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1988

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**ASHRAE CHAPTER BY-LAWS
GOLDEN GATE CHAPTER
of
American Society of Heating, Refrigeration
and Air-Conditioning Engineers, Inc.**

**ARTICLE I
NAME, OBJECT AND GOVERNMENT**

1.1 This Chapter shall be designated the Golden Gate Chapter of American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. hereinafter termed the Chapter.

1.2 The purposes for which this corporation is formed are set forth below:

The primary purpose of this corporation is to advance the arts and sciences of heating, refrigeration, air-conditioning and ventilation and the applied arts and sciences, for the benefit of the general public and in furtherance of his purpose the corporation shall:

- a. hold meetings for reading of papers, discussion, special studies, and the exchange of ideas through personal fellowship;
- b. buy, sell, assemble, distribute and otherwise acquire, or own, hold, use, sell, assign, transfer, exchange, lease, license or otherwise dispose of goods, wares, merchandise, and all other personal property of every class, kind or description, real, personal or mixed, and any interest or right therein, including water and water rights, wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and possessions of the United States and foreign countries.
- c. purchase, acquire, own, hold, use, lease, rent, sublet, sell, exchange, subdivide, maintain, construct, operate and deal in real estate, improved or unimproved, and buildings of any kind or description, real, personal or mixed, and any interest or right therein, including water and water rights, wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and possessions of the United States and foreign countries;
- d. enter into, make, perform and carryout contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision;
- e. conduct and carry on, directly or indirectly, research, development or experimental activities;
- f. carry on any activity whatsoever, either as principal, agent or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation; and conduct its activities in this State, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and
- g. have and exercise all the powers conferred by the General Nonprofit Corporation Law of California upon nonprofit corporations, as such Law is now in effect or may at any time hereafter be amended.

The foregoing statement shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by any reference to or inference from the terms or provisions of any clause other than the introductory clause, but shall be regarded as independent pur-

poses and powers. Under no circumstances shall the corporation be deemed authorized to carry on any activities for the benefit of its members; to distribute any gains, benefits or dividends to any of its members as such; or to exercise any power, either expressed or implied, in such a manner as to disqualify the corporation from exemption from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954 as the same may be amended from time to time.

ARTICLE II MEMBERSHIP, DUES AND FINANCE

- 2.1 The requirements for membership in the Chapter are that members must first be members of the National Society in good standing as set forth by the By-Laws of the National Society.
- 2.2 Only members of the Society in good standing shall be eligible to become and remain Chapter members.
- 2.3 Each Chapter member shall hold the same grade of membership in the Chapter as he holds in the Society.
- 2.4 All Chapter members shall be equally entitled to the privilege of the Chapter, except that the following shall not vote or hold office:
 - a. Student members;
 - b. Society members in the geographical area of the Chapter who elect to vote or hold office in another Chapter of the Society;
 - c. Chapter members who do not pay required Chapter dues.
- 2.5 The annual dues for Society membership are as prescribed in the Society By-Laws, and are to be paid to the Society.
- 2.6 Chapter dues may be levied by the Board of Governors in minimum amount subject to the approval of the Board of Governors of the Chapter, if funds provided by the Society for operating expenses for the Chapter are insufficient for this purpose. Delinquency in payment of Chapter dues will not affect a member's standing in the Society.
- 2.7 Expulsion of a member from the Society and from the Chapter to which he is assigned, for misconduct in his relations with the Chapter, will be considered by the Society Board of Directors upon recommendation of the Chapter's Board of Governors, accompanied by written charge and evidence to support the recommendation. Provided, however, that written charges have been made to the Board of Governors by a member in good standing and that after investigation and an opportunity for defense, the Board of Governors makes such recommendation. Such a recommendation shall be filed with the Executive Secretary of the Society.

ARTICLE III OFFICERS AND BOARD OF GOVERNORS

- 3.1 The affairs of the Chapter shall be managed by a Board of Governors whose number shall be no less than five and no more than nine.
- 3.2 The Board of Governors shall include as officers the President, President-Elect, Secretary, Treasurer and past-President and such number necessary to complete the Board.
- 3.3 The officers named in 3.2 with the exception of the President and the Past-President, shall be elected annually. The Board of Governors shall be installed, and thereupon take office by June 30 of each year, to serve until their successors are installed.

