrics for UV technologies) that would benefit from being managed as a jointly approved Project, in accordance with a well-defined Project Agreement. For activities mutually chosen to be designated as a Project, ASHRAE and IUVA agree to jointly develop and approve a Project Agreement that establishes the detailed scope of the work to be completed, deliverables to be produced, milestones defining the development path, their respective responsibilities, and the Project governance, to include items such as assignment of the Project Manager, ownership and delegation of intellectual property rights, distribution of royalties, etc. Once developed and mutually approved, the executed Project Agreement will be appended to this MOU, in recognition of their joint contributions and synergistic collaborative efforts in producing these potentially precedence setting deliverables.

Deleted: national

RESEARCH

Recognizing the importance research plays in accelerating the transformation to a more sustainable built environment, ASHRAE and IUVA agree to:

- Promote research in areas where research results will add to the body of knowledge and support respective Society initiatives.
- Disseminate research results quickly, focusing on high-impact findings.
- Identify opportunities for research funding from other sources.

TERMINATION

Either party may terminate this MOU, with or without stated cause, upon providing the other party with thirty (30) days written notice of intent to terminate.

TERM

The term of this Memorandum of Understanding shall begin when signed by both parties and shall terminate at the end of three (3) years unless extended at that time by written agreement.

LEGAL STANDING

This MOU reflects a commitment by ASHRAE and IUVA to continue and enhance their working relationship and individual efforts toward achieving mutual objectives described above. It does not create a binding obligation or agreement between the two organizations, and neither organization has an obligation to negotiate toward or enter into a binding written agreement. In addition, this MOU does not create a partnership, joint venture, fiduciary relationship or similar relationship between ASHRAE and IUVA. Furthermore, it is understood that this Memorandum of Understanding is conceived as a dynamic document, meant to change as circumstances and priorities warrant. It may be modified or amended by written agreement between both organizations.

FOR ASHRAE

Printed Name/Title

Signature

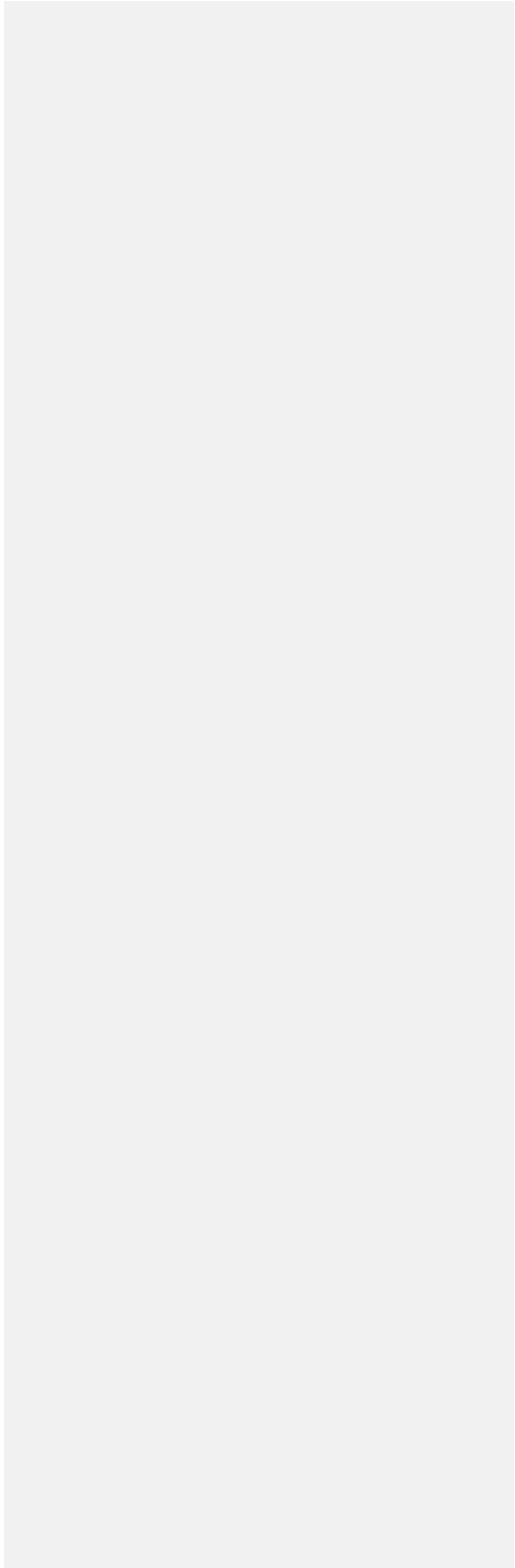
Date

FOR IUVA

Printed Name/Title

Signature

Date





Memorandum of Understanding ASHRAE and REHVA

REHVA (Federation of European Heating, Ventilation and Air Conditioning Associations) is a Pan-European federation currently representing 27 member associations (with about 120 000 individual members) headquartered at 40 Rue Washington 1050, Brussels, Belgium. REHVA is dedicated to the developing and disseminating economical, energy efficient, safe and healthy technology for mechanical services of building; to serve its members and the field of building engineering (heating, ventilation and air conditioning) by facilitating knowledge exchange, supporting the development of related EU policies and their national level implementation.

Deleted: improvement of health, comfort, safety and energy efficiency in all buildings and communities with the mission to advance HVAC technologies to adapt to climate change and high-quality engineering practice, to promote European standards, and act as the single voice of European HVAC designers and building services engineers by facilitating knowledge exchange, supporting the development of related EU policies and their national level implementation.

ASHRAE is an international individual membership organization (with about 54,000 individual members) headquartered at 180 Technology Parkway, Peachtree Corners, Georgia 30092 USA, dedicated to serve humanity by advancing the arts and sciences of heating, ventilation, air-conditioning, refrigeration and their allied fields. ASHRAE engages input from its members worldwide and others to support research and develop standards for international application.

REHVA and ASHRAE have a long relationship of cooperation for over 50 years. ASHRAE has always had members in Europe and some of them, were and are highly integrated in the REHVA governance. Similarly, REHVA has had some individual members of their national associations highly integrated in ASHRAE governance.

The basis of this Memorandum of Understanding is the belief that by working together, both organizations can amplify their abilities to serve their members and the general public while simultaneously eliminating duplication and conflicts. Collaboration between ASHRAE and REHVA will also allow both organizations to address major issues facing our industry worldwide, including adapting to a rapidly evolving climate condition and technology in the framework of mutual information exchange. The natural outcome of elevating and magnifying membership value will be an increase in the communication, cooperation and collaboration between ASHRAE and REHVA.

Establishing the Relationship between REHVA and ASHRAE

Both entities enter into this MoU with the objective to start a new era of potential cooperation, by agreeing to build their cooperation scheme with mutual benefit.

In implementing this MoU, REHVA and ASHRAE will investigate collaborative activities related to ASHRAE and REHVA.

The intent of this MoU is to explore and enhance communication, cooperation and, where applicable, coordination between ASHRAE and REHVA, which recognizes the following levels:

- Global: between ASHRAE and REHVA at the Society and Board level respectively
- European regional: between ASHRAE Region XIV and REHVA
- Country: between the national association and the local ASHRAE chapter, group, section.
- Individual members: when they are member of REHVA national associations and ASHRAE

As a starting point, ASHRAE and REHVA seek to cooperate in the areas contained within the Annex 1.

ASHRAE and REHVA agree to work together in harmony at all levels.

