



MINUTES

BOARD OF DIRECTORS MEETING

ATLANTA, GA

Wednesday, February 8, 2023

Approved by the Board of Directors on June 25, 2023.

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Wednesday, February 8, 2023

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PRINCIPAL APPROVED MOTIONS

Board of Directors Meeting
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No. - Pg.	Motion																
1 – 8	Members Council recommends to the Board of Directors that Society approve all committee chairs reporting to Members Council replace their Board ExOs as voting members on Members Council as of 2023-24. The Board ExOs would change to non-voting members of the Members Council.																
2 - 8	<p>Members Council recommends to the Board of Directors that the Rules of the Board be updated as follows:</p> <p>1.300.004.2 Public Policy Issue Briefs</p> <p>The Government Affairs Committee shall be responsible for archiving, publication and distribution of Public Policy Issue Briefs. GAC shall maintain the current list of approved PPIBs on the ASHRAE website, <u>and shall review each PPIB on an annual basis, and determine whether to update or rescind the PPIB. Each version of a PPIB will contain a statement indicating when it was created or updated. it expires and shall not be longer than one year after approval. (22-02-02-15)</u></p>																
3 - 9	Members Council recommends to the Board of Directors that Society approve the Eunice Newton Foote Decarbonization Award subject to review of the criteria with the first presentation occurring at the 2024 Annual Conference Plenary.																
4 - 9	<p>Members Council recommends to the Board of Directors that the Rules of the Board be updated as follows:</p> <p align="center">2.200 Board of Directors 2.200.010 The Board of Directors elects the following:</p> <table border="1" data-bbox="418 1171 1414 1755"> <tbody> <tr> <td data-bbox="418 1171 1019 1245">ASHRAE Hall of Fame</td> <td data-bbox="1019 1171 1414 1245">2 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1245 1019 1318">Honorary Member</td> <td data-bbox="1019 1245 1414 1318">2 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1318 1019 1392">F. Paul Anderson Award</td> <td data-bbox="1019 1318 1414 1392">2 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1392 1019 1465">Pioneers in the Industry</td> <td data-bbox="1019 1392 1414 1465">2 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1465 1019 1539">Fellow</td> <td data-bbox="1019 1465 1414 1539">4 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1539 1019 1612">Louise and Bill Holladay Distinguished Fellow Award</td> <td data-bbox="1019 1539 1414 1612">4 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1612 1019 1686">Andrew T. Boggs Service Award</td> <td data-bbox="1019 1612 1414 1686">4 or more negative votes defeats</td> </tr> <tr> <td data-bbox="418 1686 1019 1755">ASHRAE Award for Distinguished Public Service</td> <td data-bbox="1019 1686 1414 1755">4 or more negative votes defeats</td> </tr> </tbody> </table> <p>2.200.010.2 Society level awards as delineated in ROB 2.411.003.3 and 2.411.003.4. 2.200.010.3 Nominations submitted to the Board by a three-person BOD subcommittee appointed by the President.</p>	ASHRAE Hall of Fame	2 or more negative votes defeats	Honorary Member	2 or more negative votes defeats	F. Paul Anderson Award	2 or more negative votes defeats	Pioneers in the Industry	2 or more negative votes defeats	Fellow	4 or more negative votes defeats	Louise and Bill Holladay Distinguished Fellow Award	4 or more negative votes defeats	Andrew T. Boggs Service Award	4 or more negative votes defeats	ASHRAE Award for Distinguished Public Service	4 or more negative votes defeats
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	<p>2.200.010.3.1 Nominating committee, eight members and eight alternates (SBL 7.6)</p> <p>2.200.010.3.2 Technology, Publishing and Education Councils</p> <p>2.200.010.3.3 Standards Committee (SBL 7.9)</p> <p>2.200.010.3.4 Research Administration Committee (SBL 7.7)</p> <p>2.200.010.3.5 Technical Activities Committee (SBL 7.8)</p> <p>2.200.010.3.6 Handbook Committee</p> <p>2.200.010.4 Scholarship Trustees</p> <p>2.200.010.5 ASHRAE Foundation Trustees</p> <p>2.200.010.6 Other recipients of Society-level awards</p>
5 - 10	Members Council recommends to the Board of Directors that the Handbook Online be an additional member benefit options.
6 – 11	<p>MOTION 5 be amended as shown below:</p> <p>Members Council recommends to the Board of Directors that the Handbook Online <u>be an additional</u> replace Handbook PDF as one of the member benefit options.</p>
9 - 13	The choice of a Certification Study Guide be included as a member benefit option.
10 - 14	<p>The Technology Council recommends that the following be approved as a consent motion:</p> <ul style="list-style-type: none"> ➤ Standards Committee recommends that BSR/ASHRAE/IES Addendum c (<i>Title, Purpose, and Scope change</i>) to ANSI/ASHRAE/IES Standard 90.2-<i>High-Performance Energy Design of Residential Buildings</i>, be approved for publication. ➤ Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum v (<i>Acoustics Clarification to Lmax and cSTC for interior background sound noises</i>) ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, <i>Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. ➤ Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum w (<i>Air tightness changes for air leakage testing</i>) to ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, <i>Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. ➤ Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum x (<i>Occupancy Groups Changes</i>) to ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, <i>Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings</i>, be approved for publication. ➤ Standards Committee recommends that BSR/ASHRAE Standard 228-202x, <i>Standard Method of Evaluating Zero Net Energy and Zero Net Carbon Building Performance</i>, be approved for publication.

<p>11 - 15</p>	<p>Technology Council recommends to the Board of Directors that ROB 2.420.001.1 REF-CPPC Membership, be revised as shown:</p> <p>2.420.02 MEMBERSHIP 2.420.002.1 Composition) (91-01-24-63/99-01-28-80/99-06-24-36/00-02-10-64B/06-01-26-29) The members of this committee are as follows</p> <p>A. Twelve (12) <u>Fourteen (14)</u> voting members, including a chair, and a vice chair, B. Non-voting members include a Board ex-officio member and Coordinating officer. <u>C. Non-voting members from liaison associations shall be assigned by the Society President as appropriate.</u> <u>D. Chairs of ASHRAE Committees shall be assigned as non-voting members as appropriate.</u></p>
<p>12 - 16</p>	<p>Society Rules Committee recommends to the Board of Directors that ROB Section 1.201.027.4 regarding the ASHRAE Travel Reimbursement Policy be revised as follows:</p> <p>1.201.027.4 Conditions</p> <p>A. Transportation</p> <p>...</p> <p>B. Documentation</p> <p>1. Travel expense reimbursement claims must be made on the approved ASHRAE form and must bear the signature of the Society officer or chair authorizing the travel, if applicable.</p> <p>2. All claims should be submitted to ASHRAE's comptroller within 30 days of the travel date. Claims submitted after 90 days will not be reimbursed.</p> <p>3. Original receipts, or electronic copies of original receipts, or tickets, must be included with any travel reimbursement claim and must clearly show the amount claimed. With the advent of ticketless travel, a receipt from the travel agency or airline or a credit card statement will be acceptable.</p> <p>4. Reimbursement will not be made when a member chooses to use personal Frequent Flyer Miles for transportation.</p> <p>5. All claims shall be paid in USA or Canadian currency. The exchange rate will be determined at the time the claim is processed by ASHRAE.</p> <p><u>6. Society issued credit card benefits are the property of the party to whom the card is issued.</u></p>
<p>13 – 16</p>	<p>Society Rules Committee recommends to the Board of Directors that the Board of Directors Reference Manual be approved as presented in ATTACHMENT C.</p>

ACTION ITEMS

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No. - Pg.	Responsibility	Summary of Action	Status	Goal Date
1 – 2	Littleton	Send a letter of sympathy and condolences to members of the Turkish Chapter.		
2 – 6	Knight	Reach out to TC 1.5 and anyone on the BOD or within Society to determine the following – Who are the consultants we might reach out to and what is the estimated budget? What is on Society’s wish list? Is there a priority that we might want to focus on? Mr. Knight will bring feedback and recommendations in two weeks. ExCom will discuss and the BOD will review and discuss at the March 27 BOD meeting.		
3 – 17	Maston	Work with Technology Council to address the issue of domestic gas stoves producing pollutants.		



BOARD OF DIRECTORS MINUTES

Wednesday, February 8, 2023

MEMBERS PRESENT:

Farooq Mehboob, President
Ginger Scoggins, President-Elect
Dennis Knight, Treasurer
Billy Austin, Vice President
Dunstan Macauley, Vice President
Sarah Maston, Vice President
Ashish Rakheja, Vice President
Jeff Littleton, Secretary
Steven Sill, Region I DRC
Ronald Gagnon, Region II DRC
Mark Tome, Region III DRC
Bryan Holcomb, Region IV DRC
Jim Arnold, Region V DRC
Susanna Hanson, Region VI DRC
Chris Gray, Region VII DRC
Randy Schrecengost, Region VIII DRC

Tyler Glesne, Region IX DRC*
Devin Abellon, Region X DRC
Eileen Jensen, Region XI DRC
John Constantinide, Region XII DRC
Cheng Wee Leong, Region XIII DRC
Andres Sepulveda, Region XIV DRC
Bassel Anbari, RAL RMCR
Blake Ellis, DAL
Luke Leung, DAL
Wei Sun, DAL*
Dru Crawley, DAL
Ken Fulk, DAL
Art Giesler, DAL
Wade Conlan, DAL
Kishor Khankari, DAL
Adrienne Thomle, DAL

GUESTS PRESENT:

James W. Earley, Jr.
Steve Rosenstock
Varun Jain
Joshua DeYoung
Beatriz Quinones
Anther Naseem Siddiqui*
Bill Walter*
Connor Murray*
Omar Rojas*

Kevin Marple
Berry Dillard
Buzz Wright
Matt Rowe
Jayson Bursill
Jonathan Smith
Craig Wray*
David Roberts*
Derrick Nesfield*
Scott Peach*

Trent Hunt
Bill McQuade
Mahroo Eftekhari
Zehui Hong
Chandra Sekhar
Amber Thomas*
Enea Dimitris Tseno*
Joshua Vasudevan*
Nivedita Jadhav*
Van Baxter*

STAFF PRESENT:

Candace DeVaughn, Manager - Board Services
Chandrias Jolly, Assistant Manager - 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

Craig Wright, Director of Finance
Daniel Gurley, Mgr. – Membership & Member Contact Center*
Heather Kennedy, Editor, ASHRAE Handbook*

*Virtual Attendee

CALL TO ORDER

Mr. Mehboob called the meeting to order at 2:02 pm.

CODE OF ETHICS

Mr. Mehboob read the code of ethics statement.

ROLL CALL/INTRODUCTIONS

Introductions were conducted; members, guests, and staff in attendance as noted above.

