

AGREEMENT FOR CONSOLIDATION

AGREEMENT FOR CONSOLIDATION made and entered into as of the 18th day of October, 1958, by and between AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., hereinafter sometimes called ASHAE, having its principal office at 62 Worth St., New York 13, N. Y., and *The American Society of Refrigerating Engineers*, hereinafter sometimes called ASRE, having its principal office at 234 Fifth Ave., New York 1, N. Y., both of said parties being hereinafter sometimes jointly referred to as the "Constituent Societies".

WHEREAS, ASHAE was incorporated on January 24, 1895, and is a corporation duly organized and existing under the Membership Corporations Law of the State of New York; and

WHEREAS, ASRE was incorporated on August 30, 1905, and is a corporation duly organized and existing under the Membership Corporations Law of the State of New York; and

WHEREAS, the boards of directors of the Constituent Societies, after due deliberation, have resolved that it is desirable and in the best interests of said corporations and the respective members thereof that said corporations shall be consolidated under and pursuant to the laws of the State of New York, and that the public interest would not be adversely affected by the consolidation of said corporations; and

WHEREAS, it is the intention of the parties that the combined purposes and activities of the Constituent Societies shall be continued by means of the consolidation, with such changes as may from time to time be deemed advisable by the members and by the Board of Directors of the consolidated corporation, to the end that from the enlarged activities and services of the consolidated corporation the members and the public may derive greater benefits and the general welfare advanced.

NOW, THEREFORE, IN CONSIDERATION of the premises and of the mutual agreements, covenants, and provisions herein contained, and for the purpose of prescribing the terms and conditions of the consolidation and setting forth the mode of carrying the same into effect, the parties hereto do hereby covenant and agree as follows:

1. This Agreement for Consolidation shall be submitted for approval to the members of each of the Constituent Societies entitled to vote, at separate meetings thereof, to be duly held prior to December 31, 1958, upon due notice; that as promptly as may be practicable after due approval of this agreement by the members of each of the Constituent Societies and their authorization to make, execute, and file a Certificate of Consolidation substantially in the form hereinafter set forth, the parties hereto shall take appropriate action and proceedings to effect such consolidation; they shall jointly apply to the Supreme Court of the State of New York for an order approving this agreement and authorizing the filing of the Certificate of Consolidation; and following the making of such an order, and obtaining such other consents and approvals as may be necessary, shall duly file the Certificate of Consolidation in the office of the Secretary of State of the State of New York.

2. The Certificate of Consolidation shall be in the form prescribed by Section 50 of the Membership Corporations Law and, in addition to the formal and other provisions required by said section, by governmental departments, agencies, or officials, and by the court, said certificate shall include clauses reading substantially as follows:

I. The name of the consolidated corporation is AMERICAN SOCIETY OF HEATING, REFRIGERATING AND AIR-CONDITIONING ENGINEERS, INC.

II. The territory in which its operations are principally to be conducted is in all parts of the United States, its territories and possessions, in the Dominion of Canada, and in any and all foreign countries and places.

III. The office of the consolidated corporation is to be located in the City, County, and State of New York.

IV. The number of its directors shall be not less than twenty-four (24) nor more than forty eight (48).

The directors and elective officers, and their respective terms of office, shall initially be as set forth in the agreement for consolidation, and thereafter the directors and elective officers, and their respective terms of office, shall be as set forth in the by-laws of the consolidated corporation.

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

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

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

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

Each director of the consolidated corporation shall be indemnified by said corporation against expenses actually and necessarily incurred by

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

V. The consolidated corporation shall be a new corporation, or either one of the Constituent Societies.

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

(1.) The purposes of the consolidated corporation are:

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

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

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

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

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

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

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

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

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

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

(2.) Upon the filing of the Certificate of Consolidation in the office of the Secretary of State, each member of the constituent corporations shall have and possess the highest grade of membership in the consolidated corporation as was upon such filing held by him in either of the constituent corporations; and each member of the constituent corporations then entitled to vote therein shall possess the power to vote in the consolidated corporation for the election of directors and for all other purposes conferred upon voting members by the laws of the State of New York, this Certificate of Consolidation, and the by-laws.

(3.) Except as provided in subdivision 5 of this Paragraph VI, upon the filing of the certificate of consolidation in the office of the Secretary of State, the separate existence of each constituent corporation, except the consolidated corporation, shall cease and the consolidation shall be effective, as provided in Section 53 of the Membership Corporations Law, and the consolidated corporation shall possess all of the powers of the constituent corporations, and shall have the power and be subject to the duties and obligations of a membership corporation formed under the laws of the State of New York for like purposes.

(4.) Upon the filing of the Certificate of Consolidation in the office of the Secretary of State, all the rights, privileges, and interests of each of the constituent corporations, all the property, real, personal, and mixed, and all the debts due on whatever account to either of them, and other things in action belonging to either of them, shall be deemed to be transferred to and vested in the consolidated corporation without further act or deed, and all claims, demands, property, and every other interest, whether vested or contingent, shall be as effectually the property of the consolidated corporation as they were of the constituent corporations, and the title to all real estate, taken by deed or otherwise under the laws of the State of New York vested in either of the constituent corporations, shall not be deemed to revert or be in any way impaired by reason of the consolidation but shall be vested in the consolidated corporation.

(5.) Except as provided by Section 12 of the Personal Property Law, or Section 113 of the Real Property Law, any devise, bequest, gift, or grant contained in the will of a person dying domiciled in the State of New York, or in any other instrument executed under the laws of said State, taking effect after such consolidation, to or for either of the constituent corporations, shall inure to the benefit of the consolidated corporation; and so far as is necessary for that purpose, or for the purpose of a like result with respect to a devise, bequest, gift, or grant governed by the law of any other jurisdiction, the existence of each constituent corporation shall be deemed to continue in and through the consolidated corporation.

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

Until the date of the filing of said Certificate of Consolidation in the office of said Secretary of State, the directors of the Constituent Societies are hereby vested with the power and discretion, by a two-thirds vote of the directors of each of the Constituent Societies present at a meeting, to make editorial changes and changes in language and form of

the Certificate of Consolidation, subject, however, to the proviso that no such change shall alter the substance of the foregoing.

3. Upon the filing of said Certificate of Consolidation, the By-laws of the consolidated corporation shall be as set forth in *Exhibit A*, annexed hereto and made a part hereof. From and after the effective date of the consolidation and until said *Exhibit A* shall be altered, amended, or repealed, or new By-laws duly adopted, said *Exhibit A* shall be the By-laws of the consolidated corporation. Until the filing of the Certificate of Consolidation, the Boards of Directors of the Constituent Societies may vary the By-laws set forth in *Exhibit A* to conform with the requirements of governmental departments, agencies, or officials, or the court; and until December 31, 1959, the directors of the consolidated corporation shall be vested with the power and discretion, by a two-thirds vote of the directors present at a meeting, to fill blanks and make editorial changes and changes in the language and form of *Exhibit A*, subject, however, to the proviso that such changes by the directors of the consolidated corporation shall not alter the substance of *Exhibit A*.