To create a harmonious relationship and improve communication, the following regular meetings are envisioned:

- A meeting between REHVA and ASHRAE will be held yearly in conjunction with the ASHRAE Winter Conference.
- A meeting between REHVA and ASHRAE will be held yearly in conjunction with the REHVA General Assembly.
- Additional meetings may occur, either face-to-face or electronically, as conditions warrant.

The purpose of these meetings will be to:

- Ensure ongoing advancement and monitoring of collaborative projects underway.
- Keep each respective organization informed of on major or new initiatives.
- Discuss new opportunities for collaboration.

Development of international bodies

Each organization remains free to participate in any other international initiative with the same goal and will inform each other of its intention.

REHVA and ASHRAE agree to join efforts, in conjunction with other organizations, to help develop the Indoor Environmental Quality - Global Alliance (IEQ - GA).

Duration

This MoU will enter in force at the signature date executed and will cancel and replace the previous MoU. This MoU will terminate the May 1, 2024, unless either ASHRAE or REHVA desires to renew or negotiate a new MoU.

FOR ASHRAE

Charles E. Gulledge, III
ASHRAE President, 2020-2021

Signature

Date

FOR REHVA

Frank Hovorka
REHVA President, 2019-2022

Signature

Date

ANNEX 1

An annual work plan will be developed under the principles of this MoU to define future joint initiatives of the following items:

- Events, publications and dissemination tools
- Education and International Student Competition
- Standards and policies
- Research and Technical cooperation.



ASHRAE Vision 2030 and Beyond – Buildings of the Future Presidential Ad Hoc Committee

Report to the BOD
April 20, 2021

Sheila J. Hayter, PE, FASHRAE
Vision 2030 Ad Hoc Committee Chair

Ad Hoc Committee Charge and Activities Summary

- **Committee Charge:**
 - Define how buildings of the future will be designed, constructed, and operated
 - Provide recommendations for actions to position ASHRAE and its members to be leaders in this future
- Ad Hoc Committee met bi-weekly since July 2020 and subgroups met regularly to:
 - Develop description for the built environment in 2030 and beyond
 - Develop content for the ASHRAE Vision 2030 webpage
 - Discuss potential future actions for ASHRAE



Vision 2030 Webpage to Go Live on April 27, 2021



Vision 2030 Mission Statement

As a global society, ASHRAE guides and shapes the built environment for the advancement of human wellbeing through education, research, and standards advancements for our modern world.

Technology will improve every aspect of the built environment with an integrated community of buildings and the energy systems that support our daily lives. Our built environment will be adaptable and resilient to best serve the occupants with efficient, healthy, safe, and secure, indoor environments. The data-driven buildings industry, through innovation and ingenuity, will drive our buildings to increasingly higher performance. Integrating intelligent design, construction, and operation will transform tomorrow's built environment.

ASHRAE is committed to lead, serve, and provide all professionals in the buildings industry the resources and knowledge to continually drive the innovative and strategic improvements needed during this revolution of our built environment.

Questions? Email:

VISION2030@ASHRAE.ORG

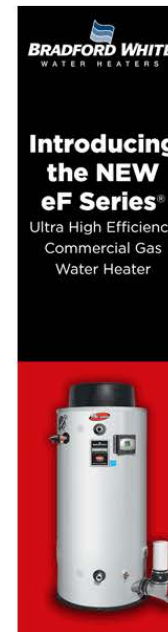
Vision 2030 Roster

[VIEW ROSTER](#)

This page is updated as new information becomes available.

[ASHRAE Main](#) [Connected Communities](#) [Built Environment](#) [Data & Integration](#) [Team Processes](#) [Member Services](#) [Resources](#)

Messages from ASHRAE



Sample Topic Page

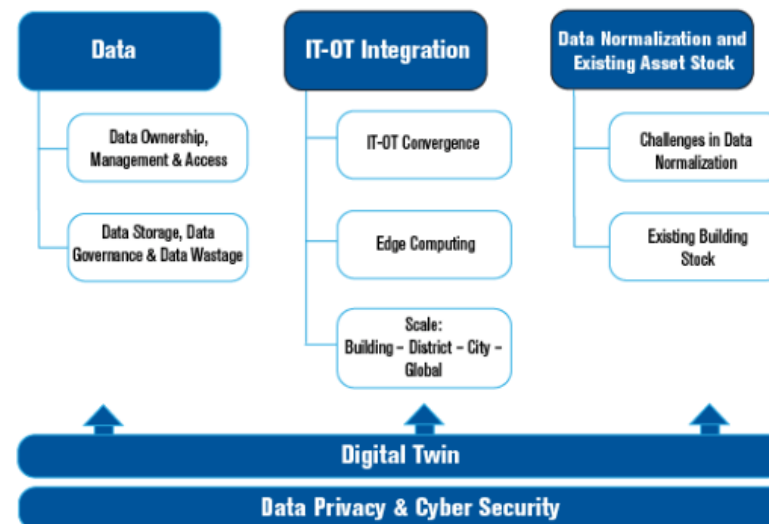
Data and Integration

[Data](#) | [IT-OT Integration](#) | [Data Normalization and Existing Asset Stock](#)

The Team:

- Chandra Sekhar
- Dru Crawley
- Drew Perrin
- Manish K Sharma
- Joe Noworatzky
- Bill MacGowan

The Vision: In an interconnected world, the ubiquitous collection and use of data to drive every aspect of our daily lives is envisaged to be an inevitable reality. The widespread application of Data Collection and Analytics in literally all spheres of human activities would govern growth and development of cities and countries whilst achieving sustainability goals. The proliferation of IT systems in the management and control of OT systems in the built environment across all scales (building – district – city – global) and across all phases (conceptualization/strategy - design – construction – commissioning – operation) is inevitably the future. Digital Twin, as a virtual representation of the real world, will enable this future. We are already witnessing this today and ASHRAE is ideally poised to play a leadership role in this domain now and beyond 2030.



Next Steps

- BOD

- Recognize that for ASHRAE to be the leading provider of knowledge and resources as we transition more sophisticated building design, construction, and operation, the Vision 2030 and Beyond conversation MUST continue after the ad hoc committee work is completed at the end of this Society Year.
- Be prepared to assign responsibility for continued maintenance of the Vision 2030 webpage plus staff support.
- Lead by example by actively engaging in discussions exploring how to position ASHRAE as a leader, encourage others in the Society to do the same.

- Ad Hoc Committee

- Develop recommendations for BOD consideration for integrating the Vision 2030 and Beyond discussions within the existing ASHRAE structure and assigning responsibilities for developing new resources supporting the vision.
 - to be presented during the 2021 Annual Conference the BOD meeting during
- Continue developing content for the Vision 2030 and Beyond Webpage



Report to the Board of Directors

From the Streamlining Subcommittee

April 20, 2021



Purpose of Report

- Present to the Board of Directors the proposal from the Transformation Ad Hoc on Society Streamlining
- Discuss next steps in the process



Society Transformation Ad Hoc

- We are on a six-year Journey towards a stronger, faster, more decisive Society that can better serve its members and humanity
 - **Year 1** - Presidential Ad Hoc on Streamlining Society
 - **Year 2** – Society Transformation Ad Hoc
 - **Year 3-6** – Implement the streamlining plan



Photo by [Vlad Bagacian](#) on [Unsplash](#)

Society Transformation Ad Hoc

- The journey does not have a destination
- Continuous improvement is a part of the Lean process
- Changes are to be expected over the four-year implementation process



Photo by [Taneli Lahtinen](#) on [Unsplash](#)

‘Voice of the Customer’ Process – ‘As Is’