- 9.6 The Chapter shall not affiliate with or hold membership in any society, association, council or other organization without prior approval of the Board of Directors of the Society.

ARTICLE X

- 10.1 These By-Laws will be the official By-Laws of the Chapter only after the following steps have been taken:
 - a. The proposed Chapter By-Laws were presented at a regular meeting of the Chapter and certified by the Secretary that they were approved by a two-thirds (2/3) vote of the members present at the next regular meeting of the Chapter.
 - b. They have been approved by the Society Charter and By-Laws Committee and written notice of Society approval has been received by the Chapter. (Note: The Chapter should submit its By-Laws to the Charter and By-Laws Committee of the Society for approval through the Secretary of the Society.)

ARTICLE XI AMENDMENTS

- 11.1 Amendments to these By-Laws may be initiated by a proposal in writing at any meeting of the Chapter by a majority of the Board of Governors, or by not less than five (5) members entitled to vote. If approved by a majority of the members present, the Board of Governors shall have copies of the proposed amendments sent to all the members, together with the reasons for the proposed amendment. Such proposal shall be mailed to the members of the Chapter not less than fifteen (15) days before the next meeting.
- 11.2 The proposed amendments shall be voted upon at the regular meeting of the Chapter next following the meeting at which it has been proposed, and shall be approved for submission to the Board of Directors of the Society. If two-thirds (2/3) of the voting members present vote favorably.
- 11.3 The proposed amendments shall be submitted to the Assistant Secretary of the Society for review by the Regional Director and approval by the Charter and By-Laws Committee, and shall become effective only after written notice of approval by the Charter and By-Laws Committee of the Society has been received by the Chapter.

* AMENDED NOVEMBER 2, 1978

APPROVED NOVEMBER 2, 1978

Dick M. Glumac
President

Golden Gate Chapter, ASHRAE

ARTICLE VIII REGIONAL OPERATION

- *8.1 A member and one (1) alternate to the Chapter's Regional Committee shall be nominated by the Board of Governors from members of the Board of Governors, who shall be the President-Elect and the Secretary unless otherwise selected by the Board, not less than thirty (30) days before the March meeting, and shall be elected by the Chapter in accordance with the same procedure which applies to nominees of the Nominating Committee as specified in Article VII. The member and alternate shall serve for a term of one (1) year as established under Article VIII, Section 8.8.8, of the Society's By-Laws.

The name of the member and alternate selected shall be announced at the April meeting and shall be certified in writing by the Chapter Secretary to the Executive Secretary of the Society and the Regional Director by the first of June following. No individual shall be selected to serve for more than two (2) consecutive years in either of these two (2) positions, or not more than three (3) consecutive years in both positions.

- 8.2 The duties of the member and alternate of the Chapter's Regional Committee shall be the following:
- 8.2.1 Transmittal to the Regional Director in advance of the Chapter's Regional Committee Meeting, of the Chapter's recommendations concerning policies, procedures, and operation of the Society, its Chapters and its Branches;
- 8.2.2 Attendance at the Chapter's Regional Committee Meeting;
- 8.2.3 Suggestion of possible candidates for the Society Board of Directors for consideration by the Nominating Committee of the Society, and the suggestion of possible candidates for the Research and Technical Committee;
- 8.2.4 Participation at the Official Chapter's Regional Committee Meeting each year, in the selection of one (1) member and one (1) alternate member, each of whom shall hold the grade of full Member in the Society and shall have been a full Member in good standing in the Society for a period of at least five (5) years at the time of selection, to serve on the Society's Nominating Committee.
- 8.2.5 Report to the Chapter Board of Governors the business transacted at the Chapter's Regional Committee Meeting with recommendations for any actions by the Chapter.

