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SH Engineers 415-788-6000  
120 Montgomery Street, Suite 1525, San Francisco 94104  
\*PO Box 27384, Los Angeles 90027-0384

**BELGARDE, MARK V.**  
Flack & Kurtz 415-398-3883  
\*343 Sansome Street, Suite 450, San Francisco 94104-1303  
878 Butternut Drive, San Rafael 94903 415-479-7627

**BENDICK, JOSEPH S. (Ana)**  
JBM Associates 415-572-8405  
\*1621 E. Hillsdale Boulevard, #9AC, Foster City 94404-1214  
240 Lauren Avenue, Pacifica 94044 415-355-5573

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Air Conditioning Company Inc 415-594-0182  
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46 Lorelei Lane, Menlo Park 94025 415-324-9116

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Flack & Kurts Consulting Engineers 415-398-3833  
\*343 Sansome St., Ste 450, San Francisco 94104-1303 FAX 415-433-5311  
350 Pacific Avenue, San Francisco 94111

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PG & E, Research & Development 510-866-5570  
\*2303 Camino San Ramon, Ste. 200, San Ramon 94583-1393 FAX 510-866-5318

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Bechtel 415-768-1234  
\*50 Beale Street, San Francisco 94105-1895  
107 Seventeenth Avenue, San Francisco 94121 415-386-1250

**BLOCKER, KYLE S. (Kelli)**  
Engineered Air Systems 510-234-9322  
\*PO Box 1927, Richmond 94802-9027 FAX 510-234-7338  
3225 Quandt Road, Lafayette 94549 510-945-6134

**BOGHOSIAN, STANLEY H.**  
Lawrence Berkeley Laboratory, MS 90/4000 510-486-6849  
\*1 Cyclotron, Berkeley 94720-0001 FAX 510-486-6996  
1819 Acton Street, Berkeley 94702 510-845-7468

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Core Management Cons. 415-752-2480  
6040 Geary Boulevard, San Francisco 94121  
\*212 Alicante Court, Danville 94526-5421 510-838-2908

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Lawrence Livermore Nat'l Lab. 510-423-1254  
7000 East Avenue, PO Box 808, Livermore 94550  
\*45543 Parkmeadow Court, Fremont 94539-6760 510-657-2270

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Retired 707-864-2313  
4352 Rock Lane, Suisun City 94585-1474

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Brady Engineering 415-637-9941  
\*1321 Laurel Street, Suite B, San Carlos 94070-5011 FAX 415-637-1028  
2515 Eaton Avenue, San Carlos 94070 415-367-8725

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University of California 510-642-1696  
\*232 Wurster Hall, Berkeley 94720-1801 FAX 510-643-5571  
239 Giorietta Boulevard, Orinda 94563 510-253-9709

**BRAR, SURINDER SINGH (Marily)**  
Engineering Services Inc 510-228-1933  
1420 Willow Pass Road, Concord 94520-5223  
\*960 Center Avenue, Martinez 94553

**BRAUER, BRYAN B. (Mary Ann)**  
 Brya Beno Brauer 415-433-9481  
 \*99 Osgood Place, 3rd Flr., San Francisco 94133 FAX 415-433-9483  
 636 Valle Vista Avenue, m Apt. A, Oakland 94610 510-832-3173

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 Robert H. Braun, Mechanical Engineer 415-896-2621  
 \*143 Second Street, 3rd Flr., San Francisco 94105-3714 FAX 415-543-3380  
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 199 First Street, los Altos 94022 FAX 415-948-5381  
 \*26233 Dori Lane, Los Altos Hills 94022 415-948-8719

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 801 Mahler, # 105, Burlingame 94010 FAX 415-692-1983  
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**BRUGGER, JAMES R. (Lisa)**  
 Keller & Gannon 510-455-1480  
 \*2600 Kitty Hawk Drive, Suite 103, Livermore 94550-9625 FAX 510-455-1509  
 524 Civic Drive, Apt. D, Walnut Creek 94596 510-938-8969

**BRYAN, MARY MATTESON**  
 Newcomb Anderson Assoc. 415-434-2600  
 \*7655 Sansome Street, San Francisco 94111-1703 FAX 415-434-2321  
 7750-A Canyon Meadows Circle, Pleasanton 94588 510-434-2600

**BRYANT, DONALD C., F & LM**  
 Emeritus Faculty City College, Univ. of California  
 50 Phelan Avenue, San Francisco 94112  
 \*244 Garces Drive, San Francisco 94132-2359 415-584-0765

**BUSH, RONALD J.**  
 S.H. Engineers 415-788-6000  
 \*120 Montgomery Street, Suite 1525, San Francisco 94104 FAX 415-788-6040  
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 Alfa Tech 408-283-0331  
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 \*P. O. Box 422430, San Francisco 94142 FAX 415-864-3681

**CASS, GLENN R.**  
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 2114 Berkeley Way, Berkeley 94704 FAX 510-848-3328  
 \*3382 Moraga Boulevard, Lafayette 94549-4642 510-283-1864

**CAUGHEY, ROBERT G.**  
 R.G. Caughey, Consulting Engineers \*415-345-3484  
 658 Port Drive, San Mateo 94404-1010  
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 1133 Post Street, San Francisco 94109

**WOO, CARSON (Lillian)**

C & B Consulting 415-442-0110  
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 \*1419 — 28th Avenue, San Francisco 94122 415-564-3883

**WOODMAN, MARC A.**

McCracken & Company, Consulting Mechanical Engineer  
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**WYAND, MARY TERESA**

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Flack & Kurt Consulting Engr., Mechanical Dept. 415-398-3833  
 \*343 Sansome St., Suite 450, San Francisco 94104-1303 FAX 415-433-5311  
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 \*1869 San Lorenzo Avenue, Berkeley 94707-1856

**YEE, HARRY H.**

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**YOUNG, RICHARD C.**

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Bechtel 415-768-1234  
 \*50 Beale Street, San Francisco 94105-1895 FAX 415-768-9038  
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**CHARLES, RICHARD A. ("Van"). LM & PM**

Charles & Braun 415-442-0110  
 \*150 Spear Street, Suite 500, San Francisco 94105-1537 FAX 415-882-7747  
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**CHEN, MENG-HSIU (Caroline)**

MHC Engineers 415-541-7910  
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University of California, San Francisco Facilities Management 415-476-6817  
 3130 — 20th Street, San Francisco 94143-0894  
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**CODDINGTON, BERT A., LM**

Retired 415-556-7934  
 \*72 Ashfield Road, Atherton 94027-3806 415-325-7916

**COLACCHIA, GINO V. (Andrea)**

O'Brien-Kreitzberg 415-777-0188  
 188 Embarcadero, Suite 2800, San Francisco 94105-1235 FAX 415-777-3023  
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**COLACCHIA, SONIA A. (Aaron)**

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 \*1453 Mission Street, San Francisco 94103 FAX 415-864-3681  
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Retired  
 229 Vineyard Drive, Healdsburg 95448-4342 707-433-6638

**CONDON, JOSEPH C.**

Goldsmith & Lathrop 510-547-4770  
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 \*1956 Chestnut Avenue, Antioch 94509-2264 510-779-0876

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\*2833 Dowd Drive, Suite C, Santa Rosa 95405-0834 FAX 707-576-1639  
781 Creekview Place, Windsor 95492 707-838-4394

**CROUCH, FRANK K., LM**  
Retired  
PO Box 815, Marshall 94940-0815 415-663-8168

**CUSSARY, JOSEPH F.**  
Pacific Gas & Electric, Marketing Services 415-972-5372  
\*PO Box 770000, Mail Code T16A, San Fran. 94177-0001 FAX 415-972-6950  
3531 Altamont Way, Redwood City 94062 415-365-7390

**D'ALBORA, EMANUEL GUY**  
Pacific Gas & Electric Co., Technical & Ecological Service 510-866-5322  
\*3400 Crow Canyon Road FAX 510-866-5681  
4821 Smith Gate Court, Pleasanton 94566 510-462-5797

**DANN, NICHOLAS F. (Debbie)**  
E.B. Ward & Company 415-873-1660  
337 Roebing Road, South San Francisco 94080 FAX 415-872-5263  
\*151 Santa Clara Drive, Danville 94526 510-831-1558

**DAVALLOU, TOURAJ G.**  
Marion, Cerbatos & Tomasi 415-495-2130  
\*274 Brannan Street, San Francisco 94107-2000 FAX 415-495-2138  
1997 Vista Del Mar, San Mateo 94404 415-341-3828

**DAVIS, RICHARD D.**  
Nortec Industries 510-937-0701  
\*3478 Buskirk Avenue, Suite 1016, Pleasant Hill 94523-4324  
3478 Buskirk Avenue, Suite 1016, Pleasant Hill 94523

**DAVIS, JAMES L. (Sharon)**  
81 Brentwood Drive, San Rafael 94901-1456 415-456-6958  
\*81 Brentwood Drive, San Rafael 94901 FAX 415-456-6958

**DAWSON, TOMMY**  
320 Rheem Boulevard, Moraga 94556-1516 510-376-2361

**DeCHENE, ROBERT A. (Elizabeth), LM**  
410 Clipper Hill Road, Danville 94526-2308 510-837-2435

**DeGUZMAN, EDGAR (Amelita)**  
Acco Inc. 415-594-0182  
\*1750 Industrial Road, San Carlos 94070  
198 Irvington Street, Daly City 94014 415-334-4261

**DeLIMA, HENRY P.**  
DeLima Associates 415-499-1065  
\*4340 Redwood Highway, Suite 222, San Rafael 94903-2104  
103 Highland Avenue, San Rafael 94901

**DECKER, DAVID EUGENE**  
Paco Pumps 510-639-3330  
\*845 — 92nd Avenue, Oakland 94603-1213 FAX 510-639-3337

**DEMEL, WILHELM K.**  
Bank of America 415-953-0500  
\*Unit 3786, 560 Davis Street, 2nd Flr., San Francisco 94111 FAX 415-622-2387  
311 Jester Court, Petaluma 94954 \*415-622-6471

**DERINGER, JOSEPH J.**  
The Deringer Group 510-843-9000  
1349 Addison Street, Berkeley 94702-0619 FAX 510-843-9005

**DESPATIS, GUY (Monique)**  
Hok Architects 415-243-0555  
\*71 Stevenson St., Ste. 2200, San Francisco 94105-2940 FAX 415-882-7763  
2452 Lavender Drive, Walnut Creek 94596 510-938-5666

**WALTZ, JAMES**  
Energy Resource Associates, Inc. 510-447-1140  
\*1626 Holmes Street, Livermore 94550-6010  
1729 Creek Road, Livermore 94550

**WARD, JOHN W., LM**  
Edward B. Ward & Co.  
337 Roebing Road, South San Francisco 94080-4888

**WAYLAND, SCOTT**  
Glumac International 415-398-7667  
\*275 Battery Street, Suite 2200, San Francisco 94111 FAX 415-398-0596  
2755 S. Norfolk, #306, San Mateo 94403 415-345-8647

**WEAVER, WAYNE W.**  
The Mark Hopkins Hotel, Inter-Continental Hotels 415-616-6924  
\*1 Nob Hill, San Francisco 94108-2287 FAX 415-398-6030  
207 Clearpoint Drive, Vallejo 94591 415-616-6924

**WEBSTER, THOMAS L.**  
Energyline Corp. 510-704-2312  
\*PO Box 12027, Berkeley 94704-1400 FAX 510-644-2058  
133 Park Way, Piedmont 94611 \*510-653-76785

**WELLS, RICHARD H. (Sharon)**  
Montgomery & Roberts 510-232-1541  
\*11090 San Pablo Ave., Suite 350, El Cerrito 94530-2365 FAX 510-232-0865  
444 Stonefield Place, Moraga 94556

**WEST, DAVID SCOTT (Sarah)**  
Edward B. Ward & Co. 415-873-1660  
337 Roebing Road, South San Francisco 94080 FAX 415-873-6829  
113 White Chapel Drive, Benicia 94510 707-746-5503

**WHITE, THOMAS J. (Adele), F & LM**  
575 S. Rengstorff Avenue, Apt. 81, Mountain View 94040-1951 415-964-4024

**WILCOX, BRUCE A.**  
Berkeley Solar Group 510-839-7600  
\*454 Santa Clara Avenue, Oakland 94610-1924 FAX 510-839-2725  
58 Calvert Court, Oakland 94610 510-893-5359

**WILKE, CHARLES ROBERT**  
Wilke International Corporation, Dept. of Chemical Engineering  
1327 Contra Costa, El Cerrito 94530 510-234-6988  
\*1327 Contra Costa Drive, El Cerrito 94530-2565 510-529-1208

**WILLIAMS, TODD A.**  
Murakami Myers and Horn Engrs. 707-546-1332  
\*750 Davis Street, Santa Rosa 95401  
367 E. Napa Street, Sonoma 95476 \*707-546-1332

**WILSON, GEORGE P.**  
Wilson Ihrig & Assoc. 510-658-6719  
\*5776 Broadway, Oakland 94618-1531 FAX 510-652-4441  
19 Richelle Court, Lafayette 94549 510-283-3373

**WINTERMEYER, JON L. (Barbara)**  
Keller & Gannon 415-621-1199  
\*PO Box 422430, San Francisco 94142 FAX 415-864-3681  
4492 Leatherwood Court, Concord 94521 510-687-2456