4. On the effective date of the consolidation and notwithstanding any of the provisions of *Exhibit A*, the number of directors of the consolidated corporation shall be forty-seven (47); at the close of the Annual Meeting of the consolidated corporation to be held during the summer of 1959, the said number shall automatically be decreased to thirty-four (34); at the close of the Semi-Annual Meeting to be held during the winter of 1960, the said number shall automatically be decreased to twenty-eight (28); at the close of the Semi-Annual Meeting to be held during the winter of 1961, the said number shall automatically be decreased to twenty-seven (27); at the close of the Annual Meeting to be held during the summer of 1961, the said number shall automatically be increased to twenty-eight (28); at the close of the Annual Meeting to be held during the summer of 1962 the number shall automatically be decreased to twenty-four (24); after said 1962 Annual Meeting, the number of directors may from time to time be increased or decreased in the manner permitted by the statutes of the State of New York, the Certificate of Consolidation, and *Exhibit A*.

5. Notwithstanding any of the provisions of the Certificate of Consolidation and *Exhibit A*, the officers and directors of the consolidated corporation, and the members of the Executive Committee, without further action or vote of the members of the consolidated corporation, shall be the persons indicated in *Exhibit B*, annexed hereto and made a part hereof. Each of the persons named in said *Exhibit B* shall hold the office and committee membership assigned to him therein until the date of termination set over his name in said *Exhibit B* and until his successor shall have qualified, or until his death, or until he shall have resigned or shall have been removed from office in accordance with law; if, on the effective date of the consolidation, or during the term of office specified for such persons in *Exhibit B*, a vacancy or vacancies shall occur in any directorship, office, or committee membership, such vacancy or vacancies shall be filled by the Board of Directors then in office for the balance of the term prescribed for such vacancy or vacancies in said *Exhibit B*. Where no names are specifically designated in said *Exhibit B*, the directorships and offices involved shall be filled by the members in accordance with the nominating and election procedures prescribed in *Exhibit A*, and vacancies therein shall be filled in accordance therewith.

6. The assets and liabilities of the Constituent Societies shall be taken upon the books of the consolidated corporation as at the close of business on the effective date of the consolidation, at the amounts at which they shall on said date be carried on the respective books of the Constituent Societies. However, the assets and liabilities of the Chapters, Sections, and Branches of the Constituent Societies shall not be entered but the net assets thereof shall be transferred and assigned to trustees or committees of each such Chapter, Section, and Branch, and shall be used by such trustees or committees to further one or more of the purposes of the consolidated corporation as expressed in the Certificate of Consolidation.

7. Prior to the effective date of the consolidation neither of the Constituent Societies shall authorize, approve, or enter into any transaction or transactions other than in the ordinary course of business, except with the consent and approval of a majority of the persons designated in *Exhibit B* as the original directors of the consolidated corporation.

8. If at any time either of the Constituent Societies or the consolidated corporation shall determine or be advised that any further resolutions, assignments, assurances in law, or other things are necessary or desirable to vest in the consolidated corporation according to the terms of this agreement the right, title, and interest to any property of the Constituent Societies, each of the Constituent Societies, and the proper officers and directors thereof, shall and will execute and deliver any and all such proper resolutions, assignments, assurances in law, or things necessary or desirable to vest title to such property in the consolidated corporation, and otherwise carry out the purposes and intent of this agreement.

9. This agreement may be terminated and abandoned at any time prior to the filing of the Certificate of Consolidation if (a) the Boards of Directors of both the Constituent Societies agree to such termination; or (b) in the judgment of the Board of Directors of either of the Constituent Societies any material litigation shall be pending or threatened against or affecting either of the Constituent Societies which renders it inadvisable to proceed with the consolidation; or (c) if this Agreement for Consolidation is not duly approved by the members of the Constituent Societies on or prior to December 31, 1958; or (d) if the Board of Directors of either of the Constituent Societies shall resolve that it is inadvisable to comply with any modifications of this agreement required by the court to which the application for an order approving the consolidation shall be filed. In the event of any such termination and abandonment of this agreement, except for the provisions of Paragraph 10 hereof, this agreement shall be void and of no further force and effect, and neither of the Constituent Societies, nor any of their respective directors, officers, members, agents, or employees, shall have any further liability therefor.

10. Upon the filing of the Certificate of Consolidation, or as soon thereafter as may be practicable, the consolidated corporation shall pay all fees and expenses incident to the preparation of this agreement,

the carrying of the same into effect, and accomplishing the consolidation provided for herein. In the event that the consolidation shall not become effective for any reason, each of the Constituent Societies shall pay the fees and expenses of their respective counsel, but all other expenses incidental to the preparation for the consolidation shall be divided between and equally borne by the Constituent Societies.

IN WITNESS WHEREOF, AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., and The American Society of Refrigerating Engineers have caused this agreement to be signed in their respective corporate names and to be subscribed by their respective presidents, and their respective corporate seals to be hereunto affixed and attested by their respective secretaries.

AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC.,

By

ELMER R. QUEER

President

Attest:

AUBRY V. HUTCHINSON

Secretary

The American Society of Refrigerating Engineers,

By

CECIL BOLING

President

Attest:

ROBERT C. CROSS

Secretary

EXHIBIT A

BY-LAWS FOR PROPOSED CONSOLIDATED SOCIETY AMERICAN SOCIETY OF HEATING, REFRIGERATING, AND AIR CONDITIONING ENGINEERS, INC.

ARTICLE I INCORPORATION

Sec. 1.1 This is a corporation duly organized and existing under and pursuant to the Membership Corporations Law of the State of New York, on (date), and is hereafter called the "Society."

Sec. 1.2 The object of the Society is to advance the arts and sciences of Heating, Refrigeration, Air Conditioning, and Ventilation, and the allied arts and sciences, for the benefit of the general public.

ARTICLE II GOVERNMENT

Sec. 2.1 The Society shall be governed by the laws of the State of New York, its Certificate of Consolidation, its By-laws, the Rules promulgated by the Board of Directors in harmony therewith, and all amendments to the foregoing.

Sec. 2.2 The Society shall neither approve any engineering project or commercial product, nor allow its imprint or name to be used in any commercial work or business, except that it shall be permissible for a manufacturer to state in any manner deemed proper that a product has been tested, or tested and rated, in accordance with an ASHRAE Standard, giving the number of the Standard, however, the Society shall not engage in the testing or rating of such products in behalf of any manufacturer.

Sec. 2.3 Matters pertaining to politics, religion, or solely to trade shall not be discussed at any meeting of the Society, nor be included in any of its publications.

Sec. 2.4 As used in these By-laws, the use of "Member" (with a capital M) refers to a member of that grade or higher as set forth in Sec. 3.1, and the use of "member" (with a small m) refers to a member of any grade.