Bassel Anbari, Region-at-Large RMCR, served as alternate for Director Mittal. Mr. Anbari had voice but no vote.

REVIEW OF MEETING AGENDA

Mr. Mehboob led a moment of silence in recognition of the devastating earthquake in Turkey.

Mr. Littleton will send a letter of sympathy and condolences to members of the Turkish Chapter. **AI - 1**

Mr. Mehboob reviewed the meeting agenda. 'IAQ Related to Residential Stoves' was added to *New Business*.

2023 WINTER CONFERENCE REPORT

Mr. Littleton congratulated everyone on a fantastic AHR Expo and Winter Conference. Staff Directors were asked to provide updates on their respective areas.

Ms. Abrams reported:

Conference registration totals, including companions was 3,479. This compares to 2,916 in Las Vegas (2022), 2,932 in Orlando (2020), and 2,765 in Atlanta (2019).

The most popular in-person session was *The Evolution of Thermal Energy Storage for Cooling Applications: The Past, Current and Future*, with 190 attendees.

The most popular live streamed session was *Back to Basics with Hydronics: The OG of HVAC Systems*, with 137 in-person attendees and 70 livestream attendees.

Number of meetings conducted at the Conference:

- 58 Virtual in Advance
- 294 Hybrid During Conference
- 110 In-Person Only During the Conference
- 462 Total Meetings

Conference sponsorships totaled \$96,000 gross and \$79,060 net to Society.

Mr. Owens reported:

The total preliminary combined sales from the hotel bookstore and Expo bookstore was \$87,924; which was more than twice Las Vegas 2022 and only \$9,000 short of Atlanta 2019. For context, the average for the past ten years was about \$140,000.

The top three sellers at the bookstore were *Pocket Guides* and the 2022 editions of Standards 62.1 and 90.1.

The total for ALI course registrations was 734 which was just 12 short of Atlanta 2019. The revenue total was \$147,445 which was ahead of Atlanta 2019 by \$15,000 but \$46,000 more than Las Vegas 2022. For context, the average revenue for the last ten years is about \$175,000.

The top three ALI courses were:

Fundamentals of Decarbonization Design, Systems, and Equipment Applications
Advanced Designs for Net Zero Energy Low Carbon Buildings
Healthcare Facilities: Best Practices for HVAC Design and Operation

Ms. Gupta reported:

The ASHRAE booth at the AHR Expo had 785 visitors. The ASHRAE bookstore at the Expo had 101 visitors. Six new members joined ASHRAE at the booth.

There was a booth panel dedicated to downloading the new building performance standard technical guide that the TFBDD developed. There were a total of 555 downloads.

Mr. Mehboob thanked Staff Directors, volunteer leadership, and Mr. Littleton for their great work.

OPEN SESSION – ADDRESSES TO THE BOARD OF DIRECTORS

Ms. Scoggins read comments submitted online from members (ATTACHMENT A).

Other members were invited to address the BOD. Those comments are summarized below:

Trent Hunt – Wanted to say ‘thank you’ to Kim Mitchell as it is her last week at ASHRAE. She did so much to help with fundraising and to help Society get a wonderful, beautiful building that we can share with the BOD.

Kim Mitchell – Appreciate the thanks and recognition. The BOD is wonderful. The members are what make ASHRAE so special and they are who I’m going to miss the most. Appreciate the relationships I’ve developed and the good times we’ve had. If I can be of service in the future, I am always open to that. Wish you all the best.

Eleazar Rivera (Leadership U, Monterrey Chapter) – It was an honor to be apart of Leadership U. Important for the Chapter and global community to feel integrated and welcome. ‘Thank you’ to Ms. Maston, my mentor. I am the CRC Chair for the upcoming CRC in Monterrey; ‘thank you’ that that team. Please join us in Mexico.

Zehui Hong (LeaDRS, Central AZ) – Thank you to Mr. Abellon for sponsoring me. This was my first time attending an ASHRAE Conference; very excited and very memorable. ‘Thank you’ to the members of Region X. Experienced how ASHRAE has become a family. Will miss this experience.

Sierra Spitulski (Leadership U, Southern California Chapter) – The conference was not at all what I envisioned. The amount of work that you do is very impressive, and you handle it with such grace. Don’t know that I could sit in these meetings for as long as you do. I was Mr. Rakheja’s shadow. BOD members are true marathon runners in this world of ASHRAE; really something to be proud of and I wish more people could see this side of Society. The technical programs were

wonderful. Thank you for the opportunity, it has been an honor. Didn't know this part of ASHRAE existed and I am grateful to know that now. Thank you.

BOD SUBCOMMITTEE REPORTS

STRATEGIC BUSINESS DEVELOPMENT

Mr. Macauley reported on behalf of the subcommittee. The full report is included in ATTACHMENT B. He thanked the subcommittee members, Mr. Owen, and Ms. Harr for their great work.

He reviewed the subcommittee's recommendations.

He reported that Pub Ed Council was currently reviewing their business approach and how products are sent to market. The Council is looking to not just translate courses, but to ensure that they have been adopted to the local market; in terms of not just language, but who the instructors are, and how the courses can best suit the engineering market in that country.

Working to identify high grossing publications and how those publications can be translated.

Would like to work with other organizations in the built environment to help foster the work that is currently being done. Ensuring that we remain a good partner and use that opportunity to expand Society's reach.

The subcommittee is continuing to work on other goals in the work plan as well.

In addition to work assigned, based on the results of the roundtable conducted here in Atlanta, the Subcommittee was tasked by Mr. Mehboob to look into artificial intelligence (AI) and its impact on Society. Specifically, how can AI be implemented and integrated across Society's current platforms.

The floor was opened for comments and questions. Those comments are summarized below:

(Mr. Khankari) – This topic is not that easy to deal with. All very good recommendations. What I am curious about is where should we put our reference that will give us maximum return on membership? Will it be possible to come up with one or two recommendations that the BOD can consider and take action on?

(Mr. Macauley) – Still conducting analysis; hope to have even more recommendations on products and services that we can invest in. Decided to provide incremental recommendations that are currently being implemented by councils and committees. Trying to expedite that process.

Mr. Mehboob asked for input from BOD members on how to proceed regarding AI. How should Society take the first baby steps? Comments and input is summarized below:

(Mr. Knight) – Depends on whether you are using an open AI tool or a closed and private one. The data lake that you create that would use our information. Don't know that it is ever turned loose, will need to continually have subject matter experts vet answers, and try to correct errors.

(Mr. Leung) – Let's try to identify three of the best AI firms and reach out to them. Some IT companies that some of you are working with, we can learn with them.

(Mr. Rakheja) – Supporting Mr. Leung’s point, even back in India, discussions are taking place with specialists who are talking about integrating. In case we see the BOD looking at this, outside consultants are more viable because the disruption will come from IT only.

We have no idea what AI can do for us.

(Mr. Khankari) – If we try to remain complacent with linear growth, we will be miniscule. ASHRAE AI is a very broad term, and the devil is in the details. First need to define what we want and what AI can do for us. Need to define goals and objectives then we can go out and find who can do it.

(Mr. Anbari) – Great idea and we need to address this. Need to understand and define what we are looking for. Don’t think ASHRAE understands the full capabilities of AI. Need to identify how AI can help members and deliver our message to the members. What can AI do to improve member services?

(Mr. Crawley) – AI is a broad range of things that can be done using data that we would not normally see. I’ve seen people already starting to use it. My own company is experimenting with having marketing materials drafted by AI. Lots of opportunities. Need to look at where this can benefit Society.

(Mr. Gray) – If we are just looking at this to organize data we have now, we are wasting our time. Need to think what could happen with this technology to replace each and every one of us and think bigger than just organizing data. There is nothing that would keep this technology for developing base design for a building right now. We have to think how we can leverage that to be a higher value service as an industry to our customers. Have to proactively work with those entities. Have an opportunity to get out in front of it.

(Mr. Littleton) – This is a really important conversation. Look at AI as four buckets – How do we frame the information? How do we use AI for ASHRAE performance as an organization? How do we use it to deliver benefits better? And how do we equip and what standards are needed for the development of AI in the building community?

Great opportunities and threats at the same time.

(Mr. Sun) – Mr. Littleton summarized the issue very well. Would like to see the extension for the building automation technology. Part of the technology and benefits to our members and the industry. May need to have multiple buckets with a different focus.

(Mr. Macauley) – Can also be used as a predictive tool. Very important piece that we have to get ahead of, to not only protect our documents and standards but how we protect the work of our members as well. A lot of opportunities and a huge threat at the same time. Have to be ahead of it to identify threats and come up with solutions to mitigate threats. Really critical and timely.

Mr. Mehboob summarized the comments – Society needs to think bigger. We don’t really know the capabilities of AI and we need to learn what it really can do. Might have a wish list that we want to achieve. The path forward can be incremental.

Mr. Knight will reach out to TC 1.5 and anyone on the BOD or within Society to determine the following – Who are the consultants we might reach out to and what is the estimated budget? What is on Society’s wish list? Is there a priority that we might want to focus on? Mr. Knight will bring feedback and recommendations in two weeks. ExCom will discuss and the BOD will review and discuss at the March 27 BOD meeting.

Mr. Knight encouraged BOD members to reach out to him with ideas and suggestions.

SOCIETY STREAMLINING

Ms. Maston reported on behalf of the Subcommittee. The full report was attached to the agenda.

She reported that the Subcommittee had broken up into teams. The group has been interacting with the Councils and the BOD.

She reported that the plan is to approach streamlining in smaller bites.

Have found that virtual meetings are more effective in smaller groups. The downside is that individuals only hear comments from those in their group.

Had the opportunity here in Atlanta to regroup with Councils and lay out solutions developed.

Live polling was conducted using PollEverwhere. The Subcommittee is going to use the data in upcoming meetings as we make decisions on final recommendations, to be presented at the Spring BOD Meeting.

Ms. Maston thanked the BOD for their feedback.

She reported that the group will be having further discussions with council leadership and will draft ideas for BOD changes. Will present a draft report at the Spring BOD Meeting to include recommendations and an implementation plan.

PRESIDENTIAL AD HOC COMMITTEE AND BOD TASK GROUP REPORTS

INTERNATIONAL STANDARDS INTERACTION

Mr. Knight reported. In light of the discussions in ExCom, the committee will be going back to gather and consolidate information from the last seven years so the BOD can understand the business case and the fiscal impact can be better defined. This consolidation will be brought to ExCom in the next two weeks and can be reviewed and discussed by the BOD during the spring conference call. Recommendations will be considered a major structural change which will require a 60-day cooling off period.

ASHRAE BRAND RECOGNITION

Mr. Khankari reported. The full report was attached to the agenda.

He reviewed the goals of the group.