**WISTORT, ROBERT A. (Alice), LM**  
Retired  
1004 Sunnybrook Drive, Lafayette 94549 510-283-1365

**WOLFE, SUZANNE DENISE**  
200 Maritime Academy Drive, Vallejo 94590-8181 707-558-0923

**WOLFORD, A. R., LM**  
Wolford Assoc. 415-345-9887  
PO Box 4459, Foster City 94404-0459

**WOMER, WAYNE H.**  
Pacific Gas & Electric Co. 415-973-8292  
Mail Code H-28-B, PO Box 770000, San Francisco 94177 FAX 415-973-8494  
\*211 Washington Boulevard, Half Moon Bay 94019-1327 415-726-7931

**WONG, DAN S. (Annette)**  
West Navfac Engr. Co. \*415-244-2916  
900 Commodore Drive, San Bruno 94066  
\*2344 Shannon Drive, South San Francisco 94080-5369

**WONG, GRANT**  
Gayner Engineers 415-474-9500  
1133 Post Street, San Francisco 94109 FAX 415-474-1363

**THOMPSON, DENNIS W. (Susan)**  
 Pacific Coast Trane 408-481-3643  
 \*310 Soquel Way, Sunnyvale 94086-4101 FAX 408-481-3666  
 1981 Eucalyptus, San Carlos 94740 415-508-0989

**THOMPSON, JOHN**  
 Bell Products, Inc. 707-255-1811  
 \*PO Box 396, Napa 94559-0396 FAX 707-255-1908

**TIMMONS, SEAN ANTHONY**  
 Timmons Design Engineers 415-661-6685  
 1135 Irving Street, Apt. 1, San Francisco 94109-2145 FAX 415-661-6685

**TINGLOF, ERIC P. (Glynis)**  
 Tempco Equipment Company 415-467-8680  
 \*100 Northhill Drive, Suite #12, Brisbane 94005 FAX 415-468-4159  
 \*133 Park Way, South San Francisco 94080 415-737-9752

**TONG, KENNETH S. (Ida)**  
 Retired  
 111 Seventh Avenue, San Francisco 94118-1206 415-386-5007

**TROUP, DAVID W. (Marge)**  
 Hellmuth Obata & Kassabaum, Inc., David Troup, P.E. 415-243-0555  
 71 Stevenson Street, Suite 2200 FAX 415-882-7763  
 San Francisco 94105-2940

**TSUCHIMOTO, MICHAEL TAK (Nancy)**  
 Stanford University 415-725-6071  
 \*Gilbert Biology, Room 003, Stanford 94305-5020 FAX 415-725-6070  
 6 Bell Court, San Francisco 94124-4464 415-826-0112

**TUCKNER, JAMES R.**  
 Damatt Engineering, Inc. 510-891-0970  
 510 Third Street, Suite 201, Oakland 94607-3520

**TURNBULL, PETER W.**  
 Pacific Gas & Electric Company 415-973-2164  
 444 Market Street, Room 1662, PO Box 770000, T-16-A  
 San Francisco 94177 FAX 415-972-6950  
 \*44433 Arapaho Avenue, Fremont 94539-6560 510-651-1253

**TWOMBLY, EBEN**  
 Quantum Consulting, Inc. 510-540-7200  
 2030 Addison Street, Berkeley 94704 FAX 510-540-7268  
 \*5426 Clinton Avenue, Richmond 94805-1502 510-412-0551

**UMONT, GLENN**  
 392 Bryan Drive, Danville 94526

**VALERIO, EUGENE L. (Marie), LM**  
 Technical Marketing Services 503-888-9858  
 \*915 Lake Court, Coos Bay, OR 97420 FAX 503-888-9858  
 915 Lake Court, Coos Bay, OR 97420 503-888-3015

**VAN BUSKIRK, JIM (Maria), LM**  
 Retired (A.O. Smith Corp.) 415-457-0465  
 \*PO Box 164, Ross 94957-0164 FAX 415-453-4082  
 196 Lagunitas Road, Ross 94957 415-453-4044

**VAN FOSSAN, NEAL EL.**  
 FLAME AIR 2 415-591-2711  
 \*466 Harbor Boulevard, Belmont 94002-4047  
 31 Reading Way, Pleasant Hill 94523 510-937-9606

**VILLANUEVA, SAUL V.**  
 Polytech Associates 408-654-8967  
 1825 De La Cruz Boulevard, Suite 102, Santa Clara 95050 FAX 408-654-9025

**VOELZ, G. ROBERT, F & LM**  
 The Bentley Company 415-495-7400  
 180 Howard Street, San Francisco 94105 FAX 415-495-6334  
 \*145 Harvard Drive, Larkspur 94939-1109 415-924-4317

**WALKER, GEORGE H. (Helen), LM**  
 Retired  
 4436 Terra Granada Drive, Apt. 2-B, Walnut Creek 94595-4046

**WALKER, GERALD B.**  
 Sverdrup Corporation 510-975-5249  
 \*1340 Treat Boulevard, Suite 100, Walnut Creek 94596-2188  
 325 Norfolk Drive, Pacifica 94044 415-355-2032

**DIETRICH, DAVID**  
 Technical Analysis Corporation 415-512-9970  
 282 Second Street, 3rd Floor, San Francisco 94105  
 \*PO Box 524, Larkspur 94977-0524 415-461-0600

**DILTS, BARBARA S. (Jim)**  
 Pacific Gas & Electric Company 415-973-2030  
 PO Box 770000, H2BE, San Francisco 94177 FAX 415-973-2384  
 \*2425 Acton Street, Berkeley 94702-2109 510-843-1028

**DOBERSTEIN, STEVEN J.**  
 Norman Wright Equipment Co. 415-777-5333  
 2398 Jerrold Avenue, San Francisco 94124 FAX 415-641-4413  
 \*50 Loyola Avenue, San Francisco 94025 415-299-1343

**DOKLADAL, JIRI**  
 4 Commodore Drive, Apt. 324, Emeryville 94608-1631 FAX 510-653-9059

**DOMINGUEZ, ANGELO B. (Wendy Silvani)**  
 Ted Jacob Engineering Group 510-763-4880  
 1763 Broadway, Oakland 94612  
 \*791 Mandana Boulevard, Oakland 94610-2450 510-763-1720

**DONNICI, RUSSEL L.**  
 Indoor Air Diagnostics, Inc. 408-954-9088  
 2245-C Fortune Drive, San Jose 95131 FAX 408-432-8282  
 \*2528 Rutherford Court, Fremont 94539-6075 510-490-5723

**DOWLING, KEVIN F.**  
 Glumac & Associates, Inc. 415-398-7667  
 \*Embarcadero Center West, 275 Battery St., Ste.220, San Francisco 94111-3330  
 64 San Domingo Way, Novato 94945 415-897-0790

**DRIESSEN, HARLEY D.**  
 O'Kelly & Schoenlank 415-981-0862  
 \*580 Market Street, Suite 500, San Francisco 94104-5413  
 16166 Via Milos, San Lorenzo 94580

**DUNCAN, HERB, LM**  
 Flame Air 2 415-588-89437  
 466 Harbor Boulevard, Bldg. C, Belmont 94002-4047  
 \*451 Oak Court, #8, Menlo Park 94025-2842 415-324-3100

**DUNHAM, JAMES L.**  
 214 Roundtree Way, San Rafael 94903

**DWYER, LEO E. (Charlene), LM**  
 112 Hilldale Drive, San Anselmo 94960

**EHRENBERG, RICHARD W.**  
 Design Engineering Services 415-546-7905  
 \*116 New Montgomery Street, #815, San Francisco 94105-3607 415-488-0145

**EISENBERG, DAVID H. (Paula)**  
 Air Treatment Corp. 510-655-3990  
 \*1865 Pleasant Valley Avenue, Oakland 94611-2917 FAX 510-655-7966  
 5660 Army Drive, Oakland 94618 510-655-8070

**ELEY, CHARLES N.**  
 Eley Associates 415-957-1977  
 \*142 Minna Street, San Francisco 94105-4125 FAX 415-957-1381  
 342 Green Street, San Francisco 94133 415-421-1531

**ELLISEN, ERIC R.**  
 University of California, Physical Plant 510-643-9719  
 2000 Carleton Street, Berkeley 94720-2283 FAX 510-643-7264

**ELMGREN, TODD (Brooke)**  
 Trane 408-481-3600  
 310 Soquel Way, Sunnyvale 94086 FAX 481-3666  
 \*5931 Mazuieia Drive, Oakland 94611 510-339-1673

**EMERSON, RICHARD A. (Rita), LM**  
 55 Stonegate Road, Portola Valley 94028 415-851-1839

**ENCINGER, MARTIN A.**  
 M A Engineer & Associates 415-433-2765  
 \*750 Battery Street, Suite 350, San Francisco 94111-1525 FAX 415-433-3139  
 PO Box 1593, Sausalito 94966 415-924-8211

**ENG, STANLEY**  
 Performance Contracting, Inc. 415-873-7400  
 \*438 Littlefield Avenue, San Francisco 94180-6105  
 163 — 21st Avenue, San Francisco 94121 415-666-3647

**ESKILDSEN, CHARLES C. (Quy)**

The Linford Co.  
 \*2850 Poplar Street, Oakland 94608-4424 FAX 510-465-0943  
 2303 New Lake Place, Martinez 94553 510-680-1110

**FAGERSTROM, LARS O. (Bernie)**

Lars Fagerstrom Consulting Engineers  
 1815 Bonanza Street, Walnut Creek 94596 FAX 510-933-0516  
 \*3516 Tabora Drive, Antioch 94509 510-778-7084

**FERRANDO, JOHN E.**

Comm. Air  
 1320 Industrial Avenue, Suite E, Petaluma 95476 FAX 707-765-8530  
 \*1550 Moon Mountain Road, Sonoma 95476-3022 707-938-1517

**FERRER, ARMANDO G.**

Pacific Controls Engineering Co.  
 1504 Industrial Way, #5, Belmont 94002 FAX 415-594-1301  
 \*831 Hemlock Street, San Carlos 94070-3853 415-593-1250  
 415-592-7946

**FERRY, HORACE F., LM**

Ferry Engineering Corp.  
 \*620 Bamboo Terrace, San Rafael 94903-3158 415-472-2484  
 415-472-2484

**FETHERSTON, ROBERT W.**

Carrier Corporation  
 \*10810 Bigge Street, San Leandro 94577 FAX 510-635-7300  
 366 Carrera Drive, Mill Valley 94941 510-635-4406  
 415-383-3849

**FEWELL, THOMAS J.**

C M Service, Inc.  
 981 Bing Street, San Carlos 94070-5231 FAX 415-610-8440  
 4 Ridgewood Court, Belmont 94002 415-610-8450  
 415-592-8462

**FIROUZIAN, MANSOUR**

Linford Air & Refrigeration Co.  
 2850 Poplar Street, Oakland 94608 510-834-2430  
 \*2105 Torrington Court, Martinez 94553-6717 510-228-1904

**FISHER, DONALD R.**

Fisher Consultants  
 621 Hartley Drive, Danville 94526-4044 FAX 510-838-7561  
 510-743-1588

**FISHER, MICHAEL D.**

Hewlett Packard Co., Santa Clara Site  
 5301 Stevens Creek Boulevard, Santa Clara 95052 FAX 408-553-3410  
 \*48 Snyder Way, Fremont 94536-1675 408-553-7877  
 510-792-1805

**FLEMING, WILLIAM S.**

The Fleming Group  
 \*2430 Camino Ramon, #120, San Ramon 94583-4203 FAX 510-275-9000  
 4571 East Lake Road, Cazenovia, NY 13035 510-275-9185  
 315-655-8745

**FORD, FREEMAN A.**

FAFCO Inc.  
 2690 Middlefield Road, Redwood City 94063-3402

**FORESTER, JAMES**

Archsoft Group  
 4000 Bridgeway, Suite 309, Sausalito 94965-1455 FAX 415-332-2123  
 \*42 Park Terrace, Mill Valley 94941-2908 415-383-2417

**FOUNTAIN, MARC**

Environmental Analytics  
 34 Portsmouth Road, Piedmont 94610 FAX 510-452-3381  
 510-883-8116

**FRAZIER, ROBERT L.**

LLNL  
 \*PO Box 808, L305, Livermore 94551-0808 FAX 510-422-9457  
 4927 Hillcrest Way, Pleasanton 94588 510-462-1688

**FRENCH, ERNIE (Karen)**

Norman Wright Mech. Equip.  
 \*2398 Jerrold Avenue, San Francisco 94124 FAX 415-777-5333  
 2233 Larkin Street, #6, San Francisco 94109 415-641-4413  
 415-775-9212

**FRENZEL, RICHARD A.**

E. B. Ward & Co.  
 \*337 Roebing Road, South San Francisco 94080 FAX 415-873-1660  
 415-873-6829

**FRIEDMAN, GLENN (Amy)**

Engineering Air Systems, Inc.  
 \*PO Box 1927, Richmond 94802-0927 FAX 510-234-9322  
 1106 Miller Avenue, Berkeley 94708 510-234-7338  
 510-843-6478

**STOUFFER, KENNY O.**

Stouffer Construction  
 771 Moreno Avenue Palo Alto 94303 FAX 415-732-2053  
 \*771 Moreno Avenue, Palo Alto 94303-3618 415-732-2226  
 415-322-9142