Sec. 2.5 Official stationery of the Society shall be used only for its official business, and only by its officers, directors, committee members, Chapter and Branch officers, Chapter and Branch committee members, and members of its staff.

Sec. 2.6 The administrative year of the Society shall begin at the Annual Meeting upon the installation of the new officers and terminate at the following Annual Meeting upon the installation of their successors. The fiscal year shall be determined by the Board of Directors.

Sec. 2.7 All business meetings of the Society, Board of Directors, Executive and other Committees shall be governed by the rules of procedure contained in Roberts Rules of Order, Revised, where the same are not inconsistent with the law or the provisions of the Certificate of Consolidation, the By-laws, or special rules of order of the Board of Directors.

Sec. 2.8 The Board of Directors shall designate one or more of the publications of the Society for the publishing of official notices to the members.

ARTICLE III MEMBERSHIP

Sec. 3.1 The grades of membership in the Society shall be designated as follows: (A) Honorary Members, (B) Presidential Members, (C) Life Members, (D) Fellows, (E) Members, (F) Associate Members, (G) Affiliates, and (H) Students.

Sec. 3.2 Honorary Member — Any notable person of preeminent professional distinction may be elected an Honorary Member.

Sec. 3.3 Presidential Member — Upon the installation of his successor, the outgoing President of the Society shall become a Presidential Member. Past Presidents of either predecessor society shall become Presidential Members.

Sec. 3.4 Life Member — A member who has rendered distinguished service to the Society; has been a Member in good standing for thirty (30) years; and who has attained the age of sixty-five (65) years. He shall retain all the rights and privileges of his former membership grade. He shall not be required to pay any annual dues or any other fees.

Sec. 3.5 Fellow — A Member who has attained unusual distinction in

the arts relating to the sciences of heating, refrigeration, air conditioning or ventilation, or the allied arts and sciences, or in the teaching of major courses in said arts and sciences, or who by reason of invention, research, original work, or as an engineering executive on projects of unusual or important scope, has made substantial contribution to said arts and sciences, and who has attained the age of forty-five (45) years, and has been in good standing as a Member for a period of at least ten (10) years prior to the date of his proposal for Fellow grade.

Sec. 3.6 A Member, at the time of his admission or advancement;

(A) Shall be a graduate of an engineering curriculum accredited by the Engineers Council for Professional Development and approved by the Board of Directors, or approved by the Board of Directors, and shall have had no less than six (6) years active practice in the professions of engineering or teaching, or both, of which five (5) years shall have been in responsible charge of such teaching or engineering work, and who is qualified to direct such work or carry on important research or design in the engineering field; or,

(B) If not such a graduate, shall have equivalent attainments including at least twelve (12) years active practice in the professions of engineering or teaching, or both, of which five (5) years shall be in responsible charge of such teaching or engineering work, all of a character satisfactory to the Board of Directors.

A license to practice Professional Engineering issued by a legally authorized body whose requirements as to education and active practice are considered satisfactory and adequate by the Board of Directors may be considered equivalent to fifty (50) percent of the active practice requirements.

Sec. 3.7 An Associate Member shall at the time of his admission or advancement to the grade, be a graduate of an engineering curriculum accredited by the Engineers Council for Professional Development and approved by the Board of Directors, or approved by the Board of Directors. If not such a graduate, he shall have equivalent attainments including at least eight (8) years of engineering experience, all of a character satisfactory to the Board of Directors.

Sec. 3.8 An Affiliate shall have had experience in technical matters, design, operation, or maintenance in heating, refrigerating, air conditioning or ventilating fields, or shall have an interest in the advancement of the Society's aims, and shall possess sufficient qualifications to co-operate with heating, refrigerating, air conditioning or ventilating engineers in the advancement of the knowledge relating to heating, refrigerating, air conditioning, or ventilating engineering and their application.

Sec. 3.9 A Student shall be a person matriculated in a degree-granting or graduate school with a curriculum accredited by the Engineers Council for Professional Development or the Engineering Institute of Canada, or in a school with a curriculum recommended by the Education Committee and approved by the Board of Directors and pursuing a course of study in preparation for the engineering profession. The Student status shall terminate one year after graduation from the school, or one year from the time he leaves the school.

Sec. 3.10 Voting membership shall consist of Honorary Members, Presidential Members, Life Members, Fellows, Members, and Associate Members.

All members thus entitled to vote may be called herein "voting members."

Affiliates and Students shall have no right to vote.

Sec. 3.11 No member shall describe himself in connection with the Society in any advertisement, letterhead, printed matter, or any other manner other than as an Honorary Member, Presidential Member, Life Member, Fellow, Member, Associate Member, Affiliate, or Student, as the case may be, except in official business of the Society.

Sec. 3.12 The rights and privileges of a member shall be personal to himself and shall not be delegated or transferred, except that each member entitled to vote may vote in person or by written proxy given to another member entitled to vote and dated within three months, which proxy shall be subject to the provisions as set forth in Section 6.1.

Sec. 3.13 All right, title and interest of a member in the Society, or its property, shall cease on the termination of his membership by death, resignation or otherwise, and shall vest in the Society.

Sec. 3.14 Each member, upon his election to membership, shall thereupon be bound by the provisions of the Certificate of Consolidation, By-laws, and rules of the Board of Directors, and all amendments thereto.

Sec. 3.15 The emblem of membership in the Society shall be worn only by members in good standing.

Sec. 3.16 Any member may resign at any time by his written request received by the Executive Secretary, provided his dues are paid in full.

Sec. 3.17 If any Fellow, Member, Associate Member, or Affiliate shall fail to pay his dues by he shall be classed as delinquent, and if a voting member shall lose his right to vote; if such dues are not paid by he shall be classed as not in good standing and his membership shall be suspended; if such dues are not paid by the Executive Secretary shall notify the suspended member by registered mail that unless such dues are paid by he shall cease to be a member of the Society, and upon his failure to cure such default by his membership in the Society shall cease; if any Student shall fail to pay his dues by the delinquent Student's membership shall cease and the Executive Secretary shall notify such Student by registered mail that his membership in the Society has ceased; provided that upon written application satisfactorily explaining a default, accompanied by payment of dues, the Board of Directors may, in its discretion, rescind any forfeiture of membership.

Sec. 3.18 A former member who has resigned, or who has been dropped from membership, may be reinstated by payment of the same fees charged a new member, or may be reinstated as of his original date of membership if he pays all dues which would have accrued.

Sec. 3.19 The Board of Directors may, by a two-thirds vote of all the members thereof, censure, suspend or expel any member for misconduct in his relations to the Society, after written preferment of charges, thirty (30) days' written notice of hearing sent by registered mail, and an adequate opportunity to be heard before the Board of Directors or a committee of one or more Members designated by the Board of Directors.

Sec. 3.20 All applicants for admission to the Society, or for advancement in grade of membership except such as are conferred as an honor,

shall make application in such form and with such information as shall be required by the Board of Directors.