There was consensus from the BOD, via straw poll, that the work of this group should continue.

The floor was opened for comments. A summary of those comments are below:

(Mr. Leung) – How do we bring the brand to the people who are in authority and can recognize Society and adopt our standards? Suggested that manufacturers and real estate developers be

targeted in this way. Also suggested a bottom-up approach in terms of manufacturers, owners and operators. Top down and bottom-up approach with those most relevant to the industry.

(Mr. Khankari) – This work is not yet complete; still crawling. In principle, the broader brand recognition is one thing but reaching out to those who are not our core membership but are hungry for our information. Need to change our communication style then can easily develop publications for these groups.

(Mr. Macauley) – Need to focus on what can help us expand our mission and vision and expand revenue.

(Mr. Austin) – Want brand recognition with governments around the world.

(Mr. Gray) – If we are going after the big ask, in terms of development and other grant serving entities, it serves us well to have our name well recognized. If we aren't pursuing that, can see the argument to not focus on this.

(Mr. Khankari) – How many more members will we get from doing this activity? This is not about people on the street recognizing Society. Retired 'household' term a long time ago because we recognized this was not what we should be pursuing. Some of us own the businesses here. How do you grow your business?

(Mr. Mehboob) – Absolutely correct that marketing needs to be at the center and we have a highly professional Marketing Department. 'Thank you' to Ms. Gupta for all their great effort.

Of course, we want to be recognized in the industry as a brand. We are recognized as a brand in the industry.

Not all about money.

Suggest leveraging the army of our 55,000 members to get the message out.

HQ BUILDING AD HOC

Ms. Scoggins reported. The full report was attached to the agenda.

She reported that the group is working to optimize performance of HQ systems as they are still not optimized in terms of performance and operations. An IAQ monitoring system is being installed and fans are added. Additional analytics are being conducted as well.

It takes time to get everything right and that is what we are working on now.

Mr. Mehboob suggested the possibility of conducting tours for students and schools, either free or at a nominal fee to cover the cost.

Mr. Littleton reported that tours are currently conducted almost every week. Every volunteer group that comes to HQ gets a tour. Happy to use the building as a teaching tool. Proud of the building and want to show it off.

EFFICIENT AND HEALTHY SCHOOLS PROGRAM PARTNERSHIP WITH DOE

Mr. Constantinide reported. The full report was attached to the agenda.

This is a partnership with local school districts to apply for funding opportunities with DOE. Twelve Chapters responded to participate in the program.

He requested that the scope of this partnership project team be expanded beyond the efficient and healthy schools program. There are many other opportunities beyond the DOE funding opportunity announcement that funds schools. Can be expanded to all federal agencies and programs for commercial buildings.

Mr. Littleton reported that Ms. Yates and GAC have been very involved in this pilot program.

COUNCIL REPORTS**MEMBERS COUNCIL**

Ms. Scoggins moved that

1. Members Council recommends to the Board of Directors that Society approve all committee chairs reporting to Members Council replace their Board ExOs as voting members on Members Council as of 2023-24. The Board ExOs would change to non-voting members of the Members Council.

Ms. Scoggins provided background on the motion. She reported that in ongoing efforts by the Board and councils to streamline internal processes of Society, this would qualify as a valuable contribution. Chairs are already in attendance at Members Council to give updates. This motion would allow them to present their own motions and have a voice and vote regarding budgets that their committees must adhere to. The Committee Chairs could now present their own motions and backgrounds without relying on an intermediary. Board ExOs will remain valuable resources for grassroots committees and will remain as their liaisons to the Board. Empowering Chairs as voting members will enhance engagement with Members Council and help make Society more agile.

Mr. Abellon spoke in favor of the motion.

Ms. Scoggins reported that the plan is to send this recommendation, if approved, to SRC to work out the ROB update details.

MOTION 1 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins moved that

2. Members Council recommends to the Board of Directors that the Rules of the Board be updated as follows:
 - 1.300.004.2 Public Policy Issue Briefs
 - B. The Government Affairs Committee shall be responsible for archiving, publication and distribution of Public Policy Issue Briefs. GAC shall maintain the current list of approved PPIBs on the ASHRAE website, and shall review each PPIB on an annual basis, and determine whether to update or rescind the PPIB. Each version of a PPIB will contain a statement indicating when it was created or updated.

~~it expires and shall not be longer than one year after approval. (22-02-02-15)~~

Ms. Scoggins provided background on the motion. She reported that Section 1.300.004.2 (B) of the Rules of the Board requires that each PPIB contain a statement when it expires which shall not be longer than one year after approval. This statement can be confusing to policy makers who are more interested in when the document was created to assess its relevance. To address this matter, GAC recommends adding the date on which the document was created or last updated. Adding that date will make the PPIBs more useful to policy makers, elected officials and their staff, as they will know that these documents were all recently created and updated, and thus up to date.

MOTION 2 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins moved that

- 3. Members Council recommends to the Board of Directors that Society approve the Eunice Newton Foote Decarbonization Award subject to review of the criteria with the first presentation occurring at the 2024 Annual Conference Plenary.

Ms. Scoggins provided background on the motion. She reported that her President Elect Advisory Committee recommended to H&A the creation of an award given to a member who works to reduce carbon emissions in the built environment. This award was modeled after the existing Environmental Health Award with the application including both a point section and a written summary. Nominees would be reviewed by the H&A Committee until a permanent decarbonization committee is formed to oversee the award. The award deadline would be December 1 and presentation would occur at the Annual Conference Plenary. Presentation would be in the form of a plaque and reimbursement for transportation to the Annual Conference. As requested by PEAC, the award will be named after Eunice Foote who was the sounding alarm regarding global warming and rising earth temperatures before others were.

MOTION 3 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins moved that

- 4. Members Council recommends to the Board of Directors that the Rules of the Board be updated as follows:

2.200 Board of Directors

2.200.010 The Board of Directors elects the following:

ASHRAE Hall of Fame	2 or more negative votes defeats
Honorary Member	2 or more negative votes defeats
F. Paul Anderson Award	2 or more negative votes defeats
Pioneers in the Industry	2 or more negative votes defeats
Fellow	4 or more negative votes defeats
Louise and Bill Holladay Distinguished Fellow Award	4 or more negative votes defeats
Andrew T. Boggs Service Award	4 or more negative votes defeats
ASHRAE Award for Distinguished Public Service	4 or more negative votes defeats

~~2.200.010.2 Society level awards as delineated in ROB 2.411.003.3 and 2.411.003.4.~~

2.200.010.3 Nominations submitted to the Board by a three-person BOD subcommittee appointed by the President.

2.200.010.3.1 Nominating committee, eight members and eight alternates (SBL 7.6)

2.200.010.3.2 Technology, Publishing and Education Councils

2.200.010.3.3 Standards Committee (SBL 7.9)

2.200.010.3.4 Research Administration Committee (SBL 7.7)

2.200.010.3.5 Technical Activities Committee (SBL 7.8)

2.200.010.3.6 Handbook Committee

2.200.010.4 Scholarship Trustees

2.200.010.5 ASHRAE Foundation Trustees

~~2.200.010.6 Other recipients of Society-level awards~~

Ms. Scoggins provided background on the motion. She reported that at the 2022 Annual Conference the BOD approved H&A's motion that all awards be submitted to Members Council for approval (which originated from a request by the Board Operational Streamlining Subcommittee). The previous motion addressed updates to ROB section 2.411.035.5 A.

MOTION 4 PASSED (Unanimous Voice Vote, CNV).

Ms. Scoggins moved that

5. Members Council recommends to the Board of Directors that the Handbook Online replace Handbook PDF as one of the member benefit options.

Ms. Scoggins provided background on the motion. She reported that the four ASHRAE handbooks are the foundation of ASHRAE technical research and resources and are widely used across all aspects of the industries covered by ASHRAE. Since inception, printed Handbooks have been available to the new engineers to senior, long-standing ASHRAE members. The early usage and availability of those ASHRAE handbooks has instilled a mutual benefit and loyalty to the ASHRAE society.

The Membership Promotion Committee has received feedback that an increasing number of members prefer the online format for ease of access and document searchability. ASHRAE Handbook Online is a controllable format that ensures users are referencing only the current Handbooks and could fill the gap left with the lack of printed copies being available. While a first-year member would potentially get a "better" benefit, membership renewal is still required in order to maintain access.

Ms. Hanson stated that the concept is members would not get access to the Handbook unless their membership is active. She asked if internet access were required to access Handbook Online.

Ms. Scoggins confirmed that internet access is required.

Mr. Gagnon spoke against the motion. He stated that the motion goes against the intent of the Membership Promotion Committee. The Committee intended to add a fourth option, not remove one.

Mr. Holcomb spoke against the motion. He reported that he participated in the conversation with MP. He stated that something got lost in translation during the Members Council meeting.

Mr. Macauley reported that approximately \$40,000 – \$50,000 are allocated to support the Handbook Online function which is currently covered by the fees for Handbook Online, under the Pub and Ed budget. By making Handbook Online a free service, Pub and Ed would lose revenue but would still have the cost of the service in the council's budget, with no revenue to cover it.

Ms. Scoggins confirmed that was correct.

Ms. Thomle stated that in the 2025 version of the Handbook would be in PDF for users and writers. How will that be impacted? Has the Handbook Committee had any input on this motion?

Ms. Scoggins responded that the Handbook Committee did not have input on the motion.

Mr. Anbari stated that most of the time members are in countries, especially in developing economies, where they do not have internet access to access Handbook Online. PDF would be much easier. Secondly, the members in RAL are frustrated with Society and the way member benefits are being managed. There is now a charge to receive a hard copy of the Handbook and now it is being proposed that the PDF version be eliminated.

Mr. Sun stated that he was leaning towards voting no. He expressed that he did not see much to be gained from approving the motion.

Mr. Constantinide moved and Mr. Gagnon seconded that

6. MOTION 5 be amended as shown below:

Members Council recommends to the Board of Directors that the Handbook Online be an additional ~~replace Handbook PDF as one of the~~ member benefit options.

Mr. Knight spoke against the motion to amend. There is a big discussion of AI and the future of our industry. Society is moving towards a subscription-based service to members. Handbook Online provides access to all four options of the Handbook. He reported that he uses this tool all the time.

Society must address people using our intellectual property without paying for it. Why is this motion even needed? He suggested that the fiscal impact of the original motion was probably overstated.

Mr. Glesne stated that the intent of the original motion is to stop the violent spread of Handbook PDFs. Subscription based models are the future. The use of PDFs can and went quickly and that is OK.

He spoke against the amendment, and he spoke for the original motion.