- Interviewed Board, Councils and Committees (VOC)
- 23+ “town hall” forums
- Close to 42 hours of interviews
- Over 2,000 comments



‘Voice of the Customer’ Process – ‘To Be’

- Evidence that our processes need improvement
 - Debates at the Board level – 1 or 2 minutes for each Board member
 - 400 to 600-page agenda
 - Debate and consideration on everyday “rubber stamp” issues
 - 1 to 4-year response on CRC motions
 - Lack of communication and speed due to ‘silos’
 - Inability to focus on long-term strategic goals



New Processes

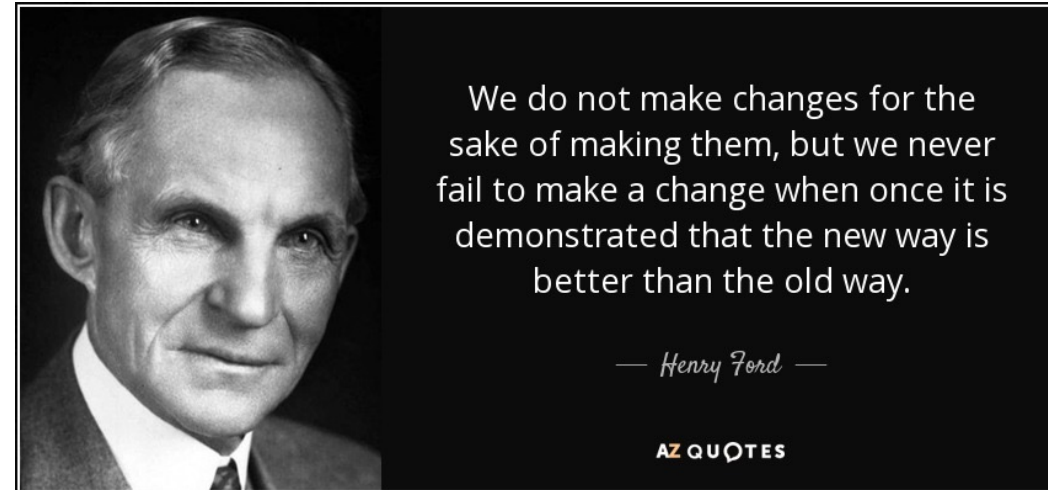
- What processes do we need in order to be the Society we want to be?



'Voice of the Customer' Process – 'To Be'

Our guiding principles:

1. Free the Board/ExCom for strategic operations
2. Remove waste/reduce operating costs
3. Eliminate silos and speed up decision making
4. Push decision making lower down in the organization
5. Be market focused



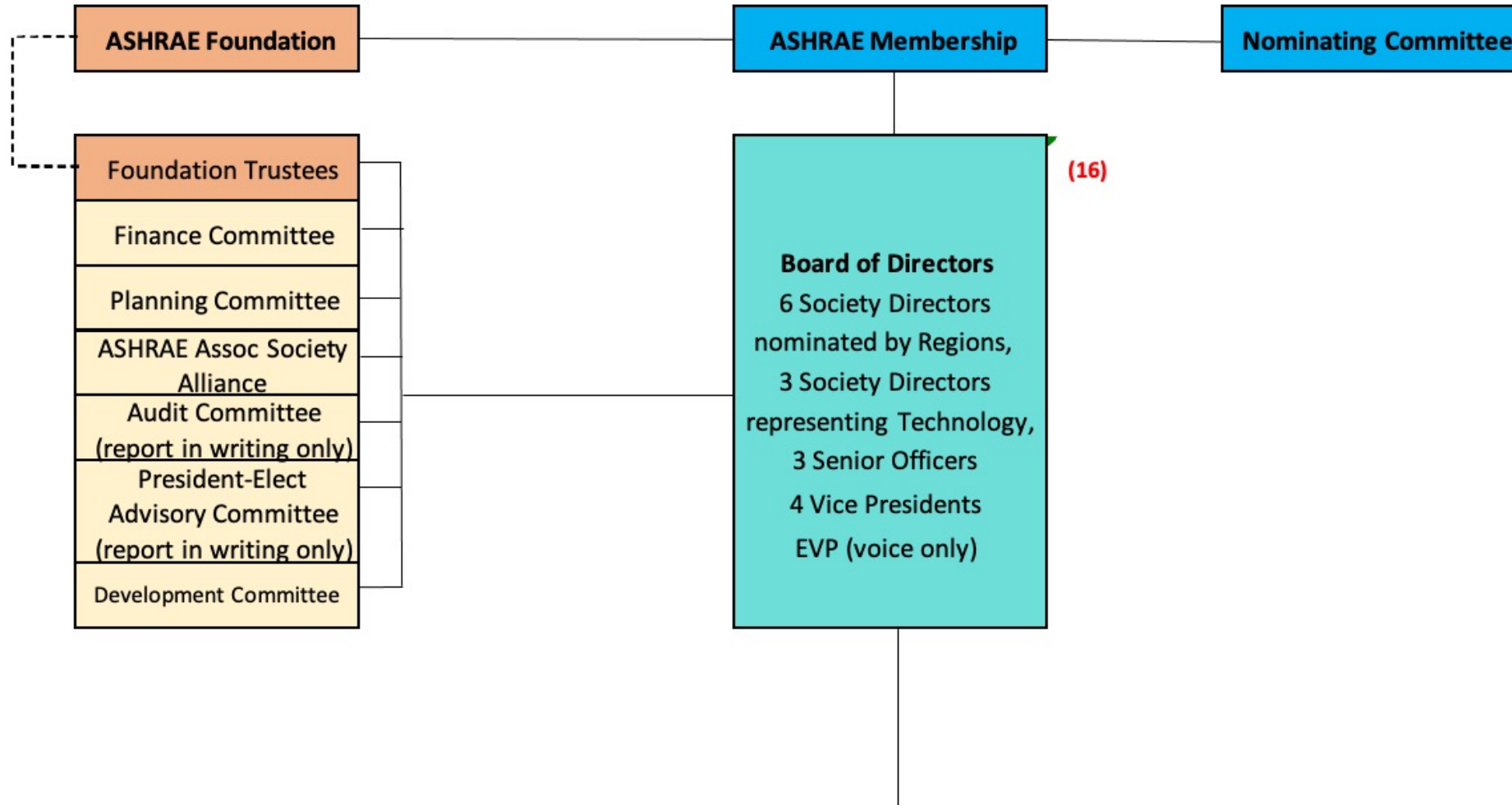
Organizational Structure

- What organizational structure supports the processes we need?



Photo by [Roger Bradshaw](#) on [Unsplash](#)

Current Proposal



BOARD, COUNCILS & GROUPS

Board of Directors (3 Sr Off, 6 Society Directors - Regions,
3 Society Directors - Technology)

Mem. Council (15 RC's, 2 VP's, 2 T & P Rep's, 4 Group Chairs),
1 Planning Rep, 1 Finance Rep

Tech & Prod Council. 2 VP's, 5 Group Chairs, 2 MC Reps ,
1 Finance Rep, 1 Planning Rep.