Sec. 3.21 Membership in the Society and advancement in membership grade shall be by vote of the Board of Directors on proposals, or applications, or as set forth below.

An unanimous vote by secret ballot shall be required for election to Honorary Member grade.

Sec. 3.22 All applications for admission to the Society, or advancement in grade, shall be referred to the Admissions Committee for investigation and report to the Board of Directors with recommendation as to grade. As soon as practicable after the report, the Board of Directors shall act upon each application by letter ballot. Two (2) disapprovals shall reject any applicant. One (1) disapproval shall require the resubmission of the application to the Admissions Committee for further study and it shall make recommendation to the Board of Directors and the Board of Directors shall vote upon the application at its next regular meeting.

Sec. 3.23 A person whose Student grade has terminated may be advanced to Associate Member or Affiliate grade by the Board of Directors upon application providing proof of his qualifications therefor.

Sec. 3.24 The grade of Honorary Member shall be conferred on no more than three (3) persons in any calendar year. The grade of Fellow shall be conferred on no more than fifteen (15) Members in any calendar year.

Sec. 3.25 Before submission to the Admissions Committee of an application for election, or advancement to Affiliate, Associate Member, or Member, the name of the applicant shall be published in an issue of the Society's official journal.

Sec. 3.26 Nomination for Fellow or Life Member, which are honors conferred by the Society, shall be proposed by recommendation of the Awards Committee to the Board of Directors, or by petition of not less than ten (10) Fellows and Members to the Board of Directors. Election shall be by the Board of Directors and more than two (2) negative votes shall defeat the proposal.

ARTICLE IV FEES AND ANNUAL DUES

Sec. 4.1 Initiation and advancement fees and annual dues shall be fixed by the Board of Directors from time to time and shall be payable as determined by the Board of Directors, and shall be published periodically in the official publication of the Society.

Sec. 4.2 The Board of Directors may provide for a paid-up membership by one payment of a sum fixed by the Board of Directors and such member shall retain for life all the rights and privileges of his membership grade before such payment was made, unless otherwise deprived thereof.

Sec. 4.3 Any member who has paid due for thirty (30) years shall be permanently exempt from the payment of further dues, and shall retain all the rights and privileges of his membership grade, unless otherwise deprived thereof.

Sec. 4.4 The Board of Directors may waive the dues of any member for good and sufficient reasons.

Sec. 4.5 Members of all grades shall receive the official journal of the Society, Members of all grades, except Student and dues paying members whose paid dues amount to less than 50 per cent of a Member's dues, shall be entitled to receive the Society's other publications as authorized by the Board of Directors.

ARTICLE V THE BOARD OF DIRECTORS AND OFFICERS

Sec. 5.1 The Board of Directors shall consist of the President, the 1st Vice President, the 2nd Vice President, the Treasurer, the immediate Past President; nine (9) Directors-at-Large, with equitable distribution from the three (3) major areas of membership interest, namely, (1) heating, (2) refrigeration, and (3) air conditioning and ventilation; and ten (10) Regional Directors, each from his respective Region. The nine (9) Directors-at-Large shall be divided into three (3) groups of three (3) each in each area of membership interest, and the members in each group shall hold office for three (3) years, and until their successors shall have been elected and installed. Three (3) Directors-at-Large shall be elected at each Annual Meeting, and also such additional number, if any, as may be necessary to fill vacancies.

The ten (10) Regional Directors shall be elected for a staggered term of three (3) years; a 3-3-4 sequence of the group of ten (10) to be elected annually at the Annual Meeting.

Sec. 5.2 The Board of Directors shall hold regular meetings at approximately the time of the Semi-Annual and Annual Meetings of the Society.

Special Meetings of the Board of Directors may be called by the President or by three (3) members of said Board. The Board of Directors shall keep a record of its proceedings and shall report on its activities at each meeting of the Society and at the Annual Meeting shall present a written report as required by the Membership Corporations Law of the State of New York.

A quorum of the Board of Directors shall consist of thirteen (13) of its members.

Sec. 5.3 The Board of Directors shall have full and complete management and control of the activities, properties, and funds of the Society, subject to the provisions of law, the Certificate of Consolidation, and the By-laws.

The Board of Directors may, in its discretion, refer to the Society any important question pertaining to the Society, and shall refer any such questions to the Society upon a majority vote taken at a stated or Special Meeting of the Society.

Sec. 5.4 The Officers of the Society shall be President, 1st Vice President, 2nd Vice President, Treasurer, and Executive Secretary. The President shall not be eligible for immediate re-election to that office. Elected officers shall receive no salary, emolument or compensation for services rendered to the Society, and shall serve for one (1) Society year or until their respective successors shall be elected and installed.

Sec. 5.5 All officers of the Society shall perform the duties customarily attaching to their respective offices under the laws of the State of New York, and such other duties and services incident to their respec-

tive offices as are delegated to them in these By-laws and as may from time to time be assigned to them by the Board of Directors.

Sec. 5.6 The terms of all Officers and Directors shall commence upon their installation during the Annual Meeting and shall continue until their successors have been elected and installed.

Sec. 5.7 Only Honorary Members, Presidential Members, Life Members, Fellows and Members shall be eligible for election as President, Vice President, Treasurer, or Director.

Sec. 5.8 At all meetings of the Society and of the Board of Directors, the President, or in his absence the Vice Presidents in order of seniority, or in their absence the Treasurer, or a Member selected by the Board of Directors, shall preside.

A vacancy in the office of President shall be filled by the ranking Vice President, or in the event of vacancies in the offices of both Vice Presidents, by election by the Board of Directors. In the event of a vacancy in any other office or directorship the same shall be filled by election by the Board of Directors until the next Annual Meeting.

Sec. 5.9 The Treasurer shall have custody of the funds of the Society and the Society's books of account, which shall be opened to the inspection of any member of the Board of Directors.

Sec. 5.10 The expenditures of the Society's funds shall be governed by the Budget as approved, modified, or from time to time amended, by the Board of Directors, and no additional expenditures shall be made without the approval of the Board of Directors.

Sec. 5.11 The Treasurer, the Executive Secretary, and all Officers, Agents or Employees authorized by the Board of Directors to endorse or execute drafts for the payment of money, shall give a bond in a penal sum and with sureties approved by the Board of Directors, for the faithful performance of his or their duties, the premiums therefor, to be paid by the Society.

Sec. 5.12 The Executive Secretary shall be appointed by the Board of Directors under an employment agreement approved by the Board of Directors, fixing his salary, term of employment, and other conditions. The Executive Secretary shall be subject to removal by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors present and voting by secret ballot as a meeting.

Sec. 5.13 The Executive Secretary shall act as secretary of the Board of Directors and of the Executive Committee and as an ex-officio member of all other committees, except the Nominating Committee. He may take part in the deliberations of all these bodies; but shall not have a vote therein. The Executive Secretary shall, under the supervision of the Finance Committee, have charge of the collections and of keeping the books. He shall present, at the meeting of the Society following the close of the fiscal year a summary of membership enrollment and other pertinent records, and shall perform such other duties as may be assigned to him by the Board of Directors, the Executive Committee, or the President.