Ms. Jensen spoke in favor of the amended motion. She reported knowledge of anecdotal stories of those who lost internet capabilities due to disasters and the only way people were able to access information was the PDF version. She expressed that this was a real-world issue that members have to address that was not limited to certain parts of the world; can happen to any of us. Not ready to fully go online.

Mr. Arnold stated that purchasing a PDF from Tech Street requires an account and the file can't be opened without confirming who you are. He expressed that he did not see an issue with PDFs because the technology exists to keep those files secure.

Mr. Owen clarified that the member benefit PDFs do not come through Tech Street. Instead, they come through the Technology Portal.

Mr. Littleton stated that requiring a current membership for access to the four volumes of the Handbook would increase membership and allow for growth. This is an expansion of benefits, bigger and better. Internet connectivity disruption seems like a rare moment. Lost revenue could be recouped in the form of additional member dues.

Ms. Hanson asked for clarification on the amendment. Ms. Scoggins clarified that the amendment would make Handbook Online a fourth option.

Mr. Constantinide spoke in favor of the motion. He expressed understanding for the rationale behind it. He stated that hesitation behind it is that previous versions of the PDF Handbooks provide history from a technical standpoint, especially for code references. He suggested that the PDFs are a good bridge towards the Handbook being fully online.

Mr. Anbari spoke in favor of the amendment. He expressed understanding for the need to protect the PDF files.

MOTION 6 PASSED (25:1:1, CNV).

Discussion of amended MOTION 5 resumed.

Mr. Khankari spoke in favor of the motion. The activity of adjusting member benefits so often is not a good idea.

Ms. Thomle stated that when emergency changes are made, it is immediately changed in the online version. She expressed concern that updates would not be made to PDFs.

Mr. Gagnon raised a point of information stating that the amended motion represented what MP presented to Members Council.

Mr. Ellis stated that based on all the discussion, the motion may not be fully baked.

It was moved that

7. The motion on the floor be referred to Membership Promotion.

MOTION 7 FAILED TO SECOND.

AMENDED MOTION 5 PASSED (29:0:0, CNV).

Ms. Scoggins reviewed the council's information items.

Mr. Macauley stated that he understood the importance of member benefits but there are several items where the costs are born by Pub and Ed Council. Pub and Ed is continuously asked to increase margins but there are numerous examples of benefits where the cost is born by Pub and Ed without the revenues being reflected in the council's budget.

Mr. Macauley moved and Mr. Knight seconded that

8. The Finance Committee investigate options to identify member benefit costs and identify ways to have those costs attributed to Pub and Ed Council.

Mr. Macauley stated that the motion was an accounting request. Currently, the revenue for several member benefits is included in the Members Council budget and the expenses are in the Pub and Ed Council budget.

Ms. Scoggins spoke against the motion. She stated that the council aren't profit centers; we are one organization. She expressed that she did not see a reason for the recommendation.

Mr. Constantinide spoke against the motion. He stated that this could be an action item.

Mr. Conlan spoke against the motion. He stated that he was pretty sure that there are line items that float between all three councils.

Mr. Giesler stated that this conversation has happened in the past. He expressed that revenue needs to be maximized as a whole.

MOTION 8 FAILED (4:26:0, CNV).

PUBLISHING AND EDUCATION COUNCIL

Mr. Macauley moved that

9. The choice of a Certification Study Guide be included as a member benefit option.

Mr. Macauley provided background on the motion. He reported that the current member benefit option for an eLearning course seems to have encouraged more course subscription purchases, and the goal would be to do the same for certification applications. The Study Guides' member price is \$56 each. Certification applications and recertification fees are \$395 and \$195 each, respectively.

This motion passed by unanimous voice vote (CNV) in the Fiscal Subcommittee and the PEC.

PEC feels by implementing this motion, there will be an increase in the number of certifications. The impact to the overall budget will be negligible.

MOTION 9 PASSED (28:1:0, CNV).

Mr. Macauley reviewed the council's information items.

Ms. Jensen provided a point of clarification expressing her understanding that Region VIII would be the only CRC that would host a roundtable.

Mr. Mehboob stated that point was correct. He reported that the CRC in Monterrey was part of an initiative. The desire of Pub and Ed Council was to organize additional industry roundtables. This is a different format than the CRC roundtables and is up to the council to determine if those will continue.

Ms. Jensen stated that she hoped this would be deferred to the following year as there were only a few months until the spring CRCs.

Mr. Macauley responded that as part of the initiatives, roundtables will be held at the Region VIII CRC. Region VI has been identified as another option to host a roundtable. The roundtables will look at benefits of Society's products and services.

Ms. Hanson spoke in favor of a roundtable being held at the Region VI CRC.

TECHNOLOGY COUNCIL

Ms. Maston reported. She stated that the publication motions presented are addenda that have unresolved objectors, negative project committee votes with reason, or a threat of legal action. These motions are preceded by formally voted recommendations from the project committees and Standards Committee. The rules do not require a vote from Technology Council. Appeals procedures now allow for consideration of an appeal of a BOD standards action or inaction only if the negative vote or unresolved comment is based solely upon procedural grounds. A reminder to Board members – members are to review these motions for adherence to ASHRAE's Procedures for Standards Actions (PASA) and ANSI Essential Requirements and not technical content. If the BOD disapproves a Standards Committee Document for publication, please detail reason(s) for the record.

A summary of any unresolved commenters and/or negative project committee votes on these publication drafts is included in the analysis sheets that were distributed prior to the meeting.

By default, all Standards Committee Documents will be processed by our ANSI Audited Designator procedures unless otherwise indicated by the Board. In all cases, the fiscal impact for publication drafts is within existing budgets.

Ms. Maston moved that

10. The Technology Council recommends that the following be approved as a consent motion:

- Standards Committee recommends that BSR/ASHRAE/IES Addendum *c* (*Title, Purpose, and Scope change*) to *ANSI/ASHRAE/IES Standard 90.2- High-Performance Energy Design of Residential Buildings*, be approved for publication.
- Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *v* (*Acoustics Clarification to L_{max} and cSTC for interior background sound noises*) *ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.
- Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *w* (*Air tightness changes for air leakage testing*) to *ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.
- Standards Committee recommends that BSR/ASHRAE/ICC/USGBC/IES Addendum *x* (*Occupancy Groups Changes*) to *ANSI/ASHRAE/ICC/USGBC/IES Standard 189.1-2020, Standard for the Design of High-Performance Green Buildings Except Low-Rise Residential Buildings*, be approved for publication.

- Standards Committee recommends that BSR/ASHRAE Standard 228-202x, *Standard Method of Evaluating Zero Net Energy and Zero Net Carbon Building Performance*, be approved for publication.

Ms. Maston reported that the presented consent motion has unresolved commenters or negative project committee votes but no negative votes by Standards Committee. The reasons for the negative votes were technical in nature with no alleged process violations subject to appeal. Please refer to the analysis sheets for the full detail on the reasons for negative votes and/or unresolved commenters and a summary of Project Committee responses that were distributed prior to the meeting.

MOTION 10 PASSED (Unanimous Voice Vote, CNV).

Ms. Maston moved that

11. Technology Council recommends to the Board of Directors that ROB 2.420.001.1 REF-CPPC Membership, be revised as shown:

2.420.02 MEMBERSHIP

2.420.002.1 Composition) (91-01-24-63/99-01-28-80/99-06-24-36/00-02-10-64B/06-01-26-29)

The members of this committee are as follows

- A. ~~Twelve (12)~~ Fourteen (14) voting members, including a chair, and a vice chair,
- B. Non-voting members include a Board ex-officio member and Coordinating officer.
- C. Non-voting members from liaison associations shall be assigned by the Society President as appropriate.
- D. Chairs of ASHRAE Committees shall be assigned as non-voting members as appropriate.

Ms. Maston provided background on the motion. She reported that the REF-CPPC has had trouble staffing the new subcommittees with chairs due to a limited pool of candidates. The Committee has multiple members representing international organizations as voting members as well as multiple international members. Some members representing international organizations have expressed concerns about chairing the subcommittees. The REF-CPPC committee believes having an expanded pool of candidates will make it easier to appoint subcommittee chairs and enable additional work to be completed by each subcommittee.

She clarified that the additional \$2,000 in the fiscal impact are for the proposed two additional voting members.

MOTION 11 PASSED (Voice Vote, CNV). Mr. Giesler abstained from the vote.

Ms. Maston reviewed the council's information items.

COMMITTEE REPORTS

EXECUTIVE COMMITTEE – FEBRUARY 8, 2023

Mr. Mehboob reported that ExCom had no recommendations for the BOD's consideration. He reported that information items were included in the full report, attached to the agenda, for the BOD's review. He stated that members of the BOD should contact him with any questions.

SOCIETY RULES COMMITTEE

Mr. Gagnon reported on behalf of the Committee. He advised that Chair Cooper was traveling and he was reporting on his behalf.

Mr. Gagnon moved that

- 12.** Society Rules Committee recommends to the Board of Directors that ROB Section 1.201.027.4 regarding the ASHRAE Travel Reimbursement Policy be revised as follows:

1.201.027.4 Conditions

A. Transportation

...

B. Documentation

1. Travel expense reimbursement claims must be made on the approved ASHRAE form and must bear the signature of the Society officer or chair authorizing the travel, if applicable.

2. All claims should be submitted to ASHRAE's comptroller within 30 days of the travel date. Claims submitted after 90 days will not be reimbursed.

3. Original receipts, or electronic copies of original receipts, or tickets, must be included with any travel reimbursement claim and must clearly show the amount claimed. With the advent of ticketless travel, a receipt from the travel agency or airline or a credit card statement will be acceptable.

4. Reimbursement will not be made when a member chooses to use personal Frequent Flyer Miles for transportation.

5. All claims shall be paid in USA or Canadian currency. The exchange rate will be determined at the time the claim is processed by ASHRAE.

[6. Society issued credit card benefits are the property of the party to whom the card is issued.](#)

Mr. Gagnon reported that there was already consensus from the BOD on the proposed changes as a matter of policy and the motion is a clean up item to bring the ROB in alignment.

MOTION 12 PASSED (Unanimous Voice Vote, CNV).

Mr. Gagnon moved that

- 13.** Society Rules Committee recommends to the Board of Directors that the Board of Directors Reference Manual be approved as presented in ATTACHMENT C.

Mr. Gagnon reported that the proposed changes reflect SRC's efforts to clean up verbiage in the BOD's governing documents.

MOTION 13 PASSED (Unanimous Voice Vote, CNV).

Mr. Gagnon reviewed the Committee's information items.

DEVELOPMENT COMMITTEE

Ms. Abruzzo reported on behalf of the Committee. There were no recommendations for the BOD's consideration. The full report was attached to the agenda.

AUDIT COMMITTEE

Ms. Jensen reported. There were no recommendations for the BOD's consideration. The full report was attached to the agenda.