EXISTING	NEW	PREV. LEVEL	NEW LEVEL	PREV. SIZE	NEW SIZE	Guiding Principle 1	Guiding Principle 2	Guiding Principle 3	Guiding Principle 4	Guiding Principle 5
X		1	1	31	12	X	X		X	
X			3	32	25	X	X	X	X	
X			3	17	11		X	X	X	X

Guiding Principles

1. Free the Board for strategic operations
2. Remove waste/reduce operating costs
3. Eliminate silos and speed up decision making
4. Push decision making lower down in the organization
5. Be market focused

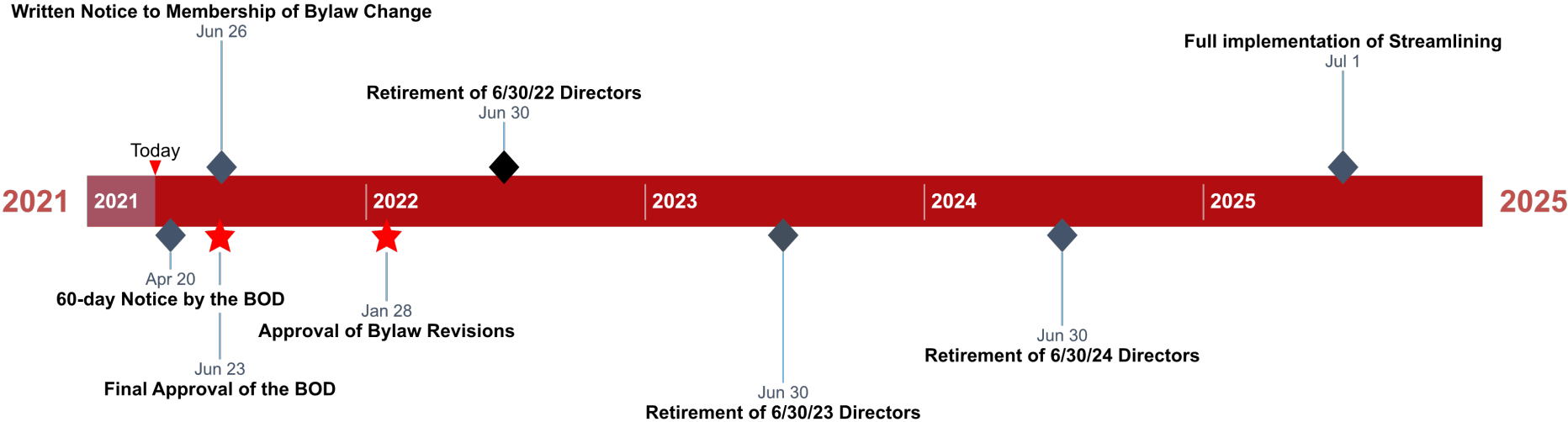
Next Steps

Streamlining Milestones




Next Steps

Timeline for Streamlining



Next Steps

ASHRAE Multi-Generational Project Plan					
	SY 21-22	SY 22-23	SY 23-24	SY 24-25	Notes
	Schwedler	Mehboob	Scoggins	TBD	
Task	Revise ASHRAE Bylaws to reconfigure Board of Directors	Transition to new Board Configuration Replace Directors rolling off with three new Directors (two Member Reps and one Tech Rep)	Transition to new Board Configuration Replace Directors rolling off with three new Directors (two Member Reps and one Tech Rep)	Transition to new Board Configuration Replace Directors rolling off with three new Directors (two Member Reps and one Tech Rep)	
Owner	Board of Directors	Nominating Committee	Nominating Committee	Nominating Committee	
Timeframe	Announce to members by June 26, 2021 Plenary	Nomination of 2022-2023 Officers and Directors by Jan. 30, 2022 Board Meeting	Nomination of 2023-2024 Officers and Directors by Jan. 30, 2022 Board Meeting	Nomination of 2024-2025 Officers and Directors by Jan. 30, 2022 Board Meeting	
Goals for each generation	Allow for vote of membership to be complete by Jan. 29, 2022. Revise CRC Nomination Form.	Elect 2 Directors - Member Representatives and 1 Director - Technology Representative	Elect 2 Directors - Member Representatives and 1 Director - Technology Representative	Elect 2 Directors - Member Representatives and 1 Director - Technology Representative	
Features included in each Generation for Product/Process/Service		Replace DRCs from Regions IV, V, VI, XII, XIII and three DALs . Board is reduced to 26 members.	Replace DRCs from Regions VII, VIII, IX, X, XIV and three DALs . Board is reduced to 21 members.	Replace DRCs from Regions I, II, III, XI and RAL and three DALs . Board is reduced to 16 members.	Is ExCom eliminated and if so when? Is Planning Committee eliminated and if so, when? Is Pub/Ed and Technology Councils merged and if so, when?

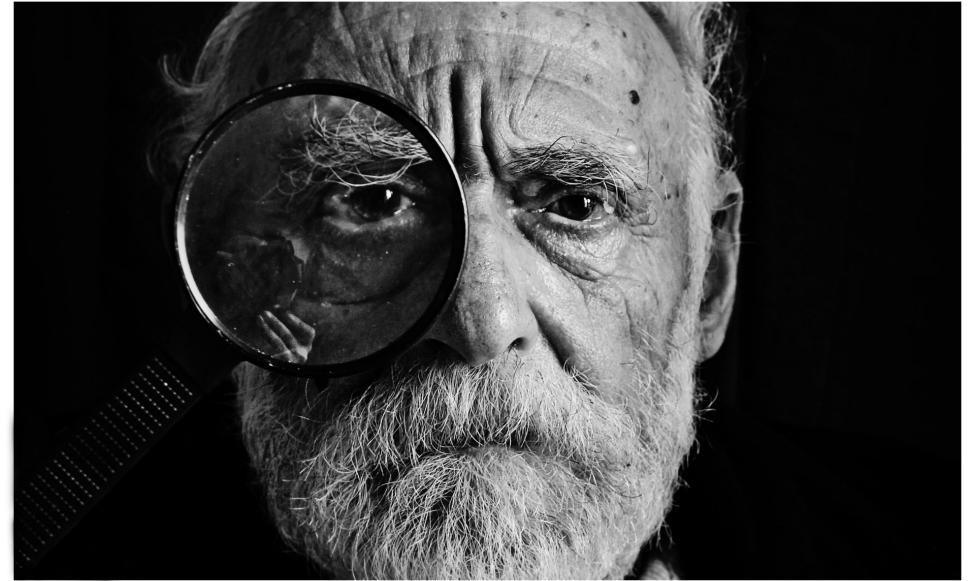
Next Steps

- Recommend the Certificate of Consolidation be revised
 - Change our address
 - Revised minimum number of BOD members to 9
- Motion to approve the Plan
 - Reduce the Board to 16 members
- Motion to revise the Bylaws
 - Revised to accommodate any change