**STRAWBRIDGE, SCOTT W.**

Mechanical Contractors Association of Northern California  
 \*1350 Hayes Street, Suite B-1, Benicia 94510-2950 FAX 707-746-6484  
 948 South Regatta, Vallejo 94591 707-746-5384  
 707-554-1375

**STUART, JOSEPH P. (Kristine)**

Ceridono Engineered Heating, Inc.  
 1215 Tenth Street, Berkeley 94701 FAX 510-528-1622  
 \*243 Sandringham North, Moraga 94556 510-376-5676

**STULTZ, JOHN W., II**

Glumac & Assoc.  
 \*275 Battery Street, suite 220, San Francisco 94111 FAX 415-398-7667  
 968 harmony Drive, Hayward 94541 415-398-0596  
 510-317-1784

**SUN, BENJAMIN P. (Christine)**

Flack & Kurtz  
 343 Sansome Street, #450, San Francisco 94104 FAX 415-398-3833  
 \*332 Funston Avenue, San Francisco 94118-2116 415-433-5311  
 415-221-7378

**SUNG, JOHN K. C.**

46624 Windmill Drive, Fremont 94539-7236 510-266-2894

**SUTTER, MARY CRAGOE**

2415 Roosevelt Drive, Alameda 94501-6238 510-523-3083

**SWEET, WILLIAM R.**

Industrial Design Corporation  
 1737 N. First Street, 3rd Floor, San Jose 95112 FAX 408-437-1355  
 \*2345 Roan Lane, Walnut Creek 94596-6523 408-437-8920  
 510-933-1976

**TABOR, ALVA**

American Consulting Engineers  
 2005 De La Cruz Boulevard, Santa Clara 95050 FAX \*408-986-8388  
 \*2112 Cipriani Boulevard, Belmont 94002-1534 408-986-9129  
 415-594-9509

**TALBOT, JAMES R.**

Larkin, Inc.  
 4305 Peaceful Glen Road, Vacaville 95688-9507 707-447-7038

**TANG, WILLIAM**

Chamberlain/Painter  
 3725 Parkway Court, Concord 94519-1507 510-982-1833  
 \*510-689-8068

**TARTAKOVSKY, IGOR**

Charles & Braun  
 \*150 Spear Street, Suite 500, San Francisco 94105-1537 FAX 415-442-0110  
 415-882-7747

**TATASCIORE, VALENTINO A. (Marianne)**

Linford Air & Refrig. Co.  
 2850 Poplar Street, PO Box 449, Oakland 94604 FAX 510-834-2428  
 \*44 Donald Drive, Dept. Head, Orinda 94563-3653 510-465-0943  
 510-254-8328

**TAYLOR, JAMES GERARD (Julie)**

TK & Assoc.  
 14130 Washington Avenue, San Leandro 94578 FAX 510-357-1570  
 \*700 Las Trampas Road, Lafayette 94549-5103 510-357-9124  
 510-284-5160

**TAYLOR, STEVEN T. (Sheila)**

Linford Company  
 \*2850 Poplar Street, Oakland 94608 FAX 510-834-2430  
 27 Toledo Drive, Lafayette 94549 510-834-9413  
 510-299-0489

**TENG, PATRICK (Ada)**

Glumac & Associates  
 \*275 Battery Street, Suite 220, San Francisco 94111 FAX 415-398-7667  
 2543-28th Avenue, San Francisco 94116 415-398-0596  
 415-664-6105

**TEPLITSKY, ALEX (Elena)**

Ajmani & Pamidi, Inc.  
 One Market Plaza, Steuart Tower, Suite 1150 FAX 415-543-9344  
 San Francisco 94105 415-543-0670  
 \*555 East Washington Avenue, #305, Sunnyvale 94086 408-720-8556

**THOMAS, GREGORY**

Engineered Air Systems, Inc.  
 PO Box 1927, Richmond 94802 FAX 510-234-9322  
 \*119 Worthing, Hercules 94547-1248 510-234-7338  
 510-245-2220

**SINGH, DEV P.**  
International Engineering 415-586-5210  
\*118 Hearst Avenue, San Francisco 94131-3136

**SIU, TOMMY S. (Shirley)**  
Tommy Siu & Associates 415-541-9910  
\*657 Mission Street, Suite 448, San Francisco 94105-4116  
245 Thatcher Lane, Foster City 94404 415-345-1513

**SKOLNICK, RICHARD A. (Fedine)**  
Cal-Air Conditioning Company 408-885-8886  
1775 S. First Street, #66, San Jose 95112 FAX 408-293-9511  
\*2731 Mohawk Circle, San Ramon 94583-2453 510-830-0162

**SKOSKY, WILLIAM J.**  
Johnson Controls, Inc. 415-495-7400  
\*165 Lennon Lane, Suite 203, Walnut Creek 94598-2409 FAX 415-495-6334  
2216 Ridgepoint Court, Walnut Creek 94596 510-906-9835

**SLAUGHTER, MILDRED J.**  
SMACNA, San Mateo County Chapter 415-592-7616  
\*551 Industrial Road, San Carlos 94070-2607 FAX 415-592-7693  
106 Carrie Drive, Grass Valley 95949 916-274-1816

**SMALL, JOHN CHRISTOPHER**  
Grinnell Supply Sales Co. 510-887-8700  
\*1950 Alpine Way, Hayward 94545 FAX 510-887-6815  
1499 Valcartier Drive, Sunnyvale 94087 408-738-2752

**SMYKAY, RICHARD E.**  
ICF Kaiser Engineers 510-419-6343  
\*1800 Harrison Street, Oakland 94612-3429  
9772 Anza Avenue, Oakland 94605 510-569-4565

**SONANDER, PER OLOF, LM**  
Skidmore Owings  
121 San Marino Drive, San Rafael 94901-1537

**SONDEREGGER, ROBERT C. (Joanna Moss)**  
SRC Systems, Inc. 510-839-2700  
\*1300 Clay Street, Suite 850, Oakland 94612-1428 FAX 510-268-8102  
5 Montrose Road, Berkeley 94707 510-527-9333

**SPENCE, ROBERT WILLIAM**  
Robert Spence & Associates, Inc. 415-851-7452  
3 Vista Verde Way, Portola Valley 94028-8142 FAX 415-851-3297

**SPIVEY, EDWARD C.**  
Bosek, Gibson & Associates, inc. 510-299-2060  
\*3403 Hall Lane, Lafayette 94549 FAX 510-283-7392  
3249 Driftwood Drive, Lafayette 94549-5629 510-283-0207

**SPOERL, GLEN H.**  
Clyde Equipment Co., Inc. 510-845-6130  
\*PO Box 2358, Berkeley 94702-0358 FAX 510-845-7465  
143 Brookfield, Moraga 94556 510-376-2772

**SPRAGUE, STEPHEN M. (Sally)**  
Linford Air & Refrig. \*510-834-2430  
2850 Poplar Street, Oakland 94608  
\*2131 Belford Drive, Walnut Creek 94598-3310 510-933-0424

**SRINIVAS, KUPPE G.**  
Ajmani & Parnidi, Inc. \*415-543-9344  
Stewart Street Tower, Suite 1150, One Market Plaza FAX 415-543-0670  
San Francisco 94105  
\*930 Bancroft Road, Concord 94518-3958 510-943-7478

**STALZER, THEODORE J. (Sallie)**  
L.O. Schuelke Co., Inc. 415-591-7392  
1015 Terminal Way, San Carlos 94070-3226

**STATON, THOMAS R.**  
Comm. Air Mech. Services 510-839-1500  
\*1266 Fourteenth Street, Oakland 94607-2247 FAX 510-839-3155  
1579 Wesley Court, Concord 94521 510-682-7255

**STELZNER, ROBERT L.**  
Guy F. Atkinson Co. 415-876-1349  
1109 Grundy Lane, San Bruno 94066-3030

**FRIEDMAN, MARK**  
Victaulic 610-559-3300  
Easton, PA 18040 FAX 610-250-8817  
\*1990 Filbert, Apt. #2, San Francisco 94123 415-921-6750

**FRIEDMAN, RICHARD (Ruth), F & LM**  
Retired  
746 Wildcat Canyon Road, Berkeley 94708-1555 510-527-0194

**FUJIOKA, DICK H. (Lily), LM**  
Dick H. Fujioka Consulting Engineers \*415-495-8090  
450 Mission Street, San Francisco 94105  
\*929 Colusa Avenue, Berkeley 94707-2302 510-524-8216

**FUKADA, CARY**  
The Bentley Company 415-495-7400  
180 Howard Street, San Francisco 94105 FAX 415-495-6334  
\*724 N. Villa Way, Walnut Creek 94595-1463 510-906-9835

**GABEL, MICHAEL D.**  
Gabel Dodd Associates 510-428-0803  
\*1818 Harmon Street, Berkeley 94703-2469 FAX 510-428-0324  
307 Vista Height Road, Richmond 94805 510-236-5997

**GAJAN, JOHN B.**  
The Bentley Co. 415-495-7400  
\*1818 Harmon Street, Suite 300, San Francisco 94105 FAX 415-495-6334  
\*7315 Hansen Drive, Dublin 94568-2740 510-944-9779

**GALINDO, GONZALO ARTURO**  
407 Wawona Lane, Clayton 94517-2007 510-677-5873

**GEE, RICHARD E. (Gwendolyn), LM**  
Retired  
241 Rivoli Street, San Francisco 94117-4229 415-681-5148

**GEE, WILFRED W.**  
Prime Air Inc. 510-348-0555  
\*21363 Cabot Boulevard, Hayward 94545-1650  
50 San Gregorio Court, Danville 94526

**GEORGIU, THEODORE S., LM**  
TSG Enterprises  
3845 Ocean Avenue, San Francisco 94132-1422 FAX 415-681-4224

**GERSHKOVICH, GRIGORY**  
Baltes/Valentino 415-397-1148  
44 Montgomery Street, Suite 1626, San Francisco 94104  
\*868 — 33rd Avenue, San Francisco 94121-3430 415-221-1103

**GIFFORD, L.L. ROY (Virginia)**  
Stolte Inc. 510-562-4611  
333 Heegenberger Road, Suite 600, Oakland 94614 FAX 415-495-6657  
\*209 Poshard Street, Pleasant Hill 94523-3654 510-935-2061

**GILBERT, DAVID MICHAEL**  
Tower Realty Management 415-593-3100  
\*255 Shoreline Drive, Suite 600 FAX 415-802-1212  
319 Valdez, Half Moon Bay 94019

**GILBERTSON, THOMAS A. (Juanita), F**  
Thomas A. Gilbertson & Assoc. 510-376-4516  
\*216 Sandringham North, Moraga 94556-1933 FAX 510-631-0683  
216 Sandringham North, Moraga 94556 510-376-5843

**GLUMAC, DICK M., LM**  
Glumac & Associates 415-421-1164  
275 Battery Street, Suite 220, San Francisco 94111-3330 FAX 415-398-0596

**GOETSCH, ROGER B. (Anne)**  
Thermatics 415-453-3314  
\*PO Box 9840, San Rafael 94912-9840  
25 Idaho Street, Richmond 94801 \*510-5914

**GOLD, ROBERT G.**  
Kaiser Permanente 510-987-4156  
1950 Franklin Street, Suite 12th, Oakland 94612-5101 FAX 510-987-2483  
\*PO Box 1497, Alameda 94501-0163 510-523-6622

**GOLDSTEIN, DAVID B.**  
Natural Resources Defense Council, Inc. 415-777-0220  
71 Stevenson Street, Suite 1825 FAX 415-495-5996

**GONDEN, FRANK F. (Rufina), LM**  
7612 Surrey Lane, Oakland 94605-3815 510-635-8794

**GOODWIN, STEPHEN P. (Sherry)**  
 Prentiss Properties 510-893-1880  
 1800 Harrison Street, Suite 1225, Oakland 94612  
 \*275 Mendocino Street, Brisbane 94005-1516 415-467-8334

**GORDON, COLIN G.**  
 Colin Gordon & Associates 415-358-9577  
 \*411 Borel Avenue, Suite 502, San Mateo 94402-3520 FAX 415-358-9430  
 511 Fourth Street, Montara 94037 415-728-0862

**GRAHAM, THOMAS V. (Debbie)**  
 DMG North Inc. 415-570-7777  
 \*3190 Clearview Way, Suite 222, San Mateo 94402-3751 FAX 415-570-5433  
 4315 Edison Street, San Mateo 94403 415-571-8468

**GRECO, RICHARD A. (Carla)**  
 Greco Eng. Mngmt., Inc. \*415-346-5611  
 2269 Chestnut Street, Suite 614, San Francisco 94123 FAX 415-922-0149  
 \*2701 Van Ness Avenue, Apt. 706, San Francisco 94109-1428 415-346-2721

**GREEN, MICHAEL J. (Robin)**  
 I.A. Naman & Assoc., Inc. \*415-777-9172  
 33 New Montgomery St., Ste. 1240, San Fran. 94105-4509 FAX 415-777-9175  
 \*249 Saint Christopher Drive, Danville 94526

**GREEN, RUSSELL H. (Eileen)**  
 Controltech 415-593-2111  
 1300 Ind. Drive, #4, San Carlos 94070  
 \*302 Kinross Drive, Walnut Creek 94598-2108 510-937-2490