EXECUTIVE SESSION

Executive session was called at 5:25 pm.

Open session reconvened at 6:13 pm.

APPOINTMENTS UPDATE (SINCE JUNE 2022)

Mr. Mehboob reviewed updates to 2022-23 Standing Committee Appointments, Election, and Presidential Appointments. Changes were highlighted in the document attached to the agenda.

INFORMATION ITEMS**REPORT OF THE PRESIDENT**

Mr. Mehboob reported that this information was provided to Society during the President's Lunch.

STANDARDS ANALYSIS SHEETS – FEBRUARY 2023

Mr. Mehboob reported that this information was attached for the BOD's review and was covered in Technology Council's report to the BOD.

NEW BUSINESS**IAQ RELATED TO GAS STOVES**

Mr. Khankari reported that those following the news in the US would have heard reports that domestic gas stoves are producing pollutants and are a hazard to human health.

He recommended that Society be proactive and address this issue.

Ms. Maston will work with Technology Council to address the issue of domestic gas stoves producing pollutants.

AI - 3**UPCOMING MEETINGS**

The BOD will have its Spring Conference Call on March 27th at 11:00 am ET.

ADJOURNMENT

The meeting adjourned at 6:17 pm.



Jeff H. Littleton, Secretary

ATTACHMENTS:

- A. Open Session Addresses to the Board of Directors
- B. Strategic Business Development Subcommittee Report
- C. Board of Directors Reference Manual Edits

ADDRESSES TO THE BOARD OF DIRECTORS

- **Krishna Ajith, ASHRAE Falcon Chapter**

Really good opportunity provided for students to network and also enhance their knowledge on HVAC systems.

- **Deomatie Basdeo**

I am unable to attend your trade show because I was not granted a US visa by the embassy in Trinidad. Sorry so wanted to attend. Maybe next time.

ASHRAE Strategic Business Development Subcommittee

Committee Members



Dru Crawley

Blake Ellis

Ken Fulk

Ron Gagnon

Chris Gray

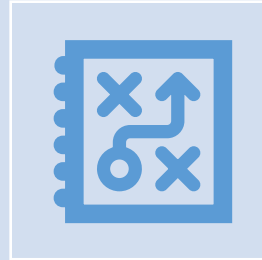
Luke Leung

Jeff Littleton

Dunstan
Macauley

Randy
Schrecengost

Goals



Develop an actionable strategic business plan for rolling out new products and services.



Strategic evaluation of the market trends and identifying business development goals over the next five years

2020 PEC Ad Hoc on Strategic Business Development

- Change from an accounting basis to a financial basis in evaluating all ASHRAE products and services.
- Create a market-driven business model of product/service development
- Integrate ASHRAE products across Council “boundaries” into a portfolio or “suite” of products that amplifies their value
- Develop a sales strategy to sell ASHRAE technology B2B in a digital world



2020 PEC Ad Hoc on Strategic Business Development

- Change from an accounting basis to a financial basis in evaluating all ASHRAE products and services.
- ***Create a market-driven business model of product/service develop***
- ***Integrate ASHRAE products across Council “boundaries” into a portfolio or “suite” of products that amplifies their value***
- Develop a sales strategy to sell ASHRAE technology B2B in a digital world



Workplan

₱ Review the current business models, operating practices and marketing strategies to determine how revenues/gross margins can be enhanced.

🌐 Determine opportunities to collaborate with industry partners to promote key topic areas globally?

📣 Identify opportunities to enhance brand recognition.

⚠️ Scan the market to establish the demand for potential new products and services which ASHRAE is qualified and should provide.

🏠 Identify gaps in the built environment that ASHRAE is best positioned to fill.

🌈 Identify the value adds of ASHRAE and how we can differentiate from other organizations.

↗️ How do we maximize the effectiveness of our virtual platforms?

Workplan – Future Work

Identify

Identify opportunities to collaborate with industry partners.



Develop

Develop a business plan for all new products.



Get

Get market feedback on the products and services and adjust as necessary.

Recommendations



Recommendation to the Publishing and Education Council to translate up to three ALI courses into a language other than English in order to support the diverse global membership of ASHRAE.



Recommendation to the Publishing and Education Council to translate up to five ASHRAE's publications into a language other than English.



Recommendation to the Publishing and Education Council to conduct an annual industry roundtable to identify new products and services.



Recommendation to the Board of Directors to work with our industry partners to create comprehensive tools that implement the guidelines and guides produced by the Epidemic Task Force (ETF) and the Task Force for Building Decarbonization (TFBD).

ASHRAE and AI

Standardization Assistance: AI can be used to assist members in following ASHRAE's standards more efficiently. For example, AI algorithms can provide guidance on the most efficient methods for meeting specific standards, helping members to implement the standards in the most efficient way possible.





Thank
You!



Shaping Tomorrow's
Built Environment Today

REFERENCE MANUAL

BOARD OF DIRECTORS

Approved by the Society Rules Committee on TBD

Approved by the ASHRAE Board of Directors on TBD

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Reference Manual, Board of Directors

FOREWORD

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

DEFINITIONS

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

COUNCILS

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

ADMINISTRATIVE AND FISCAL YEAR

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

OBJECTIVE OF THE SOCIETY

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

OBJECTIVE OF DIRECTORS

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

REFERENCE DOCUMENTS

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

Reference Manual, Board of Directors

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

1. BOARD AUTHORITY

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

2. BOARD MEMBER RESPONSIBILITIES

- 2.1. The Board of Directors shall have full and complete management and control of the activities and funds of the Society and may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Society as it may deem proper, subject to the provisions of the laws of the State of New York, the Certificate of Consolidation and these Bylaws.
(SBL 4.4)
- 2.2. In this regard, Society Legal Counsel in a letter dated November 8, 1961, stated: "As you know, Officers and Directors of a corporation are trustees for the interests of the stockholders or members; as such, they are required to exercise that degree of care and prudence which would be exercised by the ordinarily prudent business person in connection with all the affairs of the corporation. They must also act in good faith. They cannot act on matters in which they have a self-interest contrary to the interest of the corporation. They represent the entire membership of the corporation as a whole, and cannot neglect or fail to perform their duties; otherwise they are personally liable for any damages or loss which occurs therefrom."
- 2.3. Since the Board of Directors is a deliberative assembly, the responsibility of each member is accomplished by considering and acting on motions of members and on communications presented to the assembly. This action takes the form of a declaration of policy or procedure, or an instruction to committees and staff, or a recommendation or delegation of authority to the President or Executive Committee. After a motion has been adopted by a majority vote of the Board of Directors, each member of the Board of Directors accepts the decision as the will of the majority and supports this point of view and the action taken to the best of the member's ability.

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- 2.4. Notice of any regular or special meeting of the Board of Directors shall be given in writing or by electronic communication to each director at least fifteen days before the meeting or transmitted orally at least forty-eight hours before the meeting.
(SBL 4.8)
- 2.5. Attendance is mandatory at regular meetings of the Board of Directors which are held at the time of the Winter and Annual Meetings of the Society and at special meetings called by the President. Each Director should arrive on time and stay until adjournment unless excused by the President for unusual circumstances.
- 2.6. Full participation in the work of the Board requires a substantial amount of preparation to read communications sent to Board members prior to meetings, preparation of reports on assigned subjects, and advance preparation of motions which the Director may wish to present at the meeting. Each Director is expected to participate in discussions and vote in accordance with the overall interests of the members in the furtherance of the purposes of the Society.
- 2.7. Each Director should also be prepared to incur substantial expenses not allowable for reimbursement by the Society. Each Director should establish a personal time and expense budget after consideration of the responsibilities detailed herein.
- 2.8. Members of the Board of Directors should accept their obligations with the intent of advancing the purposes of the Society. In so doing, they will receive many benefits to compensate them for their time and expense. They will increase their technical knowledge, help to improve the design of products and systems, increase their positions as leaders, develop worthwhile friendships, and improve their capabilities in their professional fields.
- 2.9. The Board of Directors ~~elects~~elects' recipients for the following:
- ~~2.9.1. Honors and Awards Recommendations (ROB 2.200.010 is the enabling rule)~~
- | | |
|---|---|
| 2.9.1.1. ASHRAE Hall of Fame: | 2 or more negative votes defeats |
| 2.9.1.2. Honorary Member: | 2 or more negative votes defeats |
| 2.9.1.3. F. Paul Anderson Award | 2 or more negative votes defeats |
| 2.9.1.4. Pioneers in the Industry | 2 or more negative votes defeats |
| 2.9.1.5. Fellow | 4 or more negative votes defeats |
| 2.9.1.6. Louise and Bill Holladay Distinguished Fellow Award | 4 or more negative votes defeats |
| 2.9.1.7. Andrew T. Boggs Service Award | 4 or more negative votes defeats |
| 2.9.1.8. ASHRAE Award for Distinguished Public Service | 4 or more negative votes defeats |
- ~~2.9.2. Other recipients of Society-level awards.~~
- ~~2.9.3.2.9.1.~~ Eight members and eight alternates to serve on the Nominating Committee of the Society (SBL 7.6). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- ~~2.9.4.2.9.2.~~ Members of the following councils: Technology and Publishing and Education. Nominations are submitted to the Board by a four-person BOD subcommittee appointed by the President.
- ~~2.9.5.2.9.3.~~ Members of the Standards Committee (SBL 7.9). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- ~~2.9.6.2.9.4.~~ Members of the Research Administration Committee (SBL 7.7). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- ~~2.9.7.2.9.5.~~ Members of the Technical Activities Committee (SBL 7.8). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- ~~2.9.8.2.9.6.~~ Members of the Handbook Committee (volume subcommittee). Nominations are submitted to the Board by a three-person BOD subcommittee appointed by the President.
- ~~2.9.9.2.9.7.~~ Scholarship Trustees.
- ~~2.9.10.2.9.8.~~ ASHRAE Foundation Trustees.
- ~~2.9.11.2.9.9.~~ The timetable for nomination and election of members to councils and committees is in ROB 3.300, *Election and Appointment Procedures*.
- 2.10. All fees and annual dues shall be fixed and payable as determined by the Board of Directors. (SBL 2.18 and ROB 3.200, *Dues, Fees, Privileges*)

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- 2.11. The expenditure of the Society's funds is governed by the budget as approved, modified, or amended by the Board of Directors, and no additional expenditures shall be made without the approval of the Board of Directors. (SBL 5.9)
- 2.12. The Board of Directors approves the selection of a certified public accountant who audits the accounts of the Society after the close of the fiscal year. (SBL 11.3)
- 2.13. The Board of Directors may, by a two-thirds vote, remove a member of any committee. (SBL 7.11)
- 2.14. A proposal to amend the Bylaws of the Society must be approved by two-thirds of the members of the Board of Directors or by 300 voting members of the Society, of which no more than 150 of such voting members shall be from any one region, prior to vote by members of the Society. (SBL 12.1)