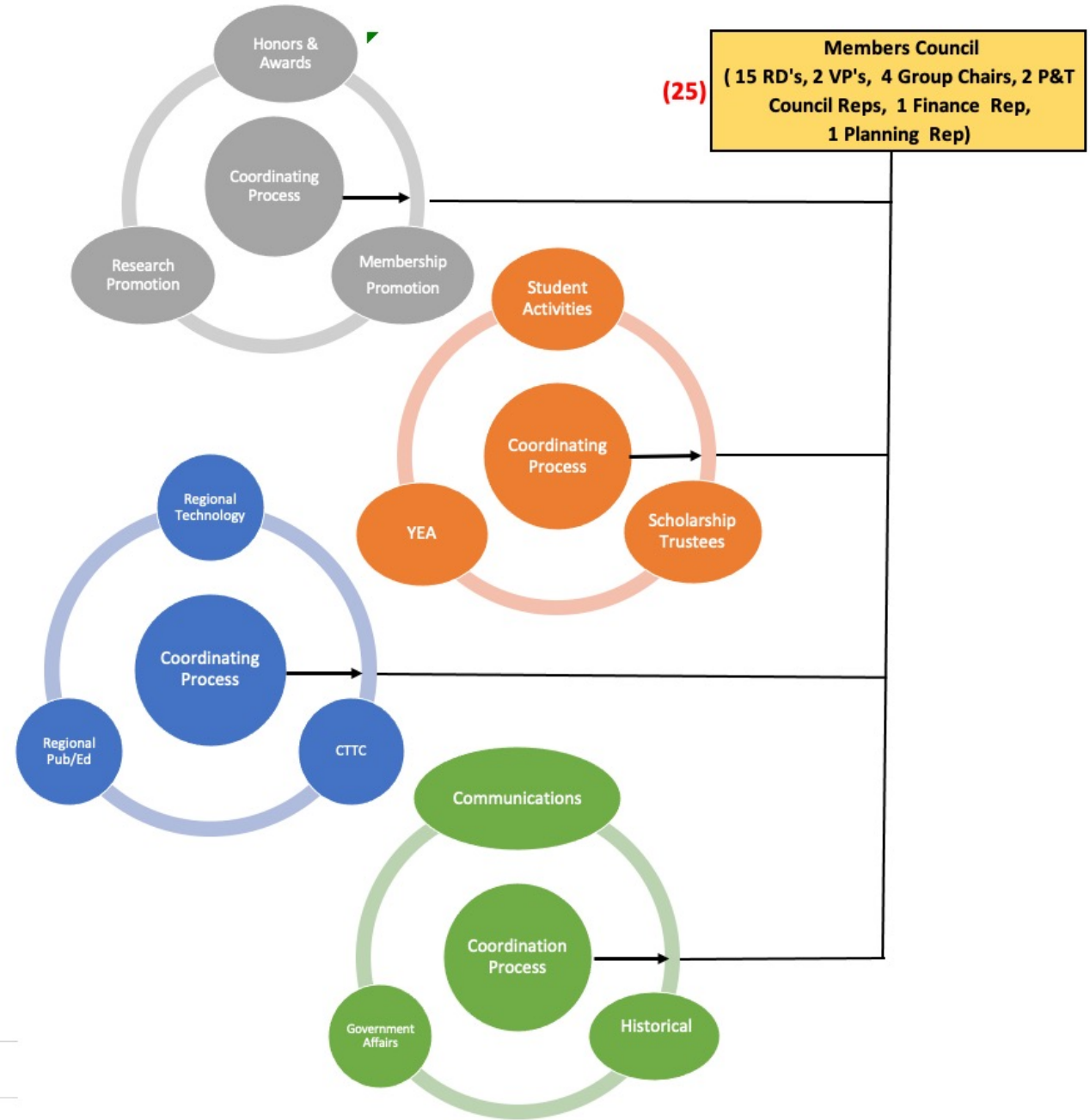


Potential Future Streamlining

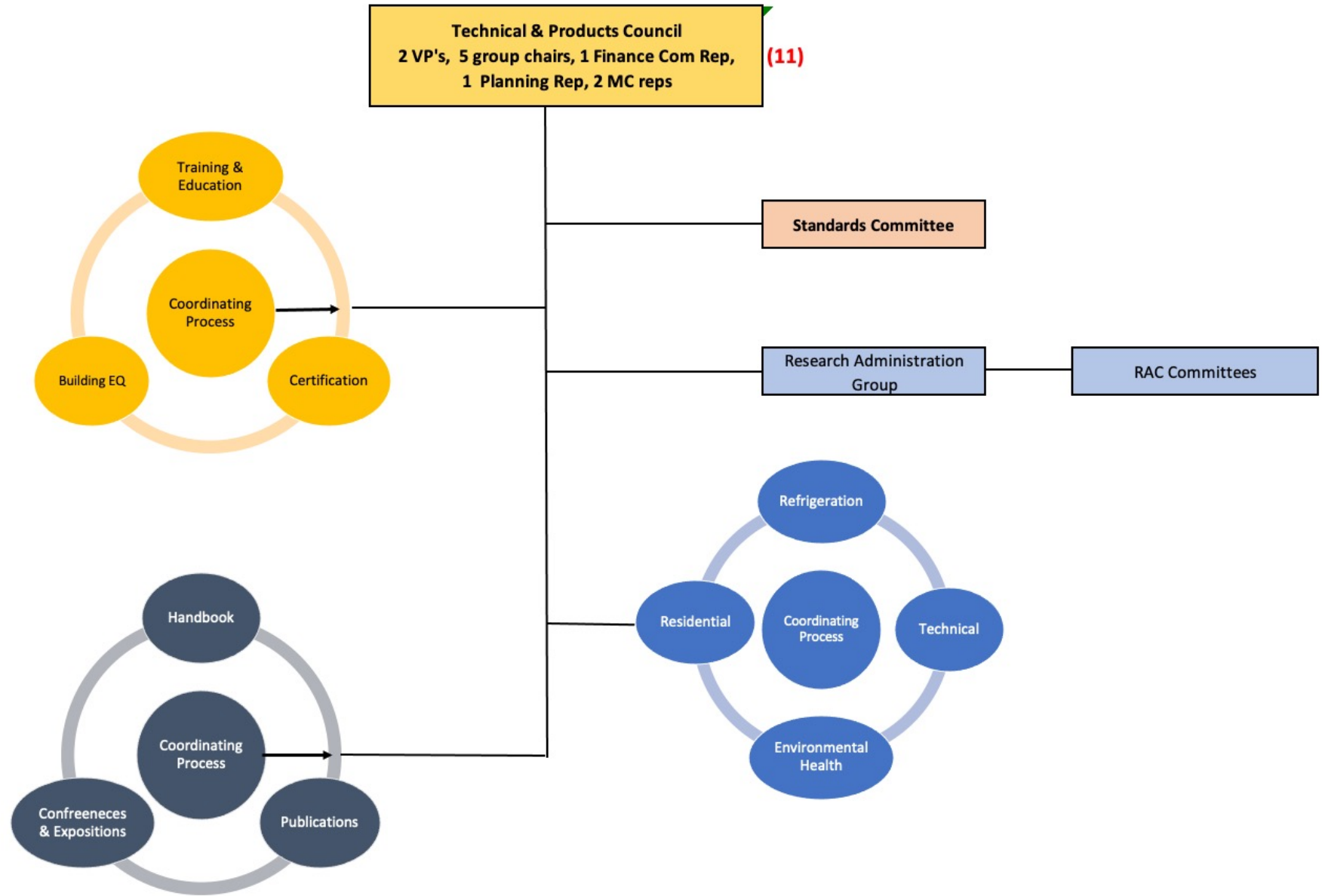
- One possible plan for our future

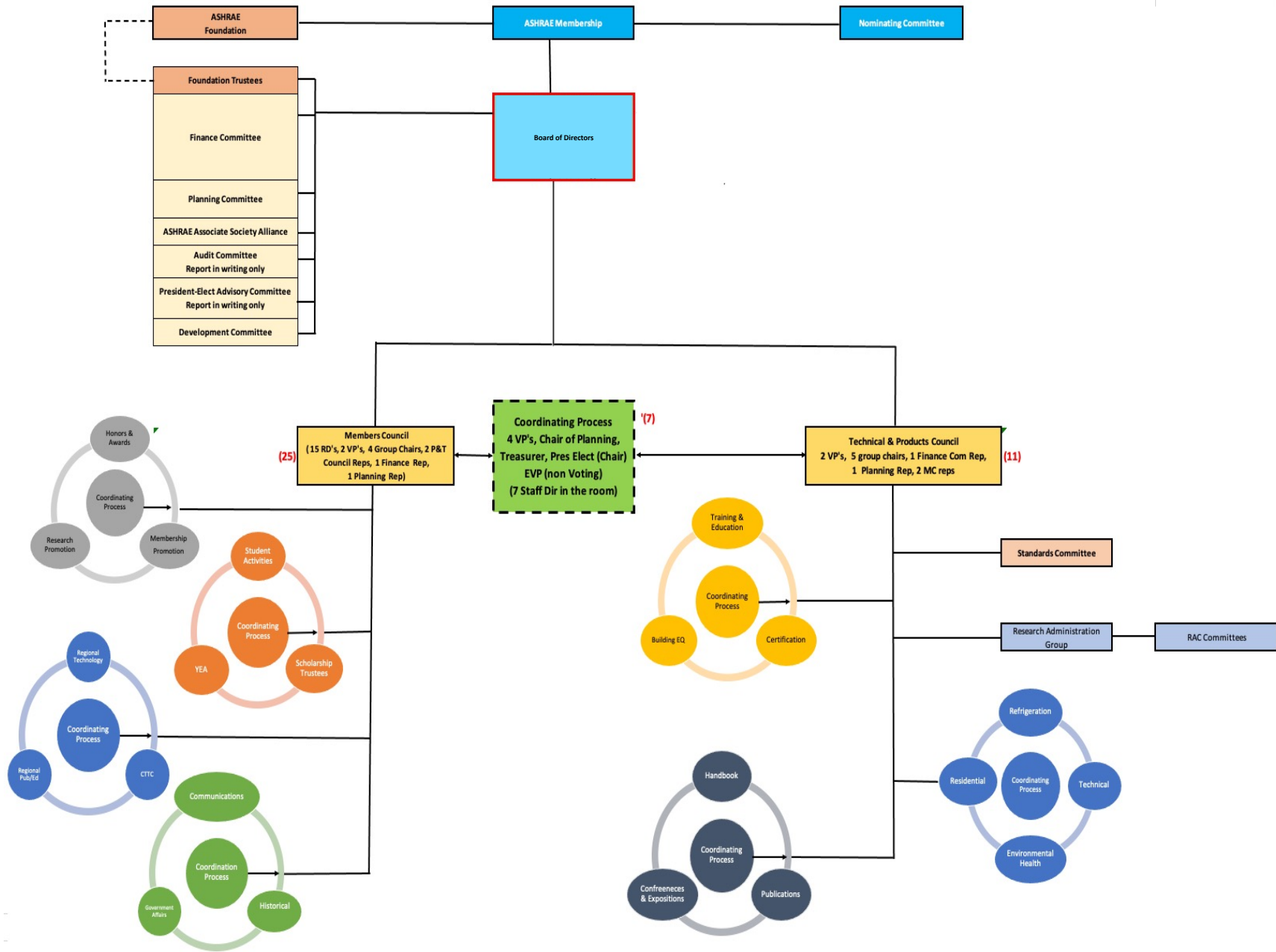


Current Proposal – Not Final



Current Proposal – Not Final Proposal





A New Dawn for ASHRAE



Much Thanks to Volunteers and Staff!

- Digital Landscape Subcommittee

- Tom Phoenix, Chair
- Dr. Ahmed Alaa
- Tim McGinn
- Vanita Gupta

- Connections Subcommittee

- David Underwood, Chair
- Don Brandt
- Ginger Scoggins
- Alice Yates
- Edward Tsui
- Larry Fisher

- Lean Collaboration Subcommittee

- Hugh Crowther, Chair
- Sarper Arun
- Devin Abellon
- Andres Sepulveda
- Stephanie Reiniche

- Streamlining Subcommittee

- Farooq Mehboob, Chair
- Sarah Maston
- Robin Bryant
- Kim Mitchell

Certificate of Consolidation of

**AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC.
and *The American Society of Refrigerating Engineers***

into

**AMERICAN SOCIETY OF HEATING, REFRIGERATING
AND AIR-CONDITIONING ENGINEERS, INC**

Pursuant to *Section 50* of the Membership Corporations Law:

We, ELMER R. QUEER and AUBRY V. HUTCHINSON, being respectively the president and the secretary of AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., and ROBERT H. TULL and ROBERT C. CROSS, being respectively the vice president and the secretary of *The American Society of Refrigerating Engineers*, do hereby certify:

1. (a) The names of the corporations to be included in the consolidation are AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., and *The American Society of Refrigerating Engineers*.

(b) The certificate of incorporation of AMERICAN SOCIETY OF HEATING AND AIRCONDITIONING ENGINEERS, INC., under the name THE AMERICAN SOCIETY OF HEATING AND VENTILATING ENGINEERS, was filed in the office of the Secretary of State on January 24, 1895, and certificates of amendment thereof were filed on May 20, 1914, March 8, 1946, December 7, 1949, and February 1, 1952. On December 8, 1954, a certificate of change of name from THE AMERICAN SOCIETY OF HEATING AND VENTILATING ENGINEERS to AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., was filed pursuant to *Section 40* of the General Corporation Law

(c) The certificate of incorporation of *The American Society of Refrigerating Engineers*, was filed in the office of the Secretary of State on August 30, 1905, and certificates of amendment thereof were filed on November 26, 1945, November 23, 1955, and December 28, 1956.

1. The name of the consolidated corporation is AMERICAN SOCIETY OF HEATING, REFRIGERATING AND AIR-CONDITIONING ENGINEERS, INC.