**GROSE, JOHN**  
 JTG Associates 510-849-2466  
 \*1035 Murray Street, Berkeley 94710-2814 FAX 510-849-0504  
 6200 Rosalind Avenue, Richmond 94805 510-236-4991

**GRUSZYWSKI, DENNIS W. (Judy Ann)**  
 Overseas Resources 415-388-2673  
 \*13 Midhill Drive, Mill Valley 94941-1490 FAX 415-383-3771  
 13 Midhill Drive, Mill Valley 94941 415-388-2673

**GUNDERSON, MAURICE E.P.**  
 Nth Power Technologies, Inc. 510-835-3900  
 \*50 California St., Suite 3230, San Francisco 94111-4718 FAX 510-893-1321  
 5 Buena Vista, Orinda 94563 415-349-3334

**GUSTAFSON, BRADLEY A.**  
 Pacific Gas & Electric Co. 415-972-5238  
 \*851 Howard Street, San Francisco 94103-3009 FAX 415-896-1290  
 1000 Union Street, Apt. 206, San Francisco 94123 415-563-0212

**GUTKIN, YEVGENY (Yelena)**  
 Scott Polar Refrig. Corp., Toromont Ind. \*916-923-9971  
 4740 Northgate, Suite 100, Sacramento 95834  
 \*124 Robie Road, Apt. 308, Walnut Creek 94596-2183 510-680-6981

**GUTTMANN, KARL (Frances), F & LM**  
 Guttman MacRitchie 415-512-8910  
 \*631 Howard Street, #500, San Francisco 94105-3907 FAX 415-512-8784  
 389 Upper Terrace, San Francisco 94117 415-566-0862

**GUTTMANN, STEVEN O. (Rhonda Kaufman)**  
 Guttman MacRitchie 415-512-8910  
 \*631 Howard Street, #500, San Francisco 94105-3907 FAX 415-512-8784  
 359 Vernon Street, San Francisco 94132 415-585-8347

**HALE, BILL**  
 Environmental Filter Corp. 707-525-8633  
 \*265 Roberts Avenue, Santa Rosa 95407-6925 FAX 707-525-8492  
 1927 Waterford Street, Santa Rosa 95403 707-575-4585

**HANO-HANO-RODDEN, LESLIE**  
 Norman Wright Mech. 415-777-5333  
 2398 Jerrold Avenue, San Francisco 94124 FAX 415-641-4413  
 800 Juno Lane, Foster City 94404 415-345-3901

**HANS, BRIAN D.**  
 Baites Valentino California, I 415-397-1148  
 \*44 Montgomery St., Ste. 1230, San Francisco 94104-4614 FAX 415-397-1516  
 7400 Limerick Avenue, Dublin 94568 510-829-3779

**HANSON, DUANE M. (Sachi), LfM**  
 Retired  
 120 Sarah Drive, Mill Valley 94941 415-383-1753

**SARIC, NENAD K.**  
 423 McDonnell Road, Alameda 94502 510-769-6539

**SCAVINO, ALBERT V.**  
 Engineered Air Systems 510-234-9322  
 PO Box 1927, Richmond 94802 FAX 510-234-7338  
 \*5270 Heavenly Ridge Lane, Richmond 94803-2629 510-223-4910

**SCHAUF, JOSEPH H. (Sharon)**  
 Joseph H. Schauf Co., Inc. 408-866-0723  
 \*PO Box 110069, Campbell 95011-0069 FAX 408-866-5899  
 19965 Douglas Lane, Saratoga 95070 408-867-0401

**SHEINBERG, MAX (Harriet), LM**  
 Retired  
 126 Van Buren Court, Novato 94947-7406 415-892-1300

**SCHETTLER, JAMES W.**  
 Brown & Caldwell 510-937-9010  
 PO Box 8045, Walnut Creek 94596-1220 510-427-0987

**SCHNEIDER, WALTER H. (Anna), LM**  
 E.R. Engineering 415-949-1005, X-219  
 4800 El Camino Real, Los Altos 94022 FAX 415-941-2209  
 \*70 Hillcrest Drive, Orinda 94563-3235 510-254-3365

**SCHOENHOUSE, GARY S.**  
 Affiliated Engineers 510-933-8400  
 1646 N. California, Suite 210, Walnut Creek 94596  
 \*9 Upton Court, Pleasant Hill 94523-3133

**SCHOMMER, EDWARD J. (Joan)**  
 217 Castle Rock Road, Walnut Creek 94598 510-930-0345

**SCHULTZ, WILLIAM B. (Alice)**  
 Phoenix Controls Corp. 510-339-6920  
 6855 Saroni Drive, Oakland 94611 FAX 510-339-8796  
 \*6855 Saroni Drive, Oakland 94611-2346 510-339-3657

**SCOCCIA, VINCENT D.**  
 John Muir Medical Center 510-947-5306  
 1601 Ygnacio Valley Road, Walnut Creek 94598-3122

**SCOFIELD, CLIFFORD M. (Kinnie)**  
 Conservation Mechanical System 707-829-2080  
 \*10943 Cheery Ridge Road, Sebastopol 95472-9645 FAX 707-829-3142

**SEE, TODD MICHAEL**  
 343 Sansome Street, Suite 450, San Francisco 94104-1303 415-398-3833

**SHAH, DILIP S.**  
 ICF Kaiser Engineers, Inc. 213-362-4846  
 1800 Harrison Street, PO Box 23210, Oakland 94623 FAX 213-362-3121  
 \*33696 Bardolph Circle, Fremont 94555-2047 510-795-8824

**SHANE, CHARLES EDWARD**  
 Tempco Equipment Co., Inc. 415-467-8680  
 \*PO Box 400, Brisbane 94005-0400  
 586 Chestnut Street, San Francisco 94133 415-398-6165

**SHARPE, JIM (Cindy)**  
 Affiliated Engineers, Inc. 510-933-8400  
 \*1646 N. California Blvd., Ste. 210, Walnut Creek 94526 FAX 510-933-8401  
 925 Flintrock Drive, Antioch 94509 510-778-5324

**SHERMAN, ALLEN DONALD**  
 Envirodynamics 707-829-1151  
 \*PO Box 598, Bodega Bay 94923-0598  
 1800 Mariner Drive, Sebastopol 95472

**SHONFELD, JOY**  
 Vann Engineering 510-827-0220  
 2427 Vista Del Monte FAX 510-827-0352  
 \*2353 Hagen Oaks Drive, Alamo 94507 510-831-3467

**SHTROMBERG, ALEXANDER M.**  
 Lawrence Berkeley Lab \*510-512-8910  
 One-Cyclotron Road, B-90-G, Berkeley 94720  
 \*477 — 46th Avenue, San Francisco 94121-1414 415-386-1597

**SIMONSON, THOMAS R., F & LM**  
 G.M. Simonson & T.R. Simonson 415-543-1231  
 111 New Montgomery Street, Suite 200, San Francisco 94105-3614

**RIFKIN, DAVID (Diane)**  
The Linford Company  
2850 Poplar Street, Oakland 94608  
\*27962 Edgecliff Way, Hayward 94542-2136  
510-834-2430  
FAX 510-834-9413  
510-889-0892

**RINEFORT, W. DART (Dotty)**  
Glumac & Associates, Inc.  
\*Embarcadero Ctr. West, 275 Battery St., Suite 220, San Francisco 94111-3330  
101 Wimbledon Way, San Rafael 94901  
415-398-7667  
415-111-3330  
415-453-4371

**ROBERTS, ERIC, LM**  
Retired  
2741 Darnby Drive, Oakland 94611

**ROBERTS, RODNEY G. (Robin), LM**  
Montgomery & Roberts  
11090 San Pablo Avenue, El Cerrito 94530  
\*PO Box 6551, San Rafael 94903-0551  
510-232-1541  
415-499-1190

**ROBERTS, MICHAEL D.**  
Newcomb Anderson Associates  
755 Sansome Street, Suite 500, San Francisco 94111  
\*2105 Bock Street, Santa Rosa 95403-1896  
\*415-434-2600

**ROBINSON, STEVEN O. (Karen)**  
The Bentley Co.  
1777 Boleino Drive, Suite 350, Walnut Creek 94596  
510-945-3801, X-524  
FAX 510-945-3550

**RODKIN, RICHARD B. (Susan)**  
Illingworth & Rodkin, Inc.  
85 Bolinas Road, Suite 11, Fairfax 94930-1637  
415-459-5507  
FAX 415-459-6448

**RONNOW, RICHARD LOUIS**  
Eichleay Engineers  
1390 Willow Pass Road, Suite 600, Concord 94520  
\*135 Sharene Lane, Apt. 32, Walnut Creek 94596-4780  
510-689-7000  
510-945-1203

**ROSENFELD, SHLOMO I.**  
Shlomo I. Rosenfeld & Assoc.  
1763 Broadway, Oakland 94612  
\*632 Wildcat Canyon Road, Berkeley 94708-1249  
\*510-251-9890  
FAX 510-251-9899  
510-526-4482

**ROSENTHAL, PAUL E., LM**  
Mechanical Engineer  
55 New Montgomery Street, Suite 605, San Francisco 94105-3433  
415-543-2450

**ROTHENBERG, KEITH A.**  
Southern Exposure Engineering  
239 Ripley Street, San Francisco 94110-5228

**ROY, SANAT K.**  
Roy Associates  
\*39199 Liberty Street, Suite B-2, Fremont 94538-1501  
35432 Baldwin Place, Fremont 94536-3307  
510-794-8091  
FAX 510-794-7250  
510-792-5921

**RUBIO, MICHAEL J. (Linda)**  
Norman Wright Company  
\*2398 Jerrold Avenue, San Francisco 94124-1013  
250 Loring Avenue, Mill Valley 94941  
415-777-5333  
FAX 415-641-4413

**RYU, HYUNG SUP (Youngja)**  
Ted Jacob Engineering Group  
\*1763 Broadway, Oakland 94612-2105  
5425 Tandem Lane, Richmond 94803-3826  
510-763-4880  
FAX 510-763-5099  
\*510-222-8295

**SAIIDNIA, EZATOLLAH MAX**  
Fard Group, Inc., Mech. Dept.  
\*35 Quail Court, Suite 200, Walnut Creek 94596-5545  
512 Honey Lake Court, Danville 94506  
510-932-5505  
FAX 510-932-0555  
510-736-4213

**SALAZAR, NAPOLEON T.**  
Kaiser Engineers, Hanford  
\*PO Box 888, MS E6-40, Richland, WA 99352  
314 Douglas Avenue, Richland, WA 99352  
509-376-9320  
509-946-8824

**SALTER, STEVEN J. (Beth)**  
Yamas Controls, Inc.  
\*1 S. Linden Avenue, South San Francisco 94080-6497  
1227 Henry Street, Berkeley 95677  
415-589-8313  
916-624-9218

**SANFORD, ELLWOOD C. (Faith), LM**  
Sanford Mech. Equip. Co., Inc.  
\*293 MacGregor Road, Pleasant Hill 94523-1108  
293 MacGregor Road, Pleasant Hill 94523  
510-687-1987  
FAX 510-687-1987

**SANTAMARIA, CARLOS (Lynne)**  
Hitachi America Ltd., PM Realty Group  
\*2000 Sierra Point Parkway, Brisbane 94005-1835  
Mail Stop 550, 2000 Sierra Point Parkway, Brisbane 94005-1835  
415-244-7827  
FAX 415-583-4207

**HARTDEGEN, PETER A. (Grace)**  
Peter A. Hartdegen Co., Inc.  
\*1475 Powell Street, Suite 105, Emeryville 94608-2026  
26 Meadow Park Court, Orinda 94563  
510-653-7713  
FAX 510-653-4650  
510-254-8273

**HAUSMANN, GREGORY JOHANNES**  
Failure Analysis  
\*149 Commonwealth Drive, Menlo Park 94025-1133  
149 Palmer Avenue, Mountain View 94043  
415-688-6744  
FAX 415-328-3094  
415-988-9897

**HEATHORN, NORMAN T.R. (Dolores)**  
N V Heathorn, Inc.  
2846 Chapman Street, Oakland 94601-2112  
\*15 Shadow Oak Drive, Danville 94526  
510-534-2943  
FAX 510-534-1852  
510-837-1520

**HEBERLE, DAVID D.**  
Kenetech Windpower, Inc.  
6952 Preston Avenue, Livermore 94550  
\*3550 Pacific Avenue, Livermore 94550-7003  
510-373-1079

**HEINEMEIER, KRISTIN E.**  
Lawrence Berkeley Lab  
Building 90, Room 4000, Berkeley 94720  
\*2611 Woolsey Street, Apt. C, Berkeley 94705-2523  
510-486-7283  
FAX 510-486-6996  
510-845-6388

**HEITZMAN, WILLIAM B.**  
City of Palo Alto  
250 Hamilton, Palo Alto 94303  
\*2670 Willowre Way, Pleasanton 94566  
415-329-2158  
510-490-2156

**HERBERT, DOUGLAS P. (Mindy)**  
Tempco Co.  
\*PO Box 400, Brisbane 94005-0400  
1554 Terry Way, Pleasant Hill 95423  
415-467-8680  
510-687-3128