- 2.15. The Board of Directors may refer to the Society any important question to be decided by a majority of votes cast at a regular or special meeting of the Society. Such a referendum shall be used by the Board to advise it regarding any proposed action to take within its power. The Board of Directors shall not submit a referendum to the membership that is frivolous or would result in a violation of the law, the Certificate of Consolidation, these Bylaws or any fiduciary responsibility of the Society.
 - 2.15.1. The Board of Directors may initiate such a referendum at its own discretion or when requested through a valid membership petition. A valid petition must be signed by not less than 300 voting members, of which not more than 150 of such voting members shall be from any one region. Such petition shall not be valid until the Secretary has certified the signatures of the petitioners.
 - 2.15.2. The Board must act on this petition no later than its first meeting once 60 days has elapsed from the time the Secretary has certified the petition as valid.
 - 2.15.3. The Board of Directors may clarify the question raised by the petition to make it suitable for a vote of the membership.
 - 2.15.4. The Board of Directors must submit to the membership a suitable question raised by a petition.
 - 2.15.5. The Board of Directors is required to include a summary of the information in the petition, as well as any position it has taken, along with the question. (SBL 4.6)
- 2.16. The Board of Directors may, by a two-thirds vote of all the members thereof, censure, suspend or expel any member if, in the opinion of the Board of Directors, the member is guilty of abuse or misuse of the privileges of the Society membership or of action prejudicial to the best interest of the Society. (SBL 2.21)
- 2.17. The current edition of *ASHRAE Rules of Order* is observed for the orderly transaction of business at the meetings. This procedure generally requires the placing a motion, seconding it, and discussion followed by a vote. The degree of formality for the conduct of such meetings will be determined by the presiding officer.

3. PRESIDENT RESPONSIBILITIES

- 3.1. The President is chair of the Board of Directors, chair of the Executive Committee, and Chief Executive Officer.
 - 3.1.1. The President is responsible for presiding at all meetings of the Society
 - ~~3.1.2. for directing the staff~~
 - ~~3.1.3.~~3.1.2. for designating council membership from the Board of Directors and the Chairs thereof
 - ~~3.1.4.~~3.1.3. for designating committees and the Chairs thereof, with the approval of the Board of Directors, except for the following who are selected or elected in accordance with Society Bylaws and the Rules of the Board. (see section 2.9 of this document)
 - ~~3.1.4.1.~~3.1.3.1. Nominating
 - ~~3.1.4.2.~~3.1.3.2. Standards
 - ~~3.1.4.3.~~3.1.3.3. Research Administration
 - ~~3.1.4.4.~~3.1.3.4. Technical Activities
 - ~~3.1.4.5.~~3.1.3.5. Handbook Committees
 - ~~3.1.4.6.~~3.1.3.6. elected members of the Technology and Publishing & Education Councils
 - 3.1.5-3.1.4. The President directs the work of councils and committees with the assistance of the other officers.

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~~3.1.6~~-3.1.5. The President may also appoint any person or persons to serve in a consulting capacity to any standing or special committee except the Nominating Committee (SBL 7.2 and ROB).

- 3.2. The President should take great care in utilizing Directors and Regional Chairs in making subcommittee assignments in view of the great workload they already have. When making such subcommittee appointments to the Board of Directors, the President should utilize, whenever possible, past DRCs as well as current DRCs and Directors-at-Large. (75-06-21-24)
- 3.3. The President's duties as an officer and chair of the Board of Directors include those described in other sections of this document, as well as those outlined in the following paragraphs.
- 3.4. A detailed insight into the activities and commitments of the President is given in the following paragraphs.
 - 3.4.1. Regional Conferences are highlights of the presidential year. Conduct of the President should be such that the occasion will be memorable to the host chapter and delegates as well.
 - 3.4.2. At Society meetings, the time of the President and President-Elect will be well occupied with Board and committee meetings and other official functions. Executive Committee and Board meetings take precedence, but meetings of committees coordinated by the two officers should be attended, if not in conflict. Social functions should be attended, and officers and their spouses should "circulate" at receptions.
 - 3.4.3. The President is installed in office at the President's Luncheon during the Annual Meeting.
 - 3.4.4. The President is the principal speaker at the Presidential Luncheon at the Winter Meeting and is the Plenary speaker at the Annual Meeting at the end of the term. (92-07-02-32E)
 - 3.4.4.1. These talks may be in the form of a report to the membership, or they may express policy on a subject of major interest to the Society or the industry. These talks are published in the Journal. The President also is expected to prepare several talks and speeches during the year as President.
 - 3.4.5. At Society Meetings, the President is furnished a suite at the meeting hotel. This should be considered a courtesy to the Society rather than to the President, who may use the facilities for small meetings, receptions for honored guests or other functions which seem appropriate.
 - 3.4.6. Leadership Transfer Guidelines
 - 3.4.6.1. Decisions for all events not specified by ROB's up to the official closing should be made by the outgoing President.
 - 3.4.6.2. Titles used, whether written or spoken, shall either be the "outgoing" titles or shall be prefaced by "incoming" when it seems more appropriate to refer to the new position.
 - 3.4.6.3. All installation statements shall include the clause "effective at the close of this Annual Meeting."
 - 3.4.6.4. "Official closing" of the meeting shall be clearly specified so as to occur at the first meeting of the incoming (new) Board of Directors.
 - 3.4.6.5. Titles used shall change after "closing."
 - 3.4.6.6. "Control" shall switch to incoming officers at the "official closing."
 - 3.4.6.7. The presidential suite should be officially under the control of the outgoing President until departing from the hotel, but with a clear understanding that the incoming President may schedule special meetings and new Executive Committee events in the suite if chosen. Such events/meetings should, however, be coordinated with the outgoing President.
 - 3.4.6.8. Decisions for all events not specified by ROB's up to the official closing should be made by the outgoing President, including Presidential speeches, but courtesy dictates that it be a joint decision.
 - 3.4.6.9. At the official installation, the President and President-Elect should exchange pins; ribbons (of office) should be exchanged at the official closing of the meeting.
 - 3.4.6.10. Although regional meeting attendance is shared among the President, the President-Elect and the Treasurer, the travel schedule is heavy. Each of these officers will expect to travel to two Society meetings, two Executive Committee meetings, and approximately four Chapters Regional Conferences. Other travel requests may include chapter charter meetings and meetings of other organizations. Such attendance, while not mandatory, may be in the best interest of the Society; some requests can be covered by staff. (91-06-23-25)
 - 3.4.7. The principal obligation upon high office in the Society is the free giving of time.

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- 3.4.8. At meetings, the duties of the President are clear: The President chairs certain meetings and attends certain functions. Between meetings, there is a steady flow of correspondence. DRCs and DALs send copies to the President of their many communications.
- 3.4.9. The President shall delegate some of the administrative work to the President-Elect in an amount sufficient to acquaint the President-Elect with the administrative procedure. The President shall also include the President-Elect in certain more important meetings with staff. (67-02-02-21)
- 3.4.10. While the day-to-day operations of the Society are staff responsibilities, the President represents the membership, and the President's experience and counsel should be used wherever indicated. Frequent communication to and from staff will keep policy matters straight and avoid misunderstanding.
- 3.4.11. All correspondence should be handled as promptly and systematically as possible. Due to the heavy load of correspondence, the President (and President-Elect) should have secretarial services available in the amounts required to handle these requirements. Some correspondence is handled by headquarters staff, but most must be handled from the home office of the President (or President-Elect).
- 3.4.12. At the end of the Presidential year the President becomes a Presidential Member.
- 3.4.13. Policies governing reimbursement of expenses are in *Travel Reimbursement Policy* (ROB Volume 1).

4. PRESIDENT-ELECT RESPONSIBILITIES

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

5. OFFICER RESPONSIBILITIES

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

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- 5.5.2.1. Executive Committee meetings, if requested
 - 5.5.2.2. ASHRAE Winter Meeting
 - 5.5.2.3. ASHRAE Annual Meeting
 - 5.5.2.4. Assigned Chapters Regional Conferences (CRCs)
 - 5.5.2.5. Meetings where the officer substitutes for the President
- 5.5.3. Spousal participation may include the following:
- 5.5.3.1. Attend general business sessions as well as special sessions presented especially for spouses
 - 5.5.3.2. Attend social functions to which spouses are invited
 - 5.5.3.3. Attend tours arranged for companions
- 5.6. The word “spouse” as used in the Reference Manual and Manual of Procedures for Officers and Directors shall be a marital partner or other companion in a committed relationship. (02-06-23-10/09-06-21-06)
- 5.7. Guidelines for reimbursement of travel expenses for officers and spouses are in ROB Volume 1, Travel Reimbursement Policy.

6. DIRECTOR COMMON RESPONSIBILITIES

- 6.1. Directors may be assigned as ex officio members to all standing committees except the Nominating Committee and committees reporting directly to the Board (ROB 2.200.002.4).
- 6.1.1. A Director may expect to be appointed as a Board Ex Officio (BOD ExO) of one or more committees, as a voting member of one council, and as a member of one or more BOD subcommittees.
 - 6.1.2. For each committee to which a Director is appointed as Board Ex Officio, the Coordinating Officer shall be informed of any deliberations or resolutions of the committee which may affect the general policies of the Society. Attending committee meetings is mandatory for Ex-O’s so they will be aware of items that may affect a general policy and need to inform the CO so that they may bring it up to the board EXCOM.
- 6.2. The Board Ex Officio shall serve the assigned committees in an advisory capacity and shall provide liaison with the Board of Directors, the councils, and other committees.
- 6.2.1. The Board Ex Officio shall assist the committee in preparing its recommendations to the council and the Board and present any motions to the council which are recommended by the committee.
 - 6.2.2. In turn, the Board Ex Officio shall interpret actions of the council and Board to the committee. At committee meetings the Board Ex Officio does not count toward a quorum and is nonvoting.
- 6.3. The Board Ex Officio may request a committee chair to attend the Board meetings when the council chair or the Board Ex Officio presents the report (or part of the report) of the council. This practice is encouraged only in such instances where a direct exchange of information between the committee chair and the Board may be significant.
- 6.4. The Board Ex Officio shall provide support to assigned committees as follows: (82-01-24-03)
- 6.4.1. Communication and interpretation of presidential goals.
 - 6.4.2. Guidance in fiscal planning.
 - 6.4.3. Assistance in preparation of annual objectives.
 - 6.4.4. Monitoring of progress toward completion of annual objectives.
 - 6.4.5. Assistance in developing action plans to achieve Strategic Plan objectives.
 - 6.4.6. Monitoring of progress toward completion of Strategic Plan objectives.
 - 6.4.7. Ongoing review of the committee's Rules of the Board (ROB) and Manual of Procedures (MOP). (92-06-28-5B)
- 6.5. The Board Ex Officio shall assess the committee's scope, operation, and personnel and suggest changes in an annual report to the BOD and responsible Council.
- 6.6. The Board Ex Officio shall attend all meetings of assigned committees and councils with the following exceptions: (12-01-25-14)
- 6.6.1. In cases of conflict with BOD meeting, the BOD meeting shall take absolute precedence.
 - 6.6.2. In cases of conflict between appointed committees, approximately equal amounts of time should be devoted to each committee in question.
- 6.7. The mechanism for appointment of an ad hoc alternate Board ExO by the Board of Directors is as follows: (83-06-29-19/94-06-26-04)

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6.7.1. As soon as it becomes certain a Board ExO cannot attend a specific meeting(s) of the Board, the Director shall select a member (voting or non-voting) of the Council(s) having jurisdiction over the committee(s) on which the Director serves as Board ExO and shall make arrangements for the person to attend that meeting of the BOD as an ad hoc alternate Director, with voice but without vote.