Sec. 5.14 After the close of the fiscal year, the accounts of the Society shall be audited by a certified public accountant approved by the Board of Directors, and the auditor's report shall be presented by the Treasurer at the Annual Meeting of the Society, and shall be published in the official publication.

Sec. 5.15 Unless waived in writing or by telegraph or by cable, notice of any regular or special meeting of the Board of Directors shall be given in writing, mailed to the last known address of each member of the Board of Directors, by the Executive Secretary or the President, or the three (3) members of the Board of Directors calling the meeting, not less than fifteen (15) nor more than thirty (30) days before the date fixed for the meeting.

ARTICLE VI ELECTIONS

Sec. 6.1 Voting at any meeting may be in person or by proxy, but only voting members in good standing of the Society shall be eligible to act as proxies. A proxy shall not be valid after more than three (3) months from its date of execution. Voting for election of officers, Board of Directors members, on proposals to amend these By-laws, and on questions referred to the Society pursuant to Article V Section 5.3 shall be by secret ballot. In the event of any tie vote, the Board of Directors shall decide the vote.

Sec. 6.2 Together with notice of the Annual Meeting, the Executive Secretary shall forward appropriate proxies and ballots to members entitled to vote. The proxies and ballots shall contain spaces for write-in names.

Sec. 6.3 The polls for election shall be opened at the opening of the Annual Meeting and shall remain open for a period of five (5) hours. Thereafter the ballots shall be opened by three (3) inspectors of election appointed by the President, who shall be authorized to fill any vacancy occurring among such inspectors. The inspectors of election shall consider ballots and votes to be valid provided the intent of the voter is clear. The result of the vote shall be reported by the inspectors of election in writing, and shall be announced by the President on the second day of the Annual Meeting, whereupon the terms of the inspectors of election shall expire.

The elected candidates shall be installed during the Annual Meeting.

Sec. 6.4 There shall be published in the official publication of the Society, three months prior to the Annual Meeting, the names and qualifications of the consenting nominees as submitted by the Nominating Committee; and two months prior to the Annual Meeting, the names and qualifications of the consenting nominees submitted in proper time by any petitioning group.

Sec. 6.5 The President, Vice Presidents, and the Treasurer shall each be elected to serve in their respective offices for a term of one (1) year. The Directors shall each be elected for a term of three (3) years, one-third ($\frac{1}{3}$) of them to be elected each year, or as specified in Article V Section 5.1.

ARTICLE VII MEETINGS

Sec. 7.1 The Annual Meeting of the Society shall commence on a day and at a time fixed by the Board of Directors, at approximately the middle of the calendar year, and shall continue from day to day until adjourned.

Semi-Annual Meetings shall be held at such times as may be fixed

by the Board of Directors. Special Meetings may be called at any time by the Board of Directors, and shall be called by the Board of Directors upon the written request of the President, or of fifty (50) members of the Society. Meetings shall be held at such place or places as the Board of Directors may designate, and shall be governed by the laws of the State of New York, the Certificate of Consolidation, and these By-laws. At any meeting of the Society, the presence of fifty (50) members entitled to vote in person or by proxy shall constitute a quorum.

Sec. 7.2 Notice of the Annual and Semi-Annual Meetings of the Society shall be published in the official publication of the Society. Notice of any Special Meeting of the Society shall be given in writing by the Executive Secretary and mailed, postage prepaid, not less than twenty (20) nor more than forty (40) days before the date fixed for the meeting, to each member of the Society at his last known address appearing on the records of the Society.

Notice of a Special Meeting shall state the purpose for which the meeting is called, and no business other than that set forth in the notice shall be entertained or transacted thereat.

ARTICLE VIII COMMITTEES

Sec. 8.1 Committees of the Society shall consist of General Committees and Special Committees.

Sec. 8.2 Unless otherwise provided, the General Committees, and the respective Chairmen thereof, shall be designated by the President with the approval of the Board of Directors as soon as practicable after the close of the Annual Meeting of the Society.

Sec. 8.3 The Board of Directors shall prescribe the qualifications of, and the number of committees, unless otherwise provided.

Sec. 8.4 The Board of Directors may from time to time create other committees of one (1) or more members, and define their powers and duties, and it may abolish any such committees.

Sec. 8.5 The Chairman and Vice Chairman of each General or Special Committee shall be a Member or Associate Member.

Sec. 8.6 The President may appoint any person or persons to serve in a consulting capacity to any General or Special Committee.

Sec. 8.7 The names of the General Committees of the Society shall be as follows:

Executive	Education
Finance	Honors and Awards
General and Administrative Coordinating	International Relations
Technical Coordinating	Meetings Arrangements
Divisional Advisory	Membership Development
Regions Central	Nominating
Chapters Regional	Professional Development
Long Range Planning	Program
Advisory Board—Past Presidents	Publications
Admissions and Advancement	Public Relations
Charter and By-laws	Research and Technical
Exposition	Standards

Sec. 8.8 The duties and functions of each of the Committees shall be as follows:

Sec. 8.8.1 The Executive Committee shall consist of the President, who shall be its Chairman, the immediate Past President, the 1st Vice President, the 2nd Vice President, and the Treasurer. It shall meet at the call of the President, or upon request of any two (2) members of the committee. It shall investigate and make reports and recommendations to the Board of Directors regarding matters relating to the Society or any member, or members thereof. During intervals between Board of Directors meetings the Executive Committee shall exercise the powers of and act for the Board of Directors.

Sec. 8.8.2 The Finance Committee shall consist of five (5) Members including the Treasurer, one Vice President and three (3) others, each of these three (3) to serve a term of three (3) years. The President shall appoint one of these last three (3) committeemen each year, shall select the Vice President who is to serve, and shall fill any vacancies. One of these presidential appointees shall be a member of the Board of Directors.

The Finance Committee, under the direction of the Board of Directors, shall supervise and control the financial affairs of the Society and its books of account. It shall survey, investigate and analyze all financial requirements and expenditures, scrutinize all Budget estimates, and prepare the Budget for submission to the Board of Directors.

The Finance Committee shall submit to the Board of Directors prior to the end of the fiscal year a Budget of estimated income and expenditures of the Society and all the committees thereof, for the succeeding fiscal year.

Sec. 8.8.3 The General and Administrative Coordinating Committee shall consist of the Chairmen and Vice Chairmen of the following committees:

Admissions and Advancement, Education, Honors and Awards, Meetings Arrangements, Membership Development, Professional Development, and Public Relations; and shall have a Vice President as Chairman. It shall be its duty to promote and coordinate participation by the members in the activities of the Society falling within the purview of said committees.