**HERRLIN, MAGNUS**  
Bellcore  
331 Newman Springs Road, Red Bank, NJ 07701  
\*19 Mallbu Drive, Eatontown, NJ 07724  
908-758-1073  
908-542-1073

**HEVERN, F. EDWARD**  
The Brose Company  
\*85 Oak Court, Danville 94526-4006  
PO Box 1081, Tiburon 94920-7001  
510-820-7330  
FAX 510-820-4716  
415-435-1252

**HIGASHIOKA, GLENN T.**  
Higash Associates  
\*35 Dorman Avenue  
230 Camaritas, South San Francisco 94080  
415-826-2808  
FAX 415-826-2808  
415-583-4375

**HILL, KENNETH C. (Olive)**  
Alpha Consulting Group, Inc.  
2570 Applan Way, Suite 180, Pinole 94564  
\*1687 Pheasant Drive, Hercules 94547-1614  
\*510-223-6771  
FAX 510-223-6889  
510-799-0170

**HO, SHIN-HWA**  
KYJ Associates, Inc.  
\*731 Market Street, Suite 521, San Francisco 94103-2011  
2379 — 31st Avenue, San Francisco 94116  
415-546-6663  
FAX 415-546-6665  
415-566-0728

**HOFFMAN, DANIEL O.**  
Noresco  
100 Produce Avenue, Suite K, South San Francisco 94080  
415-589-3700  
FAX 415-589-3750

**HOGAN, JOHN A. (Doris), LM**  
Retired  
PO Box 489, Genoa, NV 89411  
702-782-3882

**HOGUE, ROBERT A.**  
Raychem Corporation  
\*300 Constitution Drive, Menlo Park 94025-1164  
121 Stanford Avenue, Menlo Park 94025  
415-361-5234  
FAX 415-361-7651  
415-854-7989

**HOGUE, ROBERT BLAKE**  
Design Engineering Service  
\*116 New Montgomery St., Ste. 815, San Fran. 94105-3607  
108 Stanford Way, Sausalito 94965-2821  
415-546-7905  
FAX 415-495-6352  
415-332-4524

**HOLCOMB, LOWELL ARTHUR (Jan)**  
Holcomb Engineering, Inc.  
141 Cumberland Way, 20, Alameda 94502-6458  
\*141 Cumberland Way, Alameda 94502-6456  
\*510-769-6361  
FAX 510-769-6105  
510-769-6361

**HOLMES, MICHAEL**

EB Ward 415-873-1660  
 \*337 Roebling Road, South San Francisco 94080 FAX 415-873-6829  
 20 Dashiell Hammett Road, San Francisco 94108

**HOLMES, WILLIAM C.**

Holmes Engineering 916-223-6701  
 \*3689 Suzanne Way, Redding 96002-3110  
 3689 Suzanne Way, Redding 96002 916-223-4227

**HOMAN, LESLIE MARVIN**

Homan Engineering Co. 510-426-9233

**HORN, JAMES (Susan)**

Murakami, Myers & Horn 707-546-1332  
 \*750 Davis Street, Santa Rosa 95401-4711 FAX 707-546-5733  
 5282 McFarlane Road, Sebastopol 95472 707-823-1884

**HOUSMAN, JOSEPH JAMES**

Polycold Systems Int'l. 415-479-0579  
 67 Mark Drive, San Rafael 94903 FAX 415-499-0927  
 \*4360 Vine Hill Road, Sebastopol 95472-2232 707-823-7564

**HOWARTH, WALTON E., LM**

Retired  
 28640 Venus Street, Hayward 94544-5941

**HUDDLESTON, HENRY S.**

Design Engineering Services, I 415-546-7905  
 \*116 New Montgomery Street, Suite 815, San Francisco 94105-3607 FAX  
 70 W. Poplar Avenue, San Mateo 94402

**HUERTA, TONY (Susan)**

Tony Huerta, Consulting Engineer 510-945-1308  
 1785 Oak Park Boulevard, Pleasant Hill 94523-4411

**HUGENS, DANIEL W.**

HDK Associates 510-838-5869  
 \*285 Cross Road, Danville 94526-1515 FAX 510-838-4289

**HUIE, WAYNE**

Linford Engineering 510-834-2430  
 2850 Poplar Street, Oakland 94608-4493

**HUIZENGA, CHARLIE A.**

University of California, CEDR 510-643-8003  
 30 Wurster Hall, Berkeley 94720-0001 FAX 510-643-5571

**HUM, NORMAN (Lanette)**

Syntex USA, Inc. \*415-852-1186  
 3401 Hillview Avenue, Palo Alto 94304 FAX 415-354-7558  
 \*1112 Maple Street, San Mateo 94402-2800 415-345-6412

**HUSSEY, JAMES R.**

Bay Point Control, Inc. 510-786-2800  
 \*23188 Foley Street, Hayward 94545-16092 FAX 510-786-3685  
 1120 Glen Drive, San Leandro 94577 510-639-7101

**HWANG, WON TACK**

Sahm Shin Engineers, Inc. 02/578/5671  
 \*Yanjæ Dong, Seocho Gu 266-8, Seoul 137-130, South Korea FAX 02/578-5005  
 Song Pa Gu, Bang Yi Dong, Olympic Giza Chon Apt. 117-1001  
 Seoul, South Korea 02 / 402-1810

**HYDEMAN, MARK M.**

Pacific Gas & Electric 415-972-5498  
 \*851 Howard Street, San Francisco 94103 FAX 415-896-1290  
 7 Saturn Street, San Francisco 94114-1420 415-626-5558

**INGRAM, LAURIE D. (Patricia)**

Materials Survey 415-821-4303  
 \*850 South Van Ness Avenue, San Francisco 94110-1928  
 4630 Meadowbrook Drive, Richmond 948 -- -- 510-223-0619

**ISAACSON, STEVEN**

Johnson Controls 415-468-5700  
 50 Park Lane, Brisbane 94005 FAX 415-467-4207  
 \*12450 Fiori Lane, Sebastopol 95472-9570 707-874-2010

**JACKSON-GISTELLI, RICHARD (Jeanne)**

Sandia National Laboratory 510-294-3458  
 MSC 9902, PO Box 969, Livermore 94551-0696  
 \*5209 Desiree Avenue, Livermore 94550-2389 510-443-6018

**PENNEY, DAVID SCOTT**

David Penney Company 510-482-9185  
 \*3808 Silverwood Avenue, Oakland 94602-3960  
 3808 Silverwood Avenue, Oakland 94602 \*510-482-3043

**PENRY, CLIFTON R.**

Penry & Associates, Inc. 510-631-0290  
 1605 School Street, Moraga 94556-1151 FAX 510-376-2904  
 415-376-6580

**PHILLIPS, ROBERT W. (Pat), LM**

260 Trianon Way, Los Altos 94022-2255 415-941-3733

**PIETRELLI, LOUIS R.**

Smith & Whiteley Refrigeration 415-368-1465  
 834 Willow Street, Redwood City 94063 FAX 415-364-1355  
 \*21 Sycamore Court, Redwood City 94061-2618 415-366-2094

**POKORNY, LASZLO Z., LM**

Retired Consulting Engineer 510-935-3135  
 2535 San Carlos Drive, Walnut Creek 94598-3110

**POPOW, WASIL (Pacha)**

HOK 415-234-0555  
 71 Stevenson Street, Suite 2200, San Francisco 94105 FAX 415-882-7763  
 \*PO Box 1084, Tiburon 94920 415-435-2382

**PORTERFIELD, JOHN MANELL**

Wagner-Hohns-Inglis, Inc. 415-243-0330  
 \*18 DeBoom Street, 2nd Floor, San Francisco 94107-1424 FAX 415-243-0534  
 150 Mountain Canyon Place, Danville 94526 510-837-7220

**POWELL, GABRIELLE ELIZABETH**

Bentley Engineering  
 180 Howard Street, San Francisco 94105  
 \*1040 Park Lane, Oakland 94610-1125 510-465-8118

**PRIBUSS, RUDY C. (Charlotte), LM**

Pribuss Engineering Inc. 415-282-1500  
 \*690 Potrero Avenue, San Francisco 94110 FAX 415-282-7504  
 11 Pinecrest, San Mateo 94402 415-342-2347

**PROCTOR, JOHN P.**

Proctor Engineering Group \*415-455-5770  
 818 Fifth Avenue, San Rafael 94901 FAX 415-455-0229  
 \*5725 Paradise Drive, #820, Corte Madera 94925 415-488-4832

**PROVO, TIMOTHY E. (Mesha)**

Airco Systems, Inc. 510-758-2835  
 381 Beach Road, Burlingame 94010 FAX 510-222-2935  
 \*4009 Fariss Lane, El Sobrante 94803 510-758-3721

**RAZOUK, RAZIK H. (Vicke)**

Henry Razouk & Assoc. 707-525-9456  
 \*701 Fourth Street, #A, Santa Rosa 95404-4407 FAX 707-525-9884  
 4841 Canyon Drive, Santa Rosa 95409-3202 707-539-0520

**REICHLIN, MICHAEL E. (Janet)**

Pacific Pumping Co. 510-639-3335  
 \*845 -- 92nd Avenue, Oakland 94603-1215  
 7795 Oak Creek Court, Plesanta 94588 415-639-3335

**REINARTS, THOMAS M. (Judy)**

Keller & Gannon 415-621-1199  
 \*PO Box 422430, San Francisco 94142-2430 FAX 415-864-3681  
 22 Ranger Court, Alamo 94507 510-820-6198

**REITER, DANIEL B. (Kimberly)**

Winzler & Kelly 707-523-1010  
 \*PO Box 6798, Santa Rosa 95408 FAX 707-527-8679  
 1505 Poplar, Richmond 94805 510-233-2604

**REUTER, ROBERT JAMES**

Silicon Graphics Computer Syst. \*415-390-2090  
 MS 1-720, 2011 Shoreline Blvd., Mt. View 94039-7311 FAX 415-964-5483  
 \*35492 Galen Place, Fremont 94536-3321 510-790-1504

**REYES, CHRISTOPHER J.**

Montgomery and Roberts 510-232-1541  
 \*11090 San Pablo Avenue, El Cerrito 94530-2365 FAX 510-232-0885  
 1450 Judah Street, San Francisco 94122-1824 415-731-0973

**RICHLEY, JAMES A.**

Thermal Mechanical 408-988-8744  
 H25 Aldo Avenue, Santa Clara 95054  
 \*455 Zaton Avenue, San Jose 95117-1573 408-249-1759

**O'BRIEN, LARRY P.**  
1628 "B" Street, Napa 94559-1045

**O'BRIEN, RUSS**  
Mechanical Contractors Association of Northern California 707-746-6484  
\*1350 Hayes Street, Suite B-1, Benicia FAX 707-746-5384  
468 East "K" Street, Apt. B, Benicia 94510 707-747-1972

**O'CONNELL, DECLAN J.**  
Fisher O'Connell Assoc., Inc. 415-777-4477  
\*375 Fremont Street, 2nd Floor, San Francisco 94105-2317  
10 Hillcrest Drive, Orinda 94563-3223

**O'NEILL, PAUL SPENCER**  
Charles & Braun 415-442-0110  
\*150 Spear Street, Suite 500, San Francisco 94105-1537 FAX 415-882-7747  
550—35th Avenue, San Francisco 94121 415-221-5941

**OAS, RICHARD S.**  
Safeway, Inc. 510-891-3515  
220 Fourth Street, Oakland 94660 FAX 510-891-3508  
\*1009 McCauley Road, Danville 94526-1971 510-838-8838

**OFFERMAN, FRANCIS J.**  
Indoor Environmental Engineering 415-567-7700  
1448 Pine Street, Suite 103, San Francisco 94109-4720 FAX 415-567-7763

**OLIVIER, JOSEPH RAOUL**  
Electronic Systems USA 510-426-6811  
\*7011 Koll Center Parkway, #270, Pleasanton 94566 FAX 510-426-5633  
350 Lewis Street, 2-A, Oakland 94607 510-832-4220

**OLKOWSKI, DAVID W.**  
1307 Acton Street, Berkeley 94706-2501 415-363-2445  
1307 Acton Street, Berkeley 94706 FAX 415-363-8449  
415-366-5779

**OLUND, SVEN A.**  
Shrieve Chem. Co. 415-472-6509  
\*760 Penny Royal Lane, San Rafael 94903-2328 FAX 415-472-3555  
760 Penny Royal Lane, San Rafael 94903 \*415-472-6509

**OSHANA, ABRAHAM**  
Kaiser Permanente KFHP, Facilities Design & Const. 510-987-4513  
\*1950 Franklin Street, Suite 11th, Oakland 94612-5102 FAX 510-987-4819  
5365 Coach Drive, Richmond 94803 510-222-5559

**PAGEE, MELODY J.**  
Columbia Mechanical Company \*415-398-5202  
969 Folsom Street, San Francisco 94107 FAX 415-541-9175  
\*339 McKendry Drive, Menlo Park 94025-2919

**PAILLON, RICHARD L. (Alice)**  
Randall Lamb Associates 415-512-9771  
\*121 Second Street, San Francisco 94105-3608 FAX 415-512-8940  
55 Harper Street, San Francisco 94131 415-647-6914

**PALACIOS, FERNANDO M. (Heidi), LM**  
Phoenix Properties, Inc. 510-814-0626  
\*PO Box 2794, Alameda 94501-0794  
15 Diapian Bay, Alameda 94501-7910 \*510-814-0626