2. The territory in which its operations are principally to be conducted is in all parts of the United States, its territories and possessions, in Canada, and in any and all foreign countries and places.
3. The office of the consolidated corporation is to be located at 180 Technology Parkway, Peachtree Corners, GA 30092,

Deleted: 1791 Tullie Circle, NE, Atlanta, Georgia 30329...

4. The number of its directors shall be not less than ~~nine, (9)~~ nor more than forty-eight (48).

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The directors and elective officers, and their respective terms of office, shall initially be as set forth in the Agreement for Consolidation, made and entered into as of October 18, 1958, and thereafter the directors and elective officers, and their respective terms of office, shall be as set forth in the bylaws of the consolidated corporation.

In furtherance and not in limitation of the powers conferred by statute, the board of directors, if the bylaws so provide, may designate one or more committees which, to the extent provided in the bylaws of the consolidated corporation, or by resolution or resolutions of the board of directors, shall have and may exercise the powers of the board in the management of the business and affairs of the consolidated corporation that may be delegated to such committee or committees, such committee or committees to have such name or names as may be stated in the bylaws or as may be determined from time to time by resolution or resolutions of the board of directors.

The consolidated corporation may in its bylaws confer powers and authorities upon its board of directors in addition to the powers and authorities expressly conferred by the statutes of the State of New York or by this certificate. All powers of the consolidated corporation, insofar as the same may be lawfully vested in the board of directors, are hereby conferred upon the board of directors of the consolidated corporation.

Both members and directors of the consolidated corporation shall have the power to hold their respective meetings within or without the State of New York; the consolidated corporation shall have the power to maintain offices and keep the books of the consolidated corporation within or without the State of New York, at such place or places as may from time to time be designated by the board of directors.

No officer, director, or member of the consolidated corporation, shall receive or be lawfully entitled to receive any part of the net earnings thereof or any pecuniary profit from the operations thereof, except such reasonable compensation for services in effecting one or more of its purposes as the board of directors may determine.