6.7.1.1. In the case which the alternate Director is to represent a Director who serves on two councils, the choice of the council from which the alternate Director is chosen should be based on the importance and magnitude of the committee's reports to the BOD.

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

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

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

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

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

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

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

6.8. Expense reimbursement

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

6.8.2. Directors attend their own CRC and others as may be assigned by the President, with [transportation travel](#) reimbursement.

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

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

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

8. DIRECTOR AND REGIONAL CHAIR (DRC) ADDITIONAL RESPONSIBILITIES

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

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

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

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

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

- 8.13. Regional Dinners (optional) - At each Society Meeting (Winter and Annual) the Director and Regional Chair is encouraged to arrange a time and place for a Regional Dinner for the ASHRAE members within the region. It has been the practice in recent years to hold these dinners on the Monday evening. (The DRCs are ideal organizers for this event.)

9. EXECUTIVE COMMITTEE RESPONSIBILITIES

9.1. GENERAL

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

9.1.2. It shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Society or members thereof. During intervals between Board of Directors meetings, the Executive Committee shall exercise administrative powers of the Board of Directors. Matters of policy determined by the Executive Committee between meetings of the Board of Directors shall be submitted for approval to the Board of Directors at its next meeting. (SBL 7.3)

9.2. MEETINGS

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

9.3. SUBCOMMITTEES

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

10. VICE PRESIDENT RESPONSIBILITIES

10.1.1. A Vice President is an officer, a member of the Executive Committee, a member of the Board of Directors, and the duties include those heretofore described in other sections of this document, as well as those outlined in the following

10.1.2. Each Vice President may expect to be appointed by the President to one or more special presidential committees established to develop information for a specific response or policy for the Society. The Vice Presidents may also be appointed to represent the Society at meetings of other organizations.

10.1.3. The Vice Presidents will be expected to assist the President and the President-Elect in the selection of nominees for committee assignments and to provide evaluation comments on committee performance.

11. COUNCIL CHAIR (COORDINATING OFFICER) RESPONSIBILITIES

11.1.1. The council chair or CO shall be available to the committee for advice and assistance and shall report any problems to the President or the Executive Committee. (77-06-26-07/78-02-01-15/87-06-28-19)

11.1.2. The council chair or CO should annually review the budget, the four-year plan and the objectives of each committee and make recommendations to the President-Elect concerning size limitations, fiscal concerns and activities of the committees. The purpose of such reviews is to optimize committee size and effectiveness and assure that each committee of the Society is useful and functioning in the manner described by the Rules of the Board.

11.1.3. The council chair or CO shall receive copies of the minutes of all meetings and all pertinent correspondence to and from the Chairs of all committees assigned to that council chair or CO.

11.1.4. It is desirable, where possible, for the council chair or CO to attend at least a portion of each assigned committee meeting. This will allow the entire committee membership to meet and have an opportunity to converse with the council chair or CO. (91-06-23-25)

11.1.5. Specific coordinating committee assignments will be made by the President with the approval of the Board of Directors (ROB 2.200.002). Typical assignments are shown in the Society structure chart. (Appendix B)

12. TREASURER RESPONSIBILITIES

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

13. IMMEDIATE PAST PRESIDENT

- 13.1.

14. PRESIDENTIAL REPRESENTATIVES

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

15. AMBASSADORS

- 15.1. The Board of Directors approved the Operating Procedure for ASHRAE Ambassadors as recommended by the Executive Committee at their meeting May 1-2, 1976, as follows: (76-06-27-02/91-06-23-16)
 - 15.1.1. Purpose: To represent ASHRAE by promoting goodwill and improving relations between ASHRAE and the various international organizations with similar objectives and interests.
 - 15.1.2. Authorization: By appointment of the President at the Board of Directors Meeting of June 27, 1974, a special representative was established. The President later named the special representative "ASHRAE Ambassador."
 - 15.1.3. Procedure for Appointment: Whenever the Society learns that a member will be traveling to international countries without ASHRAE chapters, they may be invited by staff on behalf of the President to act as an Ambassador within the conditions of this operating procedure.

Reference Manual, Board of Directors

15.1.4. Authority and Responsibility: When the appointment is given to the Ambassador, the President or staff shall define the scope of authority and the purpose to be fulfilled. The President, through staff, shall present the Ambassador with a letter of introduction, or credentials, suitable for presentation to the international organizations to be visited. Further, the Ambassador shall be provided with a kit concerning the formation of chapters. This kit would be left with the group visited by the Ambassador. The Ambassador will not vote or speak on behalf of ASHRAE regarding policies unless authorized by the President.

(91-06-23-17)

15.1.5. Report: Following each assignment, the Ambassador will make a written report to the President.

15.1.6. Term of Appointment: The term of the Ambassador will coincide with the term of the specific trip involved.

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

16.1. **Diversity, Equity, and Inclusion (DEI) Subcommittee**

17. **REPRESENTATIVES NOMINATED BY TECHNICAL COMMITTEES**

17.1. Appointments to represent the Society in a specific research area shall be made by the chair of the Research Administration Committee, and those to represent a specific technical area (except standards) shall be made by the chair of the Technical Activities Committee, with the advice of the TC, TG or TRG or panels at interest, with the advice of the Director of Technology and with the approval of the Coordinating Officer. (ROB 2.421.003.3)

17.2. Individuals appointed to represent the Society in a specific standards area and/or codes area shall be made by the chair of the Standards Committee, with the advice of the cognizant Standards Project Committee or the chair of the Code Interaction Subcommittee and the Manager of Standards and approved by the Coordinating Officer. (91-06-23-15/09-10-24-05)

17.3. Instructions for their voting shall be given to them by their committee with the proviso that, if there is a new activity, this will first be reported to the Board for its consideration so that the Board will not be giving blanket delegation of authority, but will have approved in advance the character, scope and general contents of this activity. Thereafter, it will be the duty of the committee involved to instruct the intersociety representative as to how to vote to accomplish this. (91-06-23-15)

17.4. The Board ex officio member shall be responsible for referring to the Board of Directors actions taken by the intersociety representatives. (62-06-27-07) (See also RAC, TAC and Standards Committee ROBs.)

18. **GENERAL INFORMATION**

18.1. **ASHRAE REGIONAL BOUNDARIES AND CHAPTER LOCATIONS**

18.1.1. Current map and list of chapters can be located at www.ashrae.org.

18.1.2. The organizational structure can be found at www.ashrae.org.

18.1.3. A current listing of the Memoranda of Understanding (MOU) can be found at www.ashrae.org.

18.2. **CORPORATION LAW**

18.2.1. As trustees representing the interests of the members of the Society, Officers and Directors must exercise that degree of care and prudence which would be exercised by the ordinarily prudent businessman in connection with the affairs of the corporation.

18.2.2. Officers and Directors must act in good faith and cannot act on matters in which they have a self-interest contrary to the interest of the corporation.

18.2.3. Officers and Directors are liable personally for any damage or loss which occur from willful negligence or failure to perform their duties.

18.3. **CERTIFICATE OF CONSOLIDATION**

Reference Manual, Board of Directors

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

18.4. **RULES OF THE BOARD**

- 18.4.1. Rules of the ASHRAE Board of Directors, authorized by Bylaws Section 4.4, are compiled annually by the staff of the Society from actions of the Board.
- 18.4.2. Rules of the Board are contained in the following volumes:
 - 18.4.2.1. Volume 1 – Principles and Policies
 - 18.4.2.2. Volume 2 – Standing Rules
 - 18.4.2.3. Volume 3 – Standing Rules for Membership
- 18.4.3. Changes to Rules of the Board
 - 18.4.3.1. Proposed changes (additions and deletions) to Rules of the Board (ROBs) shall be submitted by committees, councils and Board members.
 - 18.4.3.2. Changes proposed by a committee shall be submitted through the body to which it reports; councils and Board members may submit proposed changes directly to the Board of Directors.
 - 18.4.3.3. To propose a change to an existing ROB, present the current ROB with changes marked by double underlining to designate words proposed to be added and ~~striketrough~~ to designate words proposed to be deleted. A proposed change, as a minimum, shall include the complete ROB number (e.g., 2.106.001.2), the proposed change(s) marked as indicated above, and the reason(s) for the change(s).
 - 18.4.3.4. To propose a new ROB, present the wording for the new rule and include a statement indicating a recommended placement of the new rule within the ROB organization. Examples:
 - 18.4.3.4.1. It is recommended that this rule be placed in ROB Volume 1, Principles and Policies
 - 18.4.3.4.2. It is recommended that this rule be placed in ROB Volume 2, Standing Rules
 - 18.4.3.5. To propose rescinding an existing ROB, include in the recommendation the ROB volume in which the rule is located, the rule number or other identification code, and the wording of the rule to be rescinded.