Sec. 8.8.4 The Technical Coordinating Committee shall consist of the Chairmen and Vice Chairmen of the Program, Publications, Research and Technical, and Standards Committees, and shall have a Vice President as Chairman. In addition, there shall be three (3) Members-at-Large appointed by the President of the Society. It shall be the duty of the Committee to coordinate the activities of the committees named in this Section.

Sec. 8.8.5 The Divisional Advisory Committee shall consist of the nine (9) Members-at-Large of the Board of Directors, three (3) each being elected from the (1) heating, (2) refrigeration, (3) air conditioning and ventilation areas of membership professional interest, and each of whose major interests shall be in the particular category represented. It shall be the duty of the Committee to review, and advise the Board of Directors, when it deems that any area of membership professional interest is not being duly represented or recognized.

It is the duty of this Committee to report in detail at each meeting of the Board of Directors the degree to which each area of professional interest is being served or recognized in the activities of the Society.

Wherever twenty-five (25) or more members in a Chapter, or two hundred (200) or more members nationally signify their desire to

carry out a program at Chapter level, or national level, respectively, in a specialty within the fields defined in Sec. 1.2, this Committee and the Board of Directors shall provide all reasonable facilities customarily provided to other specialties.

Sec. 8.8.6 The Regions Central Committee shall consist of the 2nd Vice President, as its Chairman, and the Regional Directors. The said committee shall consider and report to the Board of Directors on the activities of Chapters and make recommendations to the Board of Directors concerning the policies, procedures and operation of the Society and its Chapters; it shall coordinate the activities of the Chapters Regional Committees; and it shall investigate applications for the creation of Chapters, and report thereon to the Board of Directors.

Sec. 8.8.7 The Advisory Board, consisting of the Past Presidents shall advise the Society on matters of basic Society policy or interest.

Sec. 8.8.8 Chapters Regional Committees, each serving one Regional Area, and each consisting of the Regional Director for the area and one (1) member and one (1) alternate member selected by each Chapter therein, to serve for a term of one (1) year. The said committees shall solicit from the Chapters and Branches within their respective Regional Areas recommendations concerning the policies, procedures, and operation of the Society, its Chapters and Branches, review the same, and make recommendations thereon to the Regions Central Committee. Said committees shall select the Members and alternates to serve on the Nominating Committee, and duly notify the Executive Secretary of such selections. The alternate members of Chapters Regional Committees may be present at committee meetings and participate in the deliberations thereof, but shall not vote therein except in the absence of the committee members for whom they respectively are alternates. The said committees shall hold committee meetings not earlier than forty-five (45) days after the Annual Meeting. Each Regional Director shall be the Chairman of the Committee serving his Regional Area.

Sec. 8.8.9 The Long Range Planning Committee shall consistently make the necessary studies to prepare for and recommend to the Board of Directors, long range planning on the aims and activities of the Society which in the opinion of the Committee would affect the future welfare and growth of the Society.

Sec. 8.8.10 The Admissions and Advancement Committee shall receive all applications for membership and advancement and recommend the names of all applicants and the grade for which it considers them to be eligible, except membership grades conferred as an honor, and report to the Board of Directors. The correspondence, information obtained, and proceedings of said committee shall be secret and confidential, and its records concerning unsuccessful applicants shall be destroyed within a reasonable time.

Sec. 8.8.11 Charter and By-law Committee, consisting of three (3) Members, which shall consider all matters requiring possible changes in the Certificate of Consolidation, By-laws, Rules and Regulations, and make recommendations thereon to the Board of Directors.

Sec. 8.8.12 The Education Committee shall advise the Society in its educational programs, in its relations with educational institutions, and those matters pertaining to the requirements for membership of students and graduates therefrom, and related matters.

Sec. 8.8.13 The Exposition Committee shall coordinate the activities of the Society with expositions, shows, and the like, related to the arts of heating, refrigeration, air conditioning and ventilation.

Sec. 8.8.14 The Honors and Awards Committee shall recommend to the Board of Directors the candidates for all awards for contributions to the sciences and arts of heating, refrigeration, air conditioning and ventilation, or closely allied fields, and for articles appearing in the official publication, and other gifts or awards including membership grades conferred as an honor. The committee shall include a Past President.

Sec. 8.8.15 The International Relations Committee shall represent the Society in its cooperation and relationship with foreign engineering societies and groups and make recommendations thereon to the Board of Directors.

Sec. 8.8.16 The Meetings Arrangements Committee shall study the suitability of locations for meetings of the Society and determine that proper facilities are available, and shall make its recommendations to the Board of Directors.

Sec. 8.8.17 The Membership Development Committee shall publicize the aims, activities, achievements and scientific and educational purposes of the Society toward the end that persons duly qualified shall apply for membership therein.

Sec. 8.8.18 The Nominating Committee shall consist of eighteen (18) members; as follows: One (1) member with one (1) alternate from each Region of the Society selected by the Chapters Regional Committees; six (6) members with six (6) alternates selected by the Board of Directors of whom two (2) members shall represent each of the three (3) major areas of membership interest, namely, (1) heating, (2) refrigeration, (3) air conditioning and ventilation; one (1) member selected by the President from the last prior Nominating Committee, and the last preceding Past President who is not a member of the Board of Directors, who shall be its Chairman and shall have the right to vote.

Nominations of officers and members of the Board of Directors, other than those nominated by the Nominating Committee, may be made in writing by not less than fifty (50) members eligible to vote, upon presentation of such nominations, with each nominee's consent, to the Executive Secretary at least sixty (60) days prior to the first session of the Annual Meeting, whereupon the nominees' names shall be placed upon the ballot with a notation that they are presented by members independent of the Nominating Committee.

Sec. 8.8.19 The Professional Development Committee shall promote the professional development of the members amid the profession of engineering in general. Without engaging in propaganda or otherwise influencing or intending to influence legislation, this Committee shall endeavor to obtain greater public recognition of the profession of engineering in the advancement of human welfare.

Sec. 8.8.20 The Program Committee shall plan the general character of all technical meetings of the Society, and shall solicit, receive, and select papers for presentation at such meetings.

Sec. 8.8.21 The Publications Committee, subject to the Direction of

the Board of Directors, shall formulate the editorial policies of the Society and all of its publications. The chairman may appoint subcommittees of one (1) or more members to review and report to the committee on the quality and appropriateness for publication of papers and bulletins intended for presentation or presented at Society meetings and the discussions thereof. In the performance of its functions the said committee and its subcommittees shall be subject to the following conditions: (A) that the data recommended for publication shall tend toward the professional education of the individual engineer; (B) that such data shall be free from commercial bias; and (C) that such data shall tend to advance for the public benefit the sciences relating to the arts of heating, refrigeration, and air conditioning and ventilation, or the allied arts and sciences.

Sec. 8.8.22 The Public Relations Committee shall publicize the aims, activities and achievements of the Society and its scientific and educational purposes with the object of cultivating and stimulating public and members' interest in the Society and its affairs.