Each director of the consolidated corporation shall be indemnified by said corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a director of the corporation, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for willful negligence, misfeasance, or misconduct in the performance of his duties as director; such right of indemnification shall not be deemed exclusive of any other right to which he may be entitled under any bylaw, agreement, vote, or otherwise.

6. The consolidated corporation shall be one of the constituent corporation, to-wit, AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., and not a new corporation.

7. The terms and conditions of consolidation, in addition to those hereinabove set forth, and the mode of carrying the same into effect, are as follows:

1. The purposes of the consolidated corporation are:

(a) To advance the arts and sciences of heating, refrigeration, and air conditioning and ventilation, and the allied arts and sciences, for the benefit of the general public.

(b) To encourage and conduct scientific research and the study of principles and methods in the fields of heating, refrigeration, and air conditioning and ventilation, and the allied arts and sciences, the results of which shall be made freely available to the public.

(c) To promote the unrestricted dissemination of knowledge and information and, for such purpose, to publish and to foster the publication of books, periodicals, papers, reports, educational programs, and scientific and educational data relating to heating, refrigeration, and air conditioning and ventilation, and the allied arts and sciences.

(d) To engage in educational activities (not including the conduct of any school or institution of learning), and to encourage the adoption and maintenance of high standards of instruction and educational and professional training in the fields of heating, refrigeration, and air conditioning and ventilation, and the allied arts and sciences.

(e) To cooperate with governmental agencies and with universities, colleges, schools, and other organizations and groups having the same or similar objects and purposes, and to establish scholarships and make contributions, grants, and awards in furtherance of the foregoing purposes.

(f) To establish, approve, adopt, and promulgate codes, standards, and procedures in the fields of heating, refrigeration, and air conditioning and ventilation, and the allied arts and sciences, subject the proviso that all such activities shall be conducted solely for the advancement of engineering science.

(g) To organize and form local regions, chapters, sections, and student and other branches, and to regulate, operate, and control the same under the direction and at the pleasure of the consolidated corporation, but no local region, chapter, section, or branch shall subject the consolidated corporation to any financial or other obligation except such as the consolidated corporation may voluntarily assume.

(h) To receive, acquire, hold, and maintain any property, real or personal, without limitation as to amount or value, for any of the consolidated corporation's objects, by way of bequest, devise, gift, grant, purchase, or lease, to invest and reinvest the same, to control the income therefrom, and to expend or otherwise dispose of all or any portion of its funds and property, including the income, interest, or principal, subject, however, to any directions or limitations placed upon the same by donors or testators.

(i) To do any and all things necessary or proper in connection with or incidental to any of the foregoing.

(j) The consolidated corporation shall be operated exclusively for scientific and educational purposes; no substantial part of the activities of the consolidated corporation shall be the carrying on of propaganda or otherwise influencing or intending to influence **legislation; in the event** of the dissolution of the consolidated corporation, the board of directors shall dispose of its net assets, in trust, however, to further the purposes expressed herein, without preference in favor of any contributor or any member, officer, or director of the consolidated corporation, and subject to the order of a Justice of the Supreme Court.

1. Upon the filing of this Certificate of Consolidation in the office of the Secretary of State, each member of the constituent corporations shall have and possess the highest grade of membership in the consolidated corporation as was upon such filing held by him in either of the constituent corporations and each member of the constituent corporations then entitled to vote therein shall possess the power to vote in the consolidated corporation for the election of directors and for all other purposes conferred upon voting members by the laws of the State of New York, this Certificate of Consolidation, and the bylaws.
2. Except as provided in subdivision (5) of this Paragraph 7, upon the filing of this Certificate of Consolidation in the office of the Secretary of State, the separate existence of each constituent corporation, except the consolidated corporation, shall cease and the consolidation shall be effective, as provided in *Section 53* of the Membership Corporations Law, and the consolidated corporation shall possess all of the powers of the constituent corporations, and shall have the powers and be subject to the duties and obligations of a membership corporation formed under the laws of the State of New York for like purposes.
3. Upon the filing of this Certificate of Consolidation in the office of the Secretary of State, all the rights, privileges, and interests of each of the constituent corporations, all the property, real, personal, and mixed, and all the debts due on whatever account to either of them, and other things in action belonging to either of them, shall be deemed to be transferred to and vested in the consolidated corporation without further act or deed, and all claims, demands, property, and every other interest, whether vested or contingent, shall be as effectually the property of the consolidated corporation as they were of the constituent corporations, and the title to all real estate, taken by deed or otherwise under the laws of the State of New York vested in either of the constituent corporation, shall not be deemed to revert or be in any way impaired by reason of the consolidation but shall be vested in the consolidated corporation.
4. Except as provided by *Section 12* of the Personal Property Law, or *Section 113* of the Real Property Law, any devise, bequest, gift, or grant contained in the will of a person dying domiciled in the State of New

York, of in any other instrument executed under the laws of said State, taking effect after such consolidation, to or for either of the constituent corporations, shall inure to the benefit of the consolidated corporation, and so far as is necessary for that purpose, or for the purpose of a like result with respect to devise, bequest, gift, or grant governed by the law of any other jurisdiction, the existence of each constituent corporation shall be deemed to continue in and through the **consolidated corporation**.

5. Upon the filing of this Certificate of Consolidation in the office of the Secretary of State, the consolidated corporation shall be deemed to have assumed and shall be liable for all the liabilities and obligations of the constituent corporations, in the same manner as if such consolidated corporation had itself incurred such liabilities and obligations.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 16th day of January, 1959.

ELMER R. QUEER (*signed*)
President of AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC.

AUBRY V. HUTCHINSON (*signed*)
Secretary of AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC.

ROBERT H. TULL (*signed*)
Vice President of The American Society of Refrigerating Engineers

ROBERT C. CROSS (*signed*)
Secretary of The American Society of Refrigerating Engineers

Certificates of change were filed: June 30, 1964, January 25, 1981 and June xx, 2021.

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ASHRAE BYLAWS

June 2021

Deleted: July 2020

Article I ORGANIZATION

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

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

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

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

Article II MEMBERSHIP

Section 2.1 Grades of Membership. These shall be designated as follows: (A) Honorary Member, (B) Presidential Member, (C) Fellow, (D) Life Member, (E) Life Associate Member, (F) Member, (G) Associate Member, (H) Affiliate Member, and (I) Student Member.

Section 2.2 Honorary Member. Any notable person of preeminent professional distinction may be elected an Honorary Member. Election of an Honorary Member shall be by the Board of Directors.

Section 2.3 Presidential Member. Upon the installation of a successor, the outgoing President of the Society shall become a Presidential Member.

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

Section 2.5 Life Member. A Member who has been a full Member in good standing for an accumulative total of thirty(30) years and who has attained the age of sixty-five (65) years. The member shall retain all the rights and privileges of the most recent membership grade.

Section 2.6 Life Associate Member. A member who has been an Associate Member in good standing for an accumulative total of thirty (30) years and who has attained the age of sixty-five (65) years. The member shall retain all the rights and privileges of the most recent membership grade.

Section 2.7 Member. A Member shall have the equivalent of twelve Society-approved years of experience composed of an approved combination of (a) completed education beyond high school, (b) work experience, and (c) professional engineering or related professional registration or license issued by a legally authorized body.

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

Society-approved years of experience shall be credited as follows:

One and one-half years of credit for each year of

completed education for graduates of approved technical curricula.