**PALAZZOLO, ANGELA A.**  
The Linford Co. 510-834-2430  
\*2850 Poplar Street, Oakland 94608-4424  
4029 Aspen Place, Oakland 94602 510-482-2274

**PALMER, JACK A., LM**  
1100 Union Street, #701, San Francisco 94109-2019 415-885-2387  
FAX 415-885-6448

**PARMLEE, SELDEN H.**  
Bayside HVAC Products 510-523-8609  
2402 Mariner Square Dr., Suite 3-A, Alameda 94501-1073 FAX 510-523-8842

**PATAYE, JOHN RUSSELL**  
Trevex, Inc. 510-887-0682  
\*2346 Tripaldi Way, Hayward 94545-5021 FAX 510-887-0220  
46569 Sentinel Drive, Fremont 94539

**PENG, WILLIAM W.**  
California State Univ., Dept. of Mech. Engrg. 209-278-2014  
\*Mail Stop 15, Fresno 93740-0001  
678 W. Magill Avenue, Fresno 93704 209-436-0357

**JACOB, TED E. (Marilyn)**  
Ted Jacob Engineering Group 510-763-4800  
\*1763 Broadway, Oakland 94612-2105 FAX 510-763-5099  
3309 Deer Hollow Drive, Danville 94506 510-736-8627

**JACOB, FRED E.**  
Ted Jacob Engineering Group 510-763-4880  
1763 Broadway, Oakland 94612-2105 FAX 510-763-5099

**JANDU, RAJINDER S. (Irene)**  
Takahashi Consult. Eng. Co.  
\*303 Second Street, #205, San Francisco 94107-1366  
871 Schooner Street, Foster City 94404

**JANOUR, GEORGE J.**  
E. R. Engineering 415-949-1300  
4800 El Camino Real, Los Altos 94022 FAX 415-941-2209  
\*19536 Stanton Avenue, Castro Valley 94546-3235 510-886-6275

**JANICIN, LAZAR**  
Disneyland Engineering 714-999-4557  
\*1313 Harbor Boulevard, Anaheim 92803-3232 FAX 714-999-4776  
1833 Port Seabourne Place, Newport Beach 92660-6633 714-640-1280

**JENSEN, JEFFREY C.**  
Raychem 415-361-3333  
\*300 Constitution Drive, Menlo Park 94025-1164 FAX 415-361-6036  
2920 Octavia Street, San Francisco 94123

**JOHNSON, BRUCE W.**  
712 Acacia Avenue, Burlingame 94010-3702

**JOHNSON, EARL L.**  
Johnson Engineering Corp. 510-944-0931  
3345 Vincent Road, Pleasant Hill 94523  
\*40 Kellie Ann Court, Orinda 94563-3206 510-944-0931

**JOHNSON, CRAIG F.**  
Kaiser Permanente Medical Center 510-372-1539  
\*200 Muir Road, Martinez 94553-4614  
1101 Maywood Lane, Martinez 94553 510-372-5699

**JORDAN, CARL H. (Wilma), F**  
Consulting Mechanical Engineers 510-524-9071  
\*646 Colusa Avenue, Berkeley 94707-1518 FAX 510-524-9620  
646 Colusa Avenue, Berkeley 94707 510-526-6299

**JUDD, ROBERT H. (Marilyn)**  
Montgomery & Roberts 510-232-1541  
\*11090 San Pablo Ave., Suite 350, El Cerrito 94530-2365 FAX 510-232-0865  
250 Del Casa Drive, Mill Valley 94530 415-388-7519

**JUDSON, THOMAS H. (Mary Ellen)**  
Power Flame, Inc. \*510-284-5260  
825 Reliez Station Road, Lafayette 94549 FAX 510-284-3695  
\*825 Reliez Station Road, #Head, Lafayette 94549-4817 510-283-2387

**KAN, JOHN C.**  
IBM Corporation 415-545-6767  
\*425 Market Street, San Francisco 94105-2406 FAX 415-545-3588  
4600 Kingswood Drive, Danville 94506 415-545-6767

**KAPANEN, BILL**  
California Hydronics Corporation 510-293-1993  
\*2293 Tripaldi Way, PO Box 5049, Hayward 94545  
38660 Lexington Street, #510, Fremont 94536 510-795-8386

**KARAMDASHTI, SHAUN**  
Clayton Environmental Cons. 510-426-2699  
1252 Quarry Lane, Pleasanton 94566 FAX 510-426-0106  
\*1434 Shoal Drive, San Mateo 94404-1520 415-398-7254

**KARMIRIS, JOHN Y.**  
Takahashi Cons. Engrs. \*415-512-0759  
303 Second Street, San Francisco 94105 FAX 415-989-7241  
\*2320 Whitman Way, San Bruno 94066-3851 415-244-9609

**KASIN, GERALD (Edith), LM**  
Consulting Engineer 510-527-0550  
483 Boynton Avenue, Berkeley 94707 FAX 510-527-0550  
\*483 Boynton Avenue, Berkeley 94707-1732 510-524-1277

**KASTELIC, WILLIAM R. (Lydia), LM**  
Sunset Htg., Air Cond. 511 Hamilton Avenue, Menlo Park 94025-1301

KAUNG, GORDON K. O. (Lillian)  
Newcomb-Anderson Assoc.  
755 Sansome Street, No. 500, San Francisco 94111  
\*344 Palomar Drive, Daly City 94015-4248 415-755-4860

KAWAKAMI, KENT  
Bell Products, Inc.  
\*43212 East Oaksdale Place,  
Davis 95616 FAX 707-255-1811  
707-255-1908  
916-756-1596

KERL, JEFFREY B. (Holly)  
Carrier Corp.  
\*1020 Atlantic Avenue, #102, Alameda 94501-1147 FAX 510-789-7070  
510-789-8222  
6 Hawthorne Court, Walnut Creek 94596 415-986-6701

KIM, JOSEPH BYONG  
Carrier Corporation  
10810 Bigge Street, San Leandro 94577 FAX 510-635-1237  
510-635-3244  
1815 Powell Street, Apt. H, San Francisco 94133 415-834-1210

KIMMEL, WAYNE P.  
Tyler Refrigeration  
\*7888 Marathon Drive, Unit G, Livermore 94550-0219  
4685 Piper Street, Fremont 94538 \*510-651-2286

KISIDAY, MIKLOS J. (Valeria)  
Kisiday & Assoc.  
\*1112 Millbrae Avenue, Millbrae 94030-2906 415-697-6568  
415-697-7578

KLINE, JAMES R. (Julie)  
Acutherm  
\*1766 Sabre Street, Hayward 94545-1016 FAX 510-785-0510  
510-785-2517  
27 Fieldbrook Place, Moraga 94556 510-376-4173

KWAN, HENRY  
Chamberlain and Painter  
655 Pacific Avenue, #305, San Francisco 94133 415-398-5523

KWOK, ALISON G.  
U.C. Berkeley  
\*390 Wurster Hall, Berkeley 94720 FAX 510-973-7319  
510-896-1290  
1828 Walnut Street, Berkeley 94709 510-8456-5634

KNIVETON, JOHN D. (Marlene), LM  
Norman S. Wright Co.  
2398 Jerrold Avenue, San Francisco 94124-1013 FAX 415-777-5333  
415-641-4413

KNOWLES, R. DARWIN (Audrey), LM  
Retired  
1653 Albemarle Way, Burlingame 94010-4659 415-697-3422

KNOX, ERIC G.  
Keller & Gannon  
3676 Citrus Avenue, Walnut Creek 94598-1723 510-933-1989

KONNOFF, MORRIS D. (Darlene)  
Commair  
1266 Fourteenth Street, Oakland 94607 \*510-839-1500  
\*450 Sixth Street, Rodeo 94572-1413 510-799-9273

KRAUSS, MARK A.  
Nikon Precision, Inc.  
1399 Shoreway Road, Belmont 94002 415-508-4674  
\*771 Olive Court, San Bruno 94066-3317 415-742-9980

KRUEGER, THOMAS A.  
PCRO Johnson Controls  
\*165 Lennon Lane, Suite 203, Walnut Creek 94598 FAX 510-988-0970  
510-988-0974  
788 Woodwind Place, Walnut Creek 94598 510-256-0710

KRUSE, ROGER B. (Georgia)  
Scott Co. of California  
PO Box 5555, San Leandro 94577-0655 510-895-2333

KWAN, SZE H.  
BWF Consulting Engineers  
510 Myrtle Street, Suite 100, South San Francisco 94080 FAX 415-871-0220  
415-394-5900  
\*80 Cityview Way, San Francisco 94131-1250 415-285-1809

LACKEY, DARRELL R. (Cathy)  
Ove Arup & Partners  
901 Market Street, Suite #260, San Francisco 94103 FAX \*415-957-9445  
415-957-9096  
\*940 Ramona Avenue, Albany 94706-2104

MOWRIS, ROBERT JAMES  
Robert Mowris and Associates  
\*1084 Sterling Avenue, Berkeley 94708-1729 FAX 510-549-0572  
510-549-0557  
1084 Sterling Avenue, Berkeley 94708-2109 510-549-0557

MUNIZ, MATTHEW GERARD (Lisa)  
Alameda County GSA/BMD  
4400 MacArthur Boulevard, Oakland 94619 510-535-6357  
\*10 Maple Lane, Walnut Creek 94595-1718 510-945-0611

MUNZ, TUNDE (Marian)  
Guttman & MacRitchie  
\*631 Howard Street, #500, San Francisco 94105 415-512-8910  
160 Bay Street, #315, San Francisco 94133 415-986-6701

MURRAY, RACHEL V. (Tom Schindler)  
Charles M. Salter Assoc., Inc.  
\*130 Sutter Street, Suite 500, San Francisco 94104-4018 FAX 415-397-0442  
415-397-0454  
941 Warfield Avenue, Oakland 94610 510-465-9170

MYERS, JAMES L., LM  
J.L. Myers Co.  
345 Oakview Drive, San Carlos 94070-4538 415-593-2078

NADERI, ALI  
Naderi Engineering  
\*2821 Crow Canyon Road, Suite 201, San Ramon 94583 FAX 510-743-8182  
510-275-4521  
200 Reflections Drive, #24, San Ramon 510-830-0909

NAGY, RICHARD LOUIS  
Climate Mechanical  
PO Box 36, Santa Rosa 95402 707-575-5661  
\*2518 W. Steele Lane, Santa Rosa 95403 707-526-9436

NEAL, STEPHEN R. W.  
Frank Hubach Associates, Inc.  
\*2700 Rydin Road, Suite F, Richmond 94804-5800 FAX 510-528-1505  
510-528-1509  
148 Dominga Avenue, Fairfax 94930 415-453-4532

NELSON, NORRIS T., LM  
U.S. Dept. of Health  
40 Pine Avenue, San Carlos 94070-2933 415-556-7934  
415-593-8598

NELSON, J. LARRY (Linda)  
Hewlett Packard SAD, Facilities Engineer  
1212 Valley House Dr., MS, 1UR-N, Rohnert Park 94928-4999 FAX 707-794-3079  
707-794-4699  
\*5312 Marigold Lane, Santa Rosa 95403-7725 707-575-5511

NEMECHEK, JAMES G. (Kitty)  
Air Filter Control  
1023 Chestnut Street, Redwood City 94063-2515 415-367-8310

NG, CHO-FAN  
C & N Engineers, Inc.  
22 Battery Street, Suite 508, San Francisco 94110  
\*1715 Escalante Way, Burlingame 94010-5807

NOLAN, GERALD  
Airco Systems, Inc.  
381 Beach Road, Burlingame 94010 \*415-579-5522  
\*213 Overhill Road, Orinda 94563 510-253-8508

NOLL, CHRISTINE M. (Steven)  
Ted Jacob Engr. Group, Inc.  
1763 Broadway, Oakland 94612 FAX 510-763-4880  
510-763-5099  
\*1908 Clemens Road, Oakland 94602-1914 510-530-6139

NORGAARD, JOEL SCOTT  
Yamas Controls, Inc.  
\*#1 S. Linden Avenue, So. San Francisco 94080 FAX 415-589-8313  
415-266-4846  
1812 Howard Avenue, San Carlos 94070 415-598-0801

NUGENT, DENNIS M.  
TGK Consulting  
\*18 Hidden Valley Road, Lafayette 94549-3346 \*702-322-0322  
510-284-4162

NURISSO, DONALD L. (Carol)  
Keller & Gannon  
\*1453 Mission Street, San Francisco 94103-2552 FAX 415-621-1199  
415-972-2227  
1166 Alicante Drive, Pacifica 94044 415-359-3549

O'BRIEN, DANIEL H., LM  
Salas O'Brien Engineers, Inc.  
305 South 11th Street, San Jose 95112 FAX 408-282-1500  
408-297-2995

O'BRIEN, JOHN D., LM  
J.D. O'Brien  
637 Westridge Drive, Portola Valley 94028-7330 415-854-4790

**MELENDY, CYNTHIA A.**

Barakat & Chamberlin, Inc.  
1800 Harrison Street, 18th Floor, Oakland 94612-3429