Sec. 8.8.23 The Research and Technical Committee, subject to the direction of the Board of Directors, shall conduct and coordinate basic research and technical studies in the fields of heating, refrigeration, and air conditioning and ventilation, subject to the proviso that these activities shall be devoted to the public welfare and general benefit, and shall not be designed to promote any individual, private, or commercial interests.

In addition to the research activities, this committee shall plan for and have charge of the activities of the technical committees appointed to further the advancement of the arts and sciences of heating, refrigeration, and air conditioning and ventilation, and the allied arts and sciences for the public benefit. It shall determine the scope of the activities of each of these technical committees.

The committee shall consist of twelve (12) members nominated by the Board of Directors, and elected by vote of the Board of Directors. Four (4) members shall be elected each year to serve for a term of three (3) years.

The Chairman, on the recommendation of the Committee, shall appoint such Technical Committees as may be deemed expedient to carry out the objectives of the Committee, or to advise it on specific projects.

Sec. 8.8.24 The Standards Committee shall have charge of the selection, development, preparation, and submittal to the Board of Directors and the membership, of all codes and standards in the fields of heating, refrigeration, and air conditioning and ventilating engineering, and all revisions thereof, to be considered for adoption by the members. It shall cooperate with other organizations in the development, preparation, and adoption of codes and standards. Adoption of a code, or a standard, or a revision thereof, shall require the recommendation of the Board of Directors and approval by the members at a regular meeting. Notice that each proposed code or standard or revision thereof to be considered for adoption shall be given in writing, or by printing in the official publication, to each member with a copy of the same at least thirty (30) days in advance of the meeting at which its adoption will be considered.

The activities of the Committee shall be solely for the development of engineering science, and the Committee shall not engage in influencing enactment of building or other codes, or in propaganda, or other activities designed to influence legislation.

Sec. 8.9 All General Committees, except the Nominating Committee shall render to the Board of Directors, prior to the Annual Meeting of the Society, annual reports of their activities and shall submit progress reports at other times on request of the President.

Sec. 8.10 Any Committee may be permitted by the President, with the approval of the Board of Directors, to coordinate its activities with other organizations or groups having interests kindred to those of the Society.

Sec. 8.11 Each General Committee at the request of the Board of Directors shall prepare an Operational Procedure which shall govern its activities after approval by the Board of Directors. These may be amended as required, with the approval of the Board of Directors.

Sec. 8.12 The Board of Directors may by a two-thirds ($\frac{2}{3}$) vote remove a member of any committee excepting Regions Central and Nominating Committees.

Sec. 8.13 Each committee's actions, proceedings, findings, conclusions and reports shall be subject to the direction and review of the Board of Directors, and the Board of Directors may take such steps, or see that such steps are taken by the committees as may be appropriate to comply with the Charter and By-laws, and to make effective any resolution adopted by the Society or any resolution, rule or directive of the Board of Directors.

Sec. 8.14 If any doubt or controversy should arise as to whether a particular subject or matter is within the jurisdiction of a committee or whether any action should be taken by a committee, or in the case of a committee tie vote, the same shall be settled and determined by the Board of Directors.

ARTICLE IX CHAPTERS AND REGIONS

Sec. 9.1 The Board of Directors may establish Chapters which shall operate under the provisions of the Charter and the By-laws of the Society, and the Rules and Regulations of the Board of Directors.

Sec. 9.2 Branches of the Society may be established, operated, and maintained under the direction and in the discretion of the Board of Directors. Such Branches shall be Special Branches, consisting of groups within continental North America; Overseas Branches, consisting of groups outside of continental North America, and Student Branches.

Sec. 9.3 Chapters of the Society shall be grouped in geographical areas by the Board of Directors and each such area shall be designated as a Region. The number and delineations of Regions and changes therein shall be published in the official publication.

Sec. 9.4 A Chapter or Branch of the Society may be authorized upon approval by the Board of Directors of a written petition of twenty-five (25) members of the Society and the adoption of By-laws, based on the Model By-laws for Chapters or Branches, which have been approved by the Board of Directors.

Only members of the Society in good standing shall be eligible to

become and remain Chapter or Branch members. Chapter or Branch members shall hold the same grade of membership in the Chapter or Branch as are held by them in the Society. No member shall vote or hold office concurrently in more than one (1) Chapter or Branch of the Society. All grades of Chapter or Branch members, except Students, shall be eligible to vote and hold office in Chapters or Branches.

Sec. 9.5 A charter shall be granted by the Board of Directors to each duly authorized Chapter or Branch. It shall be signed by the President and attested by the Executive Secretary.

Sec. 9.6 The elected officers of Chapters or Branches shall receive no salary, emolument or compensation for their services as such. Chapters or Branches shall not act for the Society or subject the Society to any financial or other obligation, except such as the Society or the Board of Directors may by resolution specifically assume. Notice to the foregoing effect shall be imprinted on the stationery used by each of the Chapters or Branches. Each Chapter or Branch shall promptly file a copy of its Minutes with the Executive Secretary of the Society and make report to said Secretary of all of its proceedings. Each Chapter and Branch shall file with the Chairman of its respective Chapters Regional Committee its recommendations concerning the policies, procedures and operation of the Society, its Chapters and Branches. No contributions, except dues, shall be received or solicited by Chapters or Branches without the written approval of the Board of Directors. Chapters or Branches shall not issue publications or use the Society's name or emblem or Chapter or Branch insignia, without the approval of the Board of Directors. Chapters or Branches shall give no recommendations, endorsements or approvals of any scientific, literary, mechanical or engineering product for the promotion of private interests.

Sec. 9.7 Each Chapter or Branch shall annually elect and install officers prior to the Annual Meeting of the Society. Each Chapter may be provided with funds by the Society as the Board of Directors may deem appropriate.

Sec. 9.8 The charters of Chapters, Special Branches and Student Branches, and Overseas Branches, may be revoked by a two-thirds (2/3) vote of all the members of the Board of Directors after written preferment of charges, sixty (60) days written notice of hearing sent by registered mail to the President of the Chapter or Branch, and an adequate opportunity to be heard before the Board of Directors or a committee of three (3) or more Members designated by the Board of Directors.

ARTICLE X FUNDS

Sec. 10.1 Society Reserve Fund. Admission fees and such other funds as may from time to time be recommended by the Finance Committee and allocated by the Board of Directors shall be set aside and the principal thereof maintained as a Society Reserve Fund. The Board of Directors is authorized and empowered in any fiscal year in which the Society's revenues may be insufficient to meet expenses, to utilize a maximum of twenty percent (20%) of the Society Reserve Fund as valued on the first day of the fiscal year in which such a withdrawal may be required.

Sec. 10.2 Allocation of Dues for Research. Unless changed by the Society at an Annual or Special Meeting, a percentage determined by the Board of Directors of the dues shall be allocated for basic or fundamental research in the principles and laws underlying matters in the arts relating to the sciences of heating, refrigerating, and air conditioning and ventilation, and the allied arts and sciences.