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

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

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

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

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

Section 2.8 Associate Member. An Associate Member shall have had experience in technical matters or in design, operation, or maintenance in heating, refrigerating, air- conditioning, or ventilating fields; shall have an interest in the advancement of the Society's aims; and shall possess sufficient qualifications to cooperate with heating, refrigerating, air-conditioning, or ventilating engineers in the advancement of the knowledge relating to heating, refrigerating, air-conditioning, or ventilating engineering and its application.

Section 2.9 Affiliate Member. An Affiliate Member shall have the same qualifications as an Associate Member. The benefits of this member grade shall be determined by the Board of Directors and shall not exceed those of Associate Member.

Section 2.10 Student Member. A Student Member shall be matriculated in an approved course of study in Society- related fields of education at a university, college, junior college, or technical institute. The Board of Directors may establish other criteria for acceptable student membership.

Section 2.11 Voting Membership. Voting members shall consist of Honorary Members, Presidential Members, Fellows, Life Members, Members, Life Associate Members, and Associate Members.

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

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

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

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

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

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

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

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

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

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

Section 2.19 Dues Payment. If any Fellow, Member, Associate Member, or Affiliate Member shall fail to pay the current dues by three months after the due date, the member shall be classed as delinquent and, if a Voting Member, shall lose the member's right to vote. If such dues are not paid by six months after the due date, membership in the Society shall cease.

If any Student Member shall fail to pay the dues,

membership shall cease, and the Secretary shall notify such Student Member that his/her membership in the Society has ceased.

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

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

Section 2.21 Discipline. The Board of Directors may, by a two-thirds vote of all the members thereof, censure, suspend, or expel any member if, in the opinion of the Board of Directors, the member is guilty of abuse or misuse of the privileges of the Society membership or of action prejudicial to the best interest of the Society. Such action may be taken only after written preferment of charges, thirty (30) days' written notice of hearing sent by registered mail, and adequate opportunity to be heard before the Board of Directors or a committee of at least three (3) members designated by the Board of Directors.

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

Article III MEETINGS OF MEMBERS

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

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

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

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

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

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

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

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

letter ballot.

**Article IV
BOARD OF DIRECTORS**

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

The voting members of the Board of Directors shall be the President, President-Elect, Treasurer, elected Vice Presidents, ~~Society Directors - Regions and Society Directors - Technology.~~

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

Section 4.2 Election. Except as set forth in Section 4.3 and Article V, all elected members of the Board shall be elected at the annual meetings of the Society for terms of three years, or until their successors have been elected and installed. ~~Not more than three members of the Board shall be from any one region at the time of nomination.~~ If the membership of the Board of Directors is changed, the Board of Directors may, at the time of such change, vary initial terms of office in order to have a uniform number of directors elected each year.

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

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

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

Any action required to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. Actions permitted, but not required to be taken at a meeting, may be taken by

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

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

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

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

Meetings of the Board of Directors may be called into executive session, during which only Board members and such individuals as are individually recognized

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Deleted: and such number of Directors-at-Large as is set forth in the Rules of the Board.¶

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by the President shall be included.

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

**Article V
OFFICERS**

Section 5.1 Officers. The officers of the Society shall be the President, President-Elect, Treasurer, Vice Presidents, and Executive Vice President acting as Secretary. The President-Elect, Treasurer, and elected Vice Presidents shall each be elected annually at the annual meeting of the Society, and their terms of office shall continue until their successors have been elected and installed. Elected officers shall receive no salary, emolument, or compensation for services rendered to the Society as officers. The Treasurer and the Vice Presidents shall be eligible for re-election to the same office for one additional consecutive year. The President shall not be eligible to serve in the same office, and the President-Elect shall not be eligible for re-election to the same office, for an additional consecutive year.

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

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

Section 5.4 President-Elect. The President-Elect shall automatically succeed to the office of the President at the conclusion of the President's term of office. If the President dies, resigns, or is removed from office, the President-Elect shall immediately become President and shall serve for the remainder of the term of his/her immediate predecessor. If the time served is less than six months, he/she shall also serve as President for the next Society year. If the President-Elect dies, resigns, is removed from

office or becomes President in accordance with the foregoing provisions, the office of President-Elect shall remain vacant until the next annual meeting of the Society. If there is a vacancy in the offices of both President and President-Elect, the Treasurer shall act as President until the next annual meeting of the Society. The President-Elect shall perform all duties assigned by the Board of Directors or prescribed by these Bylaws.

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

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

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

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

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

Section 5.8 Presiding Officer at Meetings. At all meetings of the Society and of the Board of Directors, the President, or in the President's absence, the President-Elect, or in the President-Elect's absence, the Treasurer, or in the Treasurer's absence, a

Deleted: one of the elected Vice Presidents in the order of their seniority as members of the Society, or in their absence, a

Director selected by the Board of Directors, shall preside.

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

**Article VI
COUNCILS**

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

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

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

Section 6.3 Council Leadership. The chair and vice-chair of each council shall be a Society vice-president.

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

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

**Article VII
COMMITTEES**

Section 7.1 Committees of the Society. The standing committees of the Society shall be the

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

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

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

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

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

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

The Executive Committee shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Society or members thereof. During intervals between Board of Directors meetings, the Executive Committee shall exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting.

Meetings of the Executive Committee may be called into executive session during which only

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members of the committee and such other individuals recognized by the President shall be included.

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

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

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

The immediate Past President or the most recent Past President willing to serve shall serve as Vice Chair of the committee and then advance to Chair when replaced as Vice Chair.

The Nominating Committee shall serve during the Society year for which it is elected. Members and alternates shall be selected as follows: Regional electees by the Chapters Regional Committees at

their regularly-called meetings; Board of Directors selectees by the Board at a regular meeting.

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

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

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

Section 7.9 Standards Committee. This standing committee of the Society, the members of which are elected individually by the Board of Directors, shall be responsible for the selection, development, preparation, and submittal to the Board of Directors of all codes, standards and guidelines in the fields of heating, refrigerating, air conditioning, and ventilating engineering. Subject to the procedures prescribed by the Board of Directors, the Standards Committee shall also develop, prepare and submit all revisions, reaffirmations or withdrawals thereof, to be considered for approval. It shall cooperate with and supervise the Society's participation in other organizations in the development, preparation, and adoption of codes, standards and guidelines. The activities of the committee shall be solely for the development of engineering science, and the committee shall not engage in activities designed to promote any individual, private, or commercial interests.

Section 7.10 Reporting. Committees of the Society shall report as directed by the Board of

Deleted: Director who also serves as
Deleted: Chair

Directors or on request of the President. The Nominating Committee shall not be required to report deliberations of its nominations to the Board of Directors.

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

**Article VIII
INDEMNIFICATION**

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

**Article IX
CHAPTERS AND REGIONS**

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

**Article X
MISCELLANEOUS**

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

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

**Article XI
FUNDS**

Section 11.1 Society Reserve Fund. Certain funds, as may from time to time be recommended by the Finance Committee and approved by the Board of Directors, shall be set aside and the principal thereof maintained as a Society General Reserve Fund. The Board of Directors is authorized and empowered, in any fiscal year in which the Society's revenues may be insufficient to meet expenses, to utilize up to a maximum of twenty percent (20%) of the Society General Reserve Fund as valued on the first day of the fiscal year. The Board of Directors shall not approve an annual budget requiring more than 20% of the General Reserve Fund to be budgeted as revenue, unless the Board, by a 2/3 vote in favor, approves exceeding the 20% limit.

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

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

**Article XII
AMENDMENTS**

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

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