**MIHAESCU, CONSTANTIN (Edda)**

4527 Lawrence Drive, Castro Valley 94546-2212 510-881-8704

**MIKETA, RONALD J.**

Victaulic Co. of America \*1-800-842-0705  
20934 So. Santa Fe Avenue, Long Beach 90810 FAX 415-471-8037  
\*3335 Sterling Court, Napa 94558-4262

**MILLER, BEN R.**

San Francisco Airport Marriott 415-692-9100  
\*1800 Old Bayshore Road, Burlingame 94010 FAX 415-697-3660  
736 Toulouse Court, Half Moon Bay 94019 415-692-9100

**MISSIMER, DALE J. (Sue), F & LM**

Polycold Systems International 415-479-0577  
\*67 Mark Drive, San Rafael 94903-2264 FAX 415-499-0927

**MISURIELLO, HARRY P.**

23 Millbrook Court, Danville 94526-2626 510-855-4742

**MITCHELL, MATTHEW P.**

Mitchell/Stirling Machines/Sym. 510-845-2528  
\*2210 Sixth Street, Berkeley 94710-2219 FAX 510-845-2714  
151 Alvarado Road, Berkeley 94705 510-845-4258

**MIURA, KATSUHIRO**

Center for Environmental Design, U.C. Berkeley 510-643-8825  
\*390 Wurster Hall, Berkeley 94720-0001 FAX 510-643-5571  
1655 Hopkins Street, #1, Berkeley 94707 510-849-4435

**MONTANARO, JACK ALLEN (Candace)**

Bank of America, Johnson Controls World Service \*415-241-4904  
1455 Market Street, #3240, San Francisco 94103 FAX 415-241-4269  
†9 Rambo Court, Pleasant Hill 94523-3158 510-937-2934

**MONTEYNE, REGINALD A.**

Flack & Kurtz Consulting Engineers 415-398-3833  
343 Sansome St., Suite 450, San Francisco 94104-1303 FAX 415-433-5311

**MONTGOMERY, ROBERT B.**

Montgomery & Robert Cons. 510-232-1541  
\*11090 San Pablo Avenue, El Cerrito 94530-2365  
6502 Portola Drive, El Cerrito 94530 510-525-1660

**MONTGOMERY, ROBERT D. (Lorraine), LM**

Montgomery & Roberts 510-232-1541  
\*11090 San Pablo Avenue, El Cerrito 94530-2365 FAX 510-232-0865  
70 Overlook Road, PO Box 1240, Point Reyes Station 94956 415-663-1628

**MOON, HABIB A.**

Bentley Engineering Co. \*415-604-3458  
NASA-Ames Res. Ctr., Mail Stop 213-8, Moffett Field 94035 FAX 415-968-2069  
\*44127 Packard Court, Fremont 94539-6341 510-656-4282

**MOREHEAD, MICHAEL A.**

Flack & Kurtz 415-398-3833  
\*343 Sansome Street, Suite 450, San Francisco 94104-1303  
1314 Leavenworth Street, San Francisco 94109-4017 415-423-3219

**MOREY, ERIC R.**

Eric R. Morey & Associates 415-488-0649  
PO Box 322, Woodacre 94973-0322

**MORGAN, RUSS O.**

Whelan Engr. 510-632-8890  
1002 — 77th Avenue, Oakland 94621-2526  
\*451 Green View Drive, Walnut Creek 94596 510-933-6493

**MORRISON, JOHN ANDREW**

Peninsula Air Conditioning, Inc. 415-369-1870  
1690 Tacoma Way, Redwood City 94063 FAX 415-369-1505  
\*3388 Brittan Avenue, #6, San Carlos 94070-3423 415-595-5110

**MORSE, ALEXANDER M.**

Genentech, Inc. 415-225-3928  
\*460 Pt. San Bruno Blvd., So. San Francisco 94080-4990 FAX 415-266-2688  
980 La Mesa Drive, Menlo Park 94028-7463 415-854-4423

**MOUW, HENDRICK J. (Mildred), LM**

Hendrik J. Mouw & Associates 510-636-1322  
4400 Short Hill Road, Oakland 94605-4657 FAX 510-636-1322

**LANDERS, CARL FRANCIS**

Raychem Corporation 415-361-5401  
\*Mail Stop Code 604/6849 FAX 415-361-7651  
300 Constitution Drive, Menlo Park 94025-1164  
436 Timberhead Lane, Foster City 94404 415-571-6691

**LARKIN, PAUL G.**

Larkin & Associates 707-823-1010  
\*6950 Burnett Street, Suite C, Sebastopol 95472-4252 FAX 707-826-4363  
16096 Coleman Valley Road, Occidental 95465 \*707-874-1176

**LAWS, ALONZO C.**

Laws & Associates 415-348-8433  
\*433 Airport Boulevard, Suite 326, Burlingame 94010-2010  
171 Lassen Drive, San Bruno 94066

**LAWS, KENT CALVIN (Valerie)**

Laws & Associates 415-348-8433  
\*433 Airport Boulevard, Suite 326, Burlingame 94010-2010  
868 Cherokee Drive, Lvermore 94550 510-443-5953

**LAZOR, JAMES W.**

Edward B. Ward Co. 415-873-1660  
\*337 Roebing Road, South San Francisco 94080-4888  
115 Eliseo Drive, Greenbrae 94904 415-461-2469

**LEAO, RICHARD F. (Linda)**

Norman Wright Mech. Equip. Corp. 415-777-5333  
2398 Jerrold Avenue, San Francisco 94124-1013

**LEFLER, MICHAEL J.**

Lefler Engineering 415-456-4220  
\*1651 Second Street, San Rafael 94901-2706 FAX 415-456-1248  
474 Middle Two Rock Road, Petaluma 94952 \*707-778-8634

**LEGGOE, GLEN R.**

Landis & Gyr Powers, Inc. 510-783-6000  
2525 Barrington Court, Hayward 94545 FAX 510-293-2100  
\*3023 Hillegass Avenue, Berkeley 94705-2513 510-841-8477

**LENTO, JOHN J.**

Kaiser Permanente 510-307-3086  
901 Nevin Avenue, Richmond 94801 FAX 510-307-3090  
\*609 Dublin Way, Alameda 94502-7445 510-522-6201

**LEVI, ROBERT F. (Louise)**

Carrier Corporation 510-635-1237  
PO Box 23130, Oakland 94623 FAX 510-635-3244  
\*211 Castilian Way, San Mateo 94402 415-342-7010

**LIM, GEORGE M. (Susie)**

G M Lim & Assoc. 415-931-2688  
\*1375 Sutter Street, Suite 216, San Francisco 94109-5438 FAX 415-931-2298  
455 — 32nd Avenue, San Francisco 94121 415-221-4916

**LIM, KENT M. (Shirley)**

Kent M. Lim & Company, Inc. 415-822-1232  
\*1260 Egbert Avenue, San Francisco 94124 FAX 415-822-6437  
1814 Canyon Oak Court, San Mateo 94402 415-572-8598

**LINCOLN, ROBERT J.**

Lincoln Air Conditioning  
35 Wyoming Street, Pleasanton 94566-6277

**LINFORD, CRAIG L.**

Ajmani & Pamidi 415-543-9344  
One Market Stewart Tower, Ste. 1150, San Francisco 94105 FAX 415-543-0670  
\*19144 Mayberry Drive, Castro Valley 94546-3053 510-538-5097

**LINFORD, ROBERT G. (Dagma)**

The Linford Company 510-834-2403  
\*PO Box 449, Oakland 94604-0449 FAX 510-465-0943  
5941 McAndrew Drive, Oakland 94611

**LINFORD, ROBERT M.**

Linford Air & Refrigeration 510-834-2430  
PO Box 449, Oakland 94604-0449 FAX 510-465-0943  
\*3317 Ahem Court, El Sobrante 94803-2005 510-236-1125

**LINTOTT, DAVID (Jane)**

Charles & Braun 415-442-0110  
150 Spear Street, Suite 500, San Francisco 94105  
\*38 Crystal Springs Road, Apt. 6, San Mateo 94402 415-343-4618

LLOYD, KENNETH M., LM  
York Int. 510-827-4040  
1313 Galaxy Way, Concord 94520  
\*225 Hartford Road, Danville 94526-2218 510-827-4040

LOFY, JOHN L. (Eileen)  
Comm. Air 510-839-1050  
1266 Fourteenth Street, Oakland 94607 FAX 510-763-4159  
\*1592 Saint Helena Drive, Danville 94526-5543 510-838-8796

LONG, SARAH A.  
Savage Engineering, Inc.  
1261 El Hillside Blvd., #4, Foster City 94404  
1845 Pedras Circle, Danville 94526 510-820-4484

LORETELLI, TONY  
E.B. Ward Co. 415-873-1660  
\*337 Roebling Road, South San Francisco 94080 FAX 415-873-6829  
126 Eastridge Circle, Pacifica 94044

LOWEY, ALFRED R. (Kathleen), LM  
Casa Sandoval 538, 1200 Russell Way  
Hayward 94541 510-733-9715

LOYKO, L. LANE  
PLA Corporation 415-322-7222  
\*PO Box 2231, Menlo Park 94026-2231 415-368-3122

LUCAS, DONALD BROOKS (Sharon)  
Lucas Engineering 415-591-6320  
405 Industrial Way, #B04, San Carlos 94070  
\*530 Becket Drive, Redwood City 94065-1130 415-591-4922

LUGOS, MANNY (Pamela)  
Johnson Controls, Inc. 415-468-5700  
\*50 Park Lane, Brisbane 94005 FAX 415-468-4207  
925 South Wolfe, #62, Sunnyvale 94086 408-245-0835

LUTZ, JAMES D.  
Lawrence Berkeley Laboratory 510-486-7302  
\*1 Cyclotron Road, M/S 90-4000, Berkeley 94720 FAX 510-486-6996  
6101 Thornhill Drive, Oakland 94611-2021 510-339-9443

LYNN, JAMES  
1304 Oakland Avenue, Piedmont 94611

MacDONALD, JAMES T.  
R F MacDonald Company 415-574-0110  
\*371 Foster City Boulevard, Foster City 94404-1151 FAX 415-574-1007  
1385 Cedar Street, San Carlos 94070 \*415-592-6825

MacDONALD, ROBERT F. (Diana), LM  
R F MacDonald Company 415-574-0110  
\*371 Foster City Boulevard, Foster City 94404-1151  
665 Pullman Road, Hillsborough 94010 415-348-7434

MACY, BRYANT K.  
Teletrol Systems, Western Regional Office \*510-551-5188  
11501 Dublin Boulevard, Suite 200, Dublin 94568 FAX 510-551-5187  
\*11454 Winding Trail Lane, Dublin 94568-2287 510-829-5258

MADDEN, MARIE  
Western Plumbing & Heating Co., Inc. 415-647-0696  
\*600 Treat Avenue, San Francisco 94110 FAX 415-647-6249  
586 Chestnut Street, San Francisco 94133 415-398-6165

MAIN, ROBERT T.  
Larkin & Associates 707-823-1010  
\*6950 Burnett Street, Suite C, Sebastopol 95472-4252 FAX 707-823-9363  
4916 Kinsington, Santa Rosa 95405 707-539-1933

MALCOLM, CAMERON S., LM  
Retired 510-845-4871  
7092 Marlborough Terrace, Berkeley 94705-1735

MANDELBAUM, ISAAK  
National Semiconductor Corp. \*408-721-7675  
2900 Semiconductor Drive, Santa Clara 95052-8090 FAX 408-721-7077  
\*2218 Semeria Avenue, Belmont 94002-1522 415-595-1764

MANSON, MARK D. (Jean)  
Western Plumbing & Heating Co., Inc. 415-647-0696  
\*600 Treat Avenue, San Francisco 94110 FAX 415-647-6249  
1731 Mendota Way, Walnut Creek 94596 510-930-8788

MANZANILLO, JOEL RUDQUIST  
WRMS Engineering, Inc.  
1600 Riviera Avenue, Suite 230, Walnut Creek 94596  
\*3304 Meadowbrook Road, Antioch 94509-5953

MARGADANT, GARY S. (Ann)  
Chevron Real Estate Mgmt. 415-894-9386  
\*225 Bush Street, Suite 420, San Francisco 94104-4207 FAX 415-894-1648  
4042 Mt. Veeder Road, Napa 94558 707-257-3351

MAYER, RICHARD L.  
San Francisco Thermal, LP 415-777-3415  
\*460 Jessie Street, San Francisco 94103-1805 FAX 415-777-3787  
77 Beale Street, Room 325, San Francisco 94106

MAYHEW, FRANK W.  
ECTC Consulting \*707-824-9381  
3160 Hicks Road, Sebastopol 95472 FAX 707-824-9382  
\*3160 Hicks Road, Sebastopol 95472-2413 707-824-9381

McCABE, EUGENE A. (Deborah)  
Western Plumbing & Heating 415-647-0696  
\*600 Treat Avenue, San Francisco 94110-2016  
470 Miner Road, Orinda 94563

MCCARTHY, ROGER L.  
Failure Analysis Assoc. 415-688-7100  
\*149 Commonwealth Drive, Menlo park 94025-1133 FAX 415-688-7366  
240 Cinnabar Road, Woodside 94062 415-306-0147

McCLEERY, JERRY EDWARD  
Bay Area Rapid Transit District 510-464-6684  
\*PO Box 12688, Oakland 94604-2688 FAX 510-464-6539  
38 Allston Way, San Francisco 94127 415-564-5474