Sec. 10.3 Investment of all funds of the Society shall be made by the Treasurer upon direction of the Finance Committee or the Board of Directors, or under such other arrangements as are approved by the Board of Directors.

ARTICLE XI AMENDMENTS

Sec. 11.1 Prerequisites. These By-laws may be amended by a two-thirds (2/3) vote of the Society at an Annual or Semi-Annual Meeting thereof, provided that written notice of the proposed amendment, subscribed by two-thirds (2/3) of the members of the Board of Directors or by fifty (50) Members, be given at a previous stated or Special Meeting, and that notice thereof as pertinently amended by majority vote at said stated or Special Meeting be also given by the Executive Secretary in the notice of the Annual Meeting.

Sec. 11.2 Renumbering. The Board of Directors may, by a two-thirds (2/3) vote, renumber existing articles or Sections of these By-laws.

ARTICLE XII INTERIM PROVISIONS

Inasmuch as this Society is a corporation formed by the consolidation of the AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., and The American Society of Refrigerating Engineers, known as the constituent corporations, and as ASHAE and ASRE respectively; and inasmuch as the members of the constituent Societies desire to continue the officers and directors of the respective constituent corporations for the welfare and benefit of the consolidated corporation and its members; and Notwithstanding any provisions of these By-laws of this consolidated corporation to the contrary, it is understood and agreed that the By-laws of this consolidated corporation shall include the following interim provisions:

(A) The officers and directors shall be persons named and for the terms specified in the schedule which is made a part of the agreement for consolidation of the constituent Societies, and which schedule is made a part hereof;

(B) Upon the death, or inability or failure to act, of any of said officers or directors, his successor for his unexpired term shall be elected at the next meeting of the Board of Directors and the person so elected shall be from the same constituent Society as his predecessor; and

(C) After the expiration of the terms of all officers and directors as provided for in said schedule, then these interim provisions and this Article XII shall become null and void.

EXHIBIT B

OFFICERS AND BOARD OF DIRECTORS JANUARY 1959 TO JUNE 1959

President—Cecil Boling
1st Vice President—Arthur J. Hess
2nd Vice President—Daniel D. Wile
3rd Vice President—Walter A. Grant
4th Vice President—Robert H. Tull
5th Vice President—ASHAE
1st Treasurer—ASHAE
2nd Treasurer—Franklyn Y. Carter

***Hermann F. Spoehrer
***Elmer R. Queer
***Carlyle M. Ashley
***Leon Buehler, Jr.
***William G. Hole
***Peter J. Marschall
***Wesley O. Stewart
***Percy N. Vinther
***Frank H. Faust
***Fred Janssen
***James W. May
***Gayle B. Priestner
***ASHAE
TOTAL 47

**ASHAE
ASHAE
ASHAE
John Engalitcheff, Jr.
Charles T. Hamilton
Everett P. Palmatier
Robert G. Werden
Carl R. Fagerstrom
Ralph A. Gonzalez
James W. Snyder
John E. Dube
Harold M. Hendrickson
Si J. Williams, Jr.

*Willis R. Woolrich
*Charles L. Hall
*William F. Wischmeyer
*Thomas J. Phillips
*John W. Chandler
*Russell A. Baker
*ASRE (1)
*James P. McShane
*Charles C. E. Harris
*Thomas G. Crider
*William E. Fontaine
*J. Guy Woodroof
*George B. Rottman

—NOTES—

*ASRE Regional Director
**ASHAE Regional Director
(1) Replacement for T. J. Ammel (resigned)

***These individuals plus all elected officers constitute the Executive Committee

OFFICERS AND BOARD OF DIRECTORS JUNE 1959 TO JANUARY 1960

President—Arthur J. Hess
1st Vice President—Daniel D. Wile
2nd Vice President—Walter A. Grant
3rd Vice President—Robert H. Tull
4th Vice President—ASHAE
1st Treasurer—Franklyn Y. Carter
2nd Treasurer—ASHAE

***Cecil Boling
***Hermann F. Spoehrer
***Elmer R. Queer
***Carlyle M. Ashley
***Frank H. Faust
***Fred Janssen
***James W. May
***Gayle B. Priestner
***ASHAE
TOTAL 34

**ASHAE
ASHAE
ASHAE
Carl R. Fagerstrom
Ralph A. Gonzalez
James W. Snyder
John E. Dube
Harold M. Hendrickson
Si J. Williams, Jr.

*Willis R. Woolrich
*Charles L. Hall
*William F. Wischmeyer
*Charles C. E. Harris
*Thomas G. Crider
*William E. Fontaine
*J. Guy Woodroof
*Thomas J. Phillips
*George B. Rottman

—NOTES—

*ASRE Regional Director
**ASHAE Regional Director
***These individuals plus all elected officers constitute the Executive Committee

OFFICERS AND BOARD OF DIRECTORS JANUARY 1960 TO JUNE 1960

President—Daniel D. Wile
1st Vice President—Walter A. Grant
2nd Vice President—Robert H. Tull
3rd Vice President—ASHAE
Treasurer

***Arthur J. Hess
***Cecil Boling
***Hermann F. Spoehrer
***Elmer R. Queer
***ASHAE
***ASHAE
ASHAE
TOTAL 28

ASHAE
Harold M. Hendrickson
Si J. Williams, Jr.
*Willis R. Woolrich
*Charles L. Hall
*William F. Wischmeyer
10 new members

—NOTES—

*ASRE Regional Director
**ASHAE Regional Director
***These individuals plus all elected officers constitute the Executive Committee

OFFICERS AND BOARD OF DIRECTORS JUNE 1960 TO JANUARY 1961

President—Walter A. Grant
1st Vice President—Robert H. Tull
2nd Vice President—ASHAE
Treasurer

***Daniel D. Wile
***Arthur J. Hess
***Cecil Boling
***Hermann F. Spoehrer
***Elmer R. Queer
10 Members from period January 1960 to June 1960
9 New members
TOTAL 28

—NOTES—

***These individuals plus all elected officers constitute the Executive Committee

OFFICERS AND BOARD OF DIRECTORS JANUARY 1961 TO JUNE 1961

President—Robert H. Tull
1st Vice President—ASHAE
2nd Vice President
Treasurer

***Walter A. Grant
***Daniel D. Wile
***Arthur J. Hess
***Cecil Boling
10 Members from period January 1960 to June 1960
9 Members from period June 1960 to January 1961
TOTAL 27

—NOTES—

***These individuals plus all elected officers constitute the Executive Committee

OFFICERS AND BOARD OF DIRECTORS JUNE 1961 TO JUNE 1962

President—ASHAE
1st Vice President
2nd Vice President
Treasurer

***Robert H. Tull
***Daniel D. Wile
6 Members from period January 1960 to June 1960
4 New members
9 Members from period June 1960 to January 1961
3 New members
TOTAL 28

—NOTES—

***These individuals plus all elected officers constitute the Executive Committee