ARTICLE IX LIMITATIONS

- 9.1 The elected officers of the Chapter shall receive no salary, emolument, or compensation for their services as such.
- 9.2 The Chapter shall not act for the Society or subject the Society to any financial or other obligations, except such as the Society or its Board of Directors may by resolution assume. Notice to the foregoing effect shall be imprinted on the stationery used by the Chapter.
- 9.3 No contributions, except dues, shall be solicited by the Chapter without the written approval of the Board of Directors of the Society.
- 9.4 The Chapter shall not issue publications, other than a Chapter roster, or use the Society's name or emblem of Chapter insignia without the approval of the Board of Directors of the Society.
- 9.5 The Chapter shall give no recommendations, endorsements, or approvals of scientific, literary, mechanical, or engineering product for the promotion of private interests.

- 3.4 The remainder of the Board of Governors other than the officers named in 3.2 shall be elected for a term of two years. Half the remainder shall be elected on alternate years concurrent with the elections for officers.
- 3.5 The President shall not be eligible for immediate re-election to the office of President at the expiration of the term for which he was elected.
- 3.6 Whenever there shall be a vacancy in any office by resignation or otherwise, the Board of Governors shall have the power to fill such office until the next annual election or installation and such person shall have the duties, rights and privileges of his predecessor.

ARTICLE IV MEETINGS

- 4.1 Regular meetings of the Chapter shall be held at least monthly from October to June, inclusive at such times and places as determined by the Board of Governors. The annual meeting of the Chapter shall be the June meeting.
- 4.2 Special meetings shall be called if requested in writing by fifteen percent (15%) of the Chapter members in good standing or by a majority of the Board of Governors.
- 4.3 A quorum at a Chapter meeting shall consist of fifteen percent (15%) of the members in good standing including a majority of the Board of Governors.
- 4.4 Regular meetings of the Board of Governors shall be held at the discretion of the Board, but preferable prior to each regular meeting of the Chapter. A special meeting of the Board of Governors shall be called if requested in writing by two (2) members of the Board of Governors, or at the discretion of the President. A quorum at a Board of Governors meeting shall be a simple majority of the Board.

ARTICLE V DUTIES OF OFFICERS

- 5.1 Presiding officer. At all meetings of the Chapter and of the Board of Governors, the President, or in his absence, another officer shall preside.
- 5.2 The President. The President shall be the chief executive officer of the Chapter and generally supervise its affairs, subject to these By-Laws.
- 5.3 The President-Elect. The President-Elect shall be the Chairman of the Program Committee, and shall automatically succeed to the office of the President at the conclusion of the President's term in office. In the absence of the President, the President-Elect shall exercise the powers and perform the duties of the President. In addition, the President-Elect shall make his committee chairman appointments in accordance with Article VI sufficiently far in advance of the Chapter's Regional Conference as to permit attendance by his appointees at CRC Workshops in the period prior to appointees' active participation as Chairmen of the Chapter committee.
- 5.4 The Secretary. The Secretary shall send advance notices of meetings of the Chapter, and of the Board of Governors to all Board members and to Committee Chairmen as requested by the President. He shall keep the minutes of the meetings of the Chapter and of the Board of Governors. He shall keep such books, papers and records as the Chapter or the Board of Governors may direct, which shall be open to the inspection of any member of the Chapter. He shall conduct the correspondence of the Chapter. He shall notify promptly the officers, the nominated candidates and the members of all committees of their election, nomination or appointment. He shall send advance notices of meetings and promptly file a copy of the minutes of each meeting of the Chapter with the Executive

Secretary of the Society, the Editor of the Society Journal and the Regional Director. In addition, he shall send advance notices and minutes of meetings of the Board of Governors to the Regional Director.

- 5.5 The Treasurer. The Treasurer shall receive all funds, including allotments to the Chapter from the Society and dues, keep appropriate records of receipts and expenses, and roll of membership and disburse funds only as authorized by the Chapter's Board of Governors. The Treasurer shall make an annual report at the annual meeting of the Chapter, a copy of which shall be forwarded to the Executive Secretary of the Society and the Regional Director.
- 5.6 The Past President. Upon completion of his term, the outgoing president shall automatically be designated the Past-President and shall continue as a member of the Board of Governors for a term of one year.
- 5.7 All officers shall perform such other duties and services incident to their respective offices as are delegated to them by the Board of Governors.
- 5.8 The Board of Governors shall direct the affairs of the Chapter between meetings and guide the policies of the Chapter, in cooperation with, and subject to the rules and regulations of the Society's Board of Directors. The Board of Governors may execute all business of the Chapter that does not require action by the full membership of the Chapter. The presiding officer shall report briefly on these actions to the members in attendance at the next Chapter meeting.