McCLELLAN, WILLIAM F.  
Pipe Shields, Inc. 408-998-5420  
\*1001 Aldridge Road, Vacaville 95688-9356 408-238-4767

MCCORMICK, ANN L.  
Newcomb Anderson Assoc. 415-434-2600  
\*755 Sansome St., Suite 500, San Francisco 94111-1703 FAX 415-434-2321  
2910 Windsor Drive, Alameda 94501 510-865-3913

MCCRACKEN, FRED B. (Betty)  
McCracken & Woodman, Consulting Mechanical Engineer 510-763-4891  
355 Grand Avenue, Oakland 94610-4827 510-444-7329

McGRAW, JOHN D.  
Raychem Corp. 415-361-6984  
300 Constitution Drive, Menlo Park 94025  
\*2254 Green Street, San Francisco 94123-4710 415-922-9138

McDAID, LINDA A.  
Honeywell, Inc. 415-550-2078  
\*2 Dorman Avenue, San Francisco 94124-1807 FAX 415-550-2010  
3212 Oakes Drive, Hayward 94542

McDONALD, JOHN PATRICK  
Glumac and Associates 415-398-7667  
\*275 Battery Street, Suite 220, San Francisco 94111-3330 FAX 415-398-0596  
1305 Ramsay Circle, Walnut Creek 94598 510-930-9895

McLAUGHLIN, CHUCK, LM  
1900 S. Norfolk, Suite 239, San Mateo 94123 415-358-6445  
\*1900 S. Norfolk, Suite 239 FAX 415-358-6451  
San Mateo 94123 415-851-9007

McLAUGHLIN, PETER B. (Suzanne)  
McLaughlin Associates 415-358-6445  
\*1900 South Norfolk, Suite 239, San Mateo 94403 FAX 415-358-6451  
2771 Union Street, San Francisco 94123 415-563-3315

McMAHON, MATTHEW  
Johnson Controls, Inc. 415-468-5700  
\*50 Park Lane, Brisbane 94005-1375 FAX 415-467-4800  
52 Landers Street, San Francisco 94114 415-93-4153

McMINN, DAVID N. (Louise), LM  
Retired  
310 Singing Brook Circle, Santa Rosa 95409-6483 707-537-0609

McQUILLAN, JOSEPH A. (Martha), LM  
MDA Engineering, Inc. 510-889-8144  
795 Fletcher Lane, Hayward 94544-1008 FAX 510-889-8281

MEISSNER, DIETER C.  
Hewlett Packard \*415-857-4343  
3000 Hanover Street, Palo Alto 94304 FAX 415-857-7103  
\*291 Gabarda Way, Portola Valley 94028-7446 415-854-8147

9.4 **Vacancies and Removal.** Whenever either delegate is unable to fulfill his office, the Board of Governors shall appoint another delegate. Either delegate may be removed by the Board of Governors whenever, in its judgment, the best interests of the Chapter will be served thereby.

## ARTICLE 10 AMENDMENTS

10.1 **Powers and Limitations.** All Articles of these Bylaws shall be subject to alteration or repeal, consistent with the Certificate of Consolidation, Bylaws, and Rules of the Board of Directors of the Society and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 23701d, Revenue and Taxation Code of the State of California, as amended, or corresponding provisions of any subsequent federal or State of California tax laws.

10.2 **By Society.** Amendments to these Bylaws set forth in written directives of the Secretary of the Society may be adopted by the Chapter in accordance with Paragraph 10.3 below. Written copies of said amendments shall be sent by the Secretary to all members or an officer of the Chapter shall read said amendments at the next succeeding Chapter meeting.

10.3 **By Chapter.** Amendments to these Bylaws may also be initiated by a written resolution of a majority of the Board of Governors or of not less than five (5) members in good standing with voting privileges and may be presented at any meeting of the Chapter. If approved by a majority of the members present, the Chapter Secretary shall mail copies of the proposed amendments to all members not less than seven (7) days before the next Chapter meeting. If approved by a two-thirds (2/3) vote at such meeting, the Chapter Secretary shall forward such amendments to the Secretary of the Society for approval by the Charter and Bylaws Committee of the Society, and review by the Regional Chair. Any amendments shall become effective only upon receipt of written notice of approval by the Charter and Bylaws Committee of the Society.

## ARTICLE 11 ADOPTION

These Bylaws shall be completed and adopted by two-thirds (2/3) of the voting members present at a Chapter meeting as provided for in the Chapter's previous Bylaws. Written copies of said Bylaws shall be sent by the Secretary to all members and shall be sent, as amended, to such persons as shall, from time to time, become members of the Chapter.

ADOPTED JUNE 6, 1991

Thomas M. Reinarts  
*Chapter President*

**Golden Gate Chapter, ASHRAE**

# CONSTITUTION

OF THE

## GOLDEN GATE CHAPTER

OF THE

## American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc.

### ARTICLE 1 NAME

The name of the organization is the Golden Gate Chapter (herein "Chapter") of the American Society of Heating, Refrigerating, and Air Conditioning Engineers, Inc. (herein "Society").

### ARTICLE 2 PRINCIPAL OFFICE

The principal office of the Chapter is located in the City of San Francisco, in the State of California.

### ARTICLE 3 OBJECTS

The objects of the Chapter are exclusively scientific and educational and include, but are not limited to: (a) the advancement of the sciences of heating, refrigerating, and air conditioning engineering and related sciences; (b) the continuing education of the members and other interested persons in said sciences, through lectures, demonstrations, and publications; (c) the rendering of career guidance and financial assistance to students of the sciences; and (d) the encouragement of scientific research.

### ARTICLE 4 POWERS

The Chapter shall have the power to perform all lawful acts which may be deemed necessary for the proper and successful prosecution of the objects and purposes for which it is organized and operated, consistent with the Certificate of Consolidation, Bylaws, and Rules of the Board of Directors of the Society, and with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 23710d, Revenue and Taxation Code of the State of California, as amended, or corresponding provisions of any subsequent federal or State of California tax laws.

### ARTICLE 5 LIMITATION OF POWERS

5.1 The Chapter is not operated for the pecuniary profit of its members. No part of the net income of the Chapter shall be payable to or shall otherwise be available for the personal benefit of any proprietor, employee, or shareholder. No salary emolument or compensation shall be paid to any member; and no part of the activities of the Chapter shall consist of the performance of particular services for individual members.

5.2 The Chapter shall not have the authority to act for or in the name of the Society and notice to such effect shall be imprinted on the Chapter stationery; the Chapter shall not use the name of the Society except as a part of its own name; the Chapter shall not use the emblem of the Society without the written approval of the Board of Directors of the Society; and the Chapter shall not incur any financial liability or contractual obligation in the name of the Society without the expressed approval of the Society.

5.3 The Chapter shall not prepare publications for distribution to persons other than members without prior approval of the Board of Directors of the Society.

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

5.5 The Chapter shall not recommend, endorse, or approve any product, service, publication, person, or entity for the promotion of private interests.

## ARTICLE 6 DISSOLUTION

6.1 Upon the dissolution of the Chapter, any assets remaining thereafter shall be conveyed to the Society.

6.2 In the event that the Society is not then in existence or is not then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under such successor provision of the Code as may be in effect at such time, the assets shall be conveyed to such organization then existent, dedicated to the perpetuation of objectives similar to those of the Society and exempt.

## ARTICLE 7 AMENDMENTS

7.1 All articles of this Constitution shall be subject to alteration or repeal, consistent with the Certificate of Consolidation, Bylaws, Rules of the Board of Directors of the Society, Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Section 23710d, Revenue and Taxation Code of the State of California, as amended, or corresponding provisions of any subsequent federal or State of California tax laws.

7.2 Amendments to this Constitution, set forth in written directives of the Secretary of the Society, may be adopted by a majority of the Board of Governors. Written copies of said amendments shall be sent by the Chapter Secretary to all members.

7.3 Amendments to this Constitution may also be initiated by a written resolution of a majority of the Board of Governors or of not less than five (5) members in good standing with voting privileges, presented at any meeting of the Chapter. If approved by a majority of the members present at the Chapter meeting, the Secretary shall mail copies of the proposed amendments to all members not less than seven (7) days before the next Chapter meeting. If approved by a two-thirds (2/3) vote at such meeting, the Secretary shall forward such amendments to the Secretary of the Society for approval by the Charter and Bylaws Committee of the Society and review by the Regional Chair. Amendments shall become effective only upon receipt of written notice of approval by the Charter and Bylaws Committee of the Society.

8.3.15 **Special Events Committee.** The Special Events Committee shall handle the arrangements for any special events to be sponsored by the Chapter or for other events to which the Chapter membership has been invited.

8.3.16 **Roster Committee.** The Roster Committee shall compile, edit, and distribute the Chapter Directory.

8.4 **Other Committees.** Additional committees shall be termed as Special Committees and may be appointed at any time by the President, with the advice and approval of the Board of Governors, and shall be announced at the next meeting of the Chapter.

8.5 **Vacancies.** Whenever any member refuses an appointment to a committee or whenever there is a vacancy on any committee by resignation or otherwise, the President shall, with the advice and approval of the Board of Governors, appoint another member to such committee.

8.6 **Removal.** Any committee member appointed or elected may be removed by the person or persons authorized to appoint or elect such member, whenever, in their judgment, the best interests of the Chapter will be served thereby, except that the President shall remove a member only with the advice and approval of the Board of Governors.

8.7 **Attendance at Board Meetings.** Committee Chairs shall attend the meetings of the Board of Governors when so requested by the presiding officer, but shall not be entitled to voting rights at such meetings.

## ARTICLE 9 CHAPTERS REGIONAL COMMITTEE

9.1 **Election of Delegates.** The Board of Governors-Elect shall elect from among its members one delegate and one alternate to the Chapters Regional Committee. At least one of said delegates shall be an officer-elect of the Chapter. The delegates shall be announced at the annual meeting of the Chapter. The names of such delegates shall be certified in writing by the Secretary to the Secretary of the Society and the Regional Chair by the first day of the following January.

9.2 **Term.** The delegate and alternate delegate shall serve for a term of one (1) year, commencing on the first day of June following their election. No member may be elected to serve as the delegate for more than two (2) consecutive terms; no member may be elected to serve as the alternate delegate for more than two (2) consecutive terms; and no member may be elected to serve in either capacity for more than four (4) consecutive terms.

9.3 **Duties.** The duties of the delegate and alternate delegate shall be as prescribed from time to time by the Society. They shall transmit recommendations concerning policies, procedures, and operations of the Society, its Chapter, and its Student Branches to the Regional Chair in advance of the Chapters Regional Committee meetings; shall attend such meetings; shall suggest candidates for the Board of Directors of the Society, Society committees, and miscellaneous Society honors and awards; shall participate in the election on one (1) member and one (1) alternate member to serve on the Society Nominating Committee; and shall report to the Board of Governors of the Chapter regarding the business transacted at the Chapters Regional Committee meetings, together with any recommendations for Chapter action.

**8.3.5 Refrigeration Committee.** The Refrigeration Committee shall promote the refrigeration activities of the Society by promoting the interests and endeavors of those members whose primary concern is refrigeration shall provide or arrange technical talks on refrigeration to the members at regular Chapter meetings, shall cooperate with the Membership Promotion Committee to identify new members who are refrigeration oriented, shall promote Chapter-sponsored seminars on refrigeration, and shall arrange for continuing education in the refrigeration field. The Chair of this Committee is expected to attend the CRC meeting.

**8.3.6 Research Promotion Committee.** The Research Promotion Committee shall promote the research activities of the Society by conducting an annual campaign to obtain investments in ASHRAE Research, and shall encourage original and independent research by the members in the sciences of heating, refrigeration, and air conditioning, and in conjunction with the Program Committee, shall encourage lectures, demonstrations, and discussions on technical topics of interest for presentation at Chapter meetings. The Chair of this Committee, or a designated substitute, is expected to attend the CRC Meeting and Special Regional Committee Meeting when called by Regional Vice Chair for Research Promotion.

**8.3.7 Auditing Committee.** The Auditing Committee shall consist of three (3) members, none of whom shall be members of the Board of Governors. The Committee shall be appointed by the Board and shall elect its own chair.

**8.3.8 Nominating Committee.** The Nominating Committee shall consist of five (5) members in good standing, none of whom shall be members of the Board of Governors. The Committee shall be elected by the Chapter at the February meeting. Additional nominations may be made by members from the floor at said meeting. Nominees receiving the five highest number of votes shall be elected. In the case of a tie, there shall be a runoff election which shall be held at the same meeting. The Nominating Committee shall elect its own chair.

**8.3.9 Program Committee.** The Program Committee, in conjunction with the Board of Governors and all other committees, shall arrange programs for the meetings of the Chapter.

**8.3.10 Reception Committee.** The Reception Committee shall encourage fellowship among members and shall extend cordial greetings to guests and new members of the Society.

**8.3.11 Publicity Committee.** The Publicity Committee shall publicize the name, purposes, and activities of the Chapter in an effort to obtain qualified members and shall report Chapter activities of public interest to the news media.

**8.3.12 Attendance Committee.** The Attendance Committee shall be responsible for contacting each member of the Chapter prior to each scheduled meeting or event to ensure that they have received notice of that meeting or event and to ascertain the expected attendance.

**8.3.13 Newsletter Committee.** The Newsletter Committee shall