18.4.4. **GUIDELINES FOR REVISIONS OR AMENDMENTS TO SOCIETY DOCUMENTS**

- 18.4.4.1. Certificate of Consolidation - By application to the Secretary of the State of New York.
- 18.4.4.2. Bylaws - By vote of the Society membership.
- 18.4.4.3. Rules of the Board of Directors - By motions passed by the Board of Directors.
- 18.4.4.4. Model Constitutions and Bylaws - By motions passed by Members Council.
- 18.4.4.5. In case of a conflict, the Society documents are valid in the following order:
 - 18.4.4.5.1. Certificate of Consolidation
 - 18.4.4.5.2. Bylaws
 - 18.4.4.5.3. Rules of the Board

18.5. **PROCEDURE FOR CHAPTER BYLAWS UPDATING** [12-01-25-11[8]]

Reference Manual, Board of Directors

- 18.5.1. The purpose of the model constitution and bylaws is to provide a constitution and bylaws that will meet the need of any chapter and still comply with the Certificate of Consolidation, Society Bylaws, the Rules of the Board of Directors, the New York State not-for-profit law, and Federal and Georgia state laws under which ASHRAE is administered. As such, the constitution and bylaws constitute a legal document which has been approved by the ASHRAE Board of Directors and reviewed by legal counsel.
- 18.5.2. The model bylaws are flexible in that they allow the chapter certain options in the selection of dates, the appointment of committees, the selection of committee members, and the methods of election. This limited flexibility is provided to accommodate the needs of chapters, regardless of their geographic location and size.
- 18.5.3. Acceptable deviations to the model bylaws have been published to permit additional options which are based on experience and changing times in order that the chapters are given the best possible basis for successful operation.
- 18.5.4. These are the steps which should be followed in updating chapter bylaws:

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

19. REGIONS AND CHAPTERS

19.1. REGIONAL MEETINGS AND CONFERENCES

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

19.1.2. DEFINITIONS

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

Reference Manual, Board of Directors

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

19.1.3. REFERENCE

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

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

19.1.4. ATTENDANCE

19.1.4.1. There shall be present at each Chapters Regional Committee meeting two Society officers, including, if possible, the President, the President-Elect or the Treasurer; all such official attendees' travel expenses shall be reimbursed in accordance with the Travel Reimbursement Policy. The "team" will usually be headed by the President, the President-Elect or the Treasurer.

19.1.4.2. A chapters regional conference is an important occasion; the host chapter will have prepared for it at least a year in advance. Each of the assigned "team" should feel obligated to attend all planned functions. If bus trips are arranged, they should go "with the crowd," rather than by private car. At receptions and cocktail hours, they should "circulate," meeting everyone present, if possible. During business sessions, they should be prepared to answer delegates' questions.

19.1.4.3. Social events will frequently include a banquet and a luncheon. A prepared talk by the President, the President-Elect or the Treasurer is expected at one of these functions, and by the other "team member" at one of these or other major functions of the regional conference. These talks may be on Society affairs or progress. Although such a talk may contain paragraphs presented elsewhere, spontaneity will be improved if a separate presentation, preferably with new data, is prepared for each occasion

19.1.4.4. The number of such assignments will vary with the office and with the requirements and specific availability of staff participation. The President, the President-Elect and the Treasurer may expect to attend three to four such meetings each; the Vice Presidents will probably attend three, in addition to their own regional conferences, special meetings and optionally, those which may immediately precede or follow an Executive Committee meeting.

19.1.4.5. A Director and Regional Chair nominee may attend one CRC in another region prior to beginning their three-year term. Each Director and Regional Chair is authorized to attend a maximum of two regional conferences in another region during the first two years of the three-year term. (12-01-25-11[9])

19.1.4.6. The incoming Regional Chair nominee shall attend one CRC meeting prior to their term and may substitute for the outgoing Regional Chair at a CRC meeting of choice in another region in the spring of the year. (74-02-07-27)

19.1.4.7. The Regional Chair shall be responsible for inviting and directing the Nominating Committee Member, Alternate, and newly elected Member and Alternate to attend all meetings of the CRC, including the caucus and executive session, and the Manual for Conducting Chapters Regional Conferences shall be revised to reflect this change. (74-02-07-29)

19.1.4.8. The Director and Regional Chair shall have the option of sending the General Chair-Designate from the Host Chapter to a CRC Meeting in their own or another region, if the Director and Regional Chair deems it beneficial to the region, and transportation expenses shall be paid. (74-06-27-25)

19.1.5. REPORT (97-01-29-18)

Reference Manual, Board of Directors

- 19.1.5.1. It is the responsibility of the ~~less senior officer~~ ~~Vice President~~ attending a ~~chapters regional conference (CRC)~~ to prepare a report on the conference. The report should cover such subjects as conference announcement, protocol, business meetings, technical sessions, workshops, social activities, arrangements, or any other aspect of the conference on which the officer wishes to comment. The report should also include a list of the action items from the business meeting.
- 19.1.5.2. Following the conference, the officers in attendance should meet with the Director and Regional Chair, the chair of the CRC organizing committee, the next year's chair of the CRC organizing committee, and others as appropriate (the chair of the CRC organizing committee two years into the future, visiting Society BOD members, and ASHRAE staff) to discuss the conference, its strengths and areas where and how it could be improved. The Director and Regional Chair and the chair of the CRC organizing committee should receive a copy of the officer's written report.
- 19.1.5.3. The written report should be distributed to all of the members of ExCom, and it should be an agenda item for the next meeting of the Executive Committee.

19.2. ASSISTANCE TO CHAPTERS

19.2.1. MANUAL FOR CHAPTER OPERATIONS

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

19.2.2. CHAPTER MODEL BYLAWS

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

19.2.3. COMMUNICATIONS

- 19.2.3.1. Communications between the DRC and the chapters in the region are necessary in order to keep the DRC advised of the activities of the chapters; and, in order that the DRC may give to the chapters information and advice which will enable them to improve operations.

Reference Manual, Board of Directors

- 19.2.3.1.1. The "Chapter Information Questionnaire" is a valuable tool to assist the DRC, the various Regional Vice Chairs and various departments at headquarters in determining which individual in the chapter to direct correspondence to. The DRC must acquire these before the beginning of the Society Year on July 1 and distribute them to all pertinent parties. The DRC must ensure that the Chapters provide revised copies when changes have been made.
 - 19.2.3.2. The DRC must establish early in the term that "no answers" and "slow answers" from chapters to the DRC or the Regional Vice Chairs or other ASHRAE correspondents are not in the best interest of the chapters, the region, or the Society and represent unacceptable performance
 - 19.2.3.3. Newsletters are used by the DRC for circulation to officers of the chapters within the region. The contents of such letters include decisions of the Board of Directors of the Society which are applicable to chapter operations; status of regional motions; Society activities which should be called to the attention of the chapters; and information which will help chapters to schedule speakers, develop membership, improve programs, etc. A newsletter can provide an excellent medium of interchange among chapters. (Exchange of newsletters among DRCs also gives ideas for format and content.) (99-01-27-44)
 - 19.2.3.4. Questionnaires may be necessary from time to time to obtain information on chapter activities necessary for coordination or information. These questionnaires may be used for the purpose of gathering information on membership dues, number and class of members in the chapter, cost of chapter activities, and the character of special activities
 - 19.2.3.5. Communication by telephone as well as by letter or electronic communication may be necessary, particularly for making arrangements for regional meetings and in coordinating activities of two or more chapters. (12-01-25-11)
- 19.2.4. VISITS TO CHAPTERS**
- 19.2.4.1. Visits to chapters by the DRC, or by one of the regional officers should be made as frequently as is necessary, but not less than once per year. One visit per year should be considered official. A meeting with the chapter Board of Governors should always be a part of the official chapter visit. (92-01-29-34A/03-07-02-12)
 - 19.2.4.2. Visitation with the members of the Board of Governors and with the members of the chapter provides the most effective means of measuring the quality of leadership being provided, the quality of meeting programs, and the attitude of the membership.
 - 19.2.4.3. The meeting with the Board of Governors should be for the purpose of assisting them with the operations of the chapter and of resolving chapter problems. Informality and exchange of information should be the keynote of such meetings.
 - 19.2.4.4. At meetings with the Board of Governors and with officers, the following subjects are typical of items that should be discussed:
 - 19.2.4.5. Chapter membership and development.
 - 19.2.4.6. Chapter programs, securing speakers, arranging social meetings, etc.
 - 19.2.4.7. Chapter finances.
 - 19.2.4.8. Chapter educational programs, cooperation with student branches and chapter support for scholarships.
 - 19.2.4.9. Emphasis on the necessity of student membership and chapter relations with local colleges to interest students in Society and professional careers.
 - 19.2.4.10. Encouragement of chapters to have meaningful continuing chapter seminars and educational programs for all levels of ability of chapter membership, including student membership.
 - 19.2.4.11. Research programs, research resources and fund-raising activities.
 - 19.2.4.12. Special projects of a regional or international scope.
 - 19.2.4.13. Consideration of members for service on Society committees, for honors and awards, for recommendation to the Nominating Committee, etc.

Reference Manual, Board of Directors

- 19.2.4.14. Any other appropriate item of conduct or operation of the chapter, the region, and the Society at large, such as Society goals, chapter membership attendance at Society meetings and CRC meetings, chapter scholarship programs, etc.
- 19.2.4.15. In summary, reviewing the current status of the chapter relative to achieving a par performance on PAOE points in the various categories provides lively discussion with a clear objective.

19.3. **REGIONAL COMMITTEES** (optional)

19.3.1. Regional committees or subcommittees of CRCs may be established as standing or special committees, as required by circumstances. The DRC may appoint such committees, soliciting approval of the Members Council when such approval is deemed necessary or desirable.

19.3.1.1. Typical subjects which may be considered by regional committees are:

- 19.3.1.1.1. Financing of regional meetings.
- 19.3.1.1.2. Programs for regional meetings.
- 19.3.1.1.3. Regional sponsorship of a scholarship fund.
- 19.3.1.1.4. Regional sponsorship of invitations for meetings of the Society in the regions and for cooperation of chapters in assisting the Conferences and Expositions Committee for such meetings. (12-01-25-11)
- 19.3.1.1.5. Regional historical programs.

19.4. **SPECIAL PROGRAMS**

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

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

19.5. **CHAPTER RESPONSIBILITY AS HOST CHAPTER TO SOCIETY**

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

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

19.6. **CHAPTER OR REGIONAL ACTIVITIES RELATING TO OTHER ORGANIZATIONS**

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

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

- 19.6.2.1. Organized and operated exclusively for "...scientific ...or educational purposes...."
- 19.6.2.2. No substantial part of the activities are related to propaganda or attempts to influence legislation.
- 19.6.2.3. No participation in any political campaign.

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

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

Reference Manual, Board of Directors

- 19.6.5. The only exposition activities that the Society will sponsor in the U.S. shall be the International Air-Conditioning, Heating and Refrigerating Exposition jointly sponsored with AHRI. Participation in any form by a chapter or region of the Society in an Exposition in the U.S. is contrary to the contractual agreement with the International Exposition Company, and is not permissible, except as allowed by the Manual for Chapter Operations or as stipulated in License and Royalty Agreement between the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. and the Air-Conditioning and Refrigeration Institute and the International Exposition Company, Incorporated dated January 18, 1990 and any amendments thereto. (ROB 2.104.019.2)
- 19.6.6. Chapters may co-sponsor conferences subject to the *Guidelines for Co-sponsored Conferences* (ROB Volume 3)