ARTICLE VI COMMITTEES

- 6.1 The following committees shall be appointed by the President subject to the approval of the Board of Governors, Membership Committee, Program Committee, Reception Committee, Technical Committee, Attendance Committee, Publicity Committee, Finance Committee, Education Committee, Roster Committee and Publications Committee.
- 6.1.1 The Membership Committee shall encourage applications by qualified persons for membership in the Society and for promotion in membership grade in the Society of members of the Chapter.
- 6.1.2 The Program Committee shall arrange programs for regular meetings of the Chapter.
- 6.1.3 The Reception Committee shall function to provide wholesome fellowship among the members for the best interests of the Chapter and shall extend cordial greetings to guests and new members of the Society.
- 6.1.4 The Technical Committee shall provide technical data for open discussion in the regular Chapter meetings to promote the purposes of the Society and the Chapter, and shall perform such other functions, as may be deemed proper, all subject to the discretion of the Board of Governors.
- 6.1.5 The Attendance Committee shall foster increased member participation in Chapter affairs.
- 6.1.6 The Publicity Committee shall obtain publicity for the Chapter and its affairs.
- 6.1.7 The Finance Committee shall advise the Board of Governors on all matters concerning the receipt and use of funds. The Treasurer shall be chairman of this committee.
- 6.1.8 The Education Committee shall represent the Chapter in its relationships with educational institutions. It shall encourage the interest and participation of educational institutions and

their Student Members in the sciences of heating, refrigeration, air-conditioning and ventilation.

- 6.1.9 The Roster Committee shall compile, edit and distribute the Chapter directory.
- 6.1.10 The Publications Committee shall compile, edit and distribute the monthly Chapter bulletin.
- 6.2 A Nominating Committee of five (5) members, with duties as outlined in Article VII, shall be elected by the Chapter at the regular January meeting of each year. This committee shall include two (2) past presidents, and the Chapter president who shall serve as an ex-officio member. This committee shall choose its own chairman from among its members. Members of the Board of Governors shall not be eligible for membership on this committee, except as specified.
- 6.3 An Auditing Committee of three (3) members shall be appointed by the Board of Governors. Members of the Board of Governors shall not be eligible for membership of this committee. The Auditing Committee shall examine the Treasurer's books and papers and shall certify the accuracy of the Treasurer's annual report.
- 6.4 Additional Special Committees may be appointed by the President with the approval of the Board of Governors at any time and shall be announced at the next meeting of the Chapter.
- 6.5 Committee chairmen shall attend the meetings of the Board of Governors when so requested by the presiding officer, but shall not be entitled to vote in Board meetings.

ARTICLE VII NOMINATIONS AND ELECTIONS

- 7.1 The Nominating Committee shall select candidates for officers and the Board of Governors from the eligible members and shall obtain in writing from each candidate a written statement that he is a member in good standing in the Society and consents to stand for election.
- 7.2 At the February meeting, the Nominating Committee shall present to the Secretary the names of the candidates selected with their consent.
- 7.3 Upon receipt of the list of nominees from the Nominating Committee, the Secretary shall prepare a specimen ballot with the names of the candidates, and forward the same so as to reach the Chapter members before the March meeting. Prior to the closing of nominations, additional nominations of members in good standing consenting orally or in writing to be candidates may be made from the floor at the March meeting. If at this meeting more than one (1) such nomination from the floor is made for any one (1) office, or if more nominations from the floor are made for members of the Board of Governors than there are potential offices, a vote will be taken to select the name of the opposition candidate to be placed on the specimen ballot.
- 7.4 Fifteen (15) days prior to the April meeting, a mail ballot will be sent to the members qualified to vote. The election will be held at the April meeting, the President appointing three (3) tellers to conduct the election.
- 7.5 The candidate receiving a majority of the votes for each office shall be declared elected, and shall be installed in office as part of the closing ceremonies of the June meeting. If there is a tie vote, there should be a run-off election which may be held at the same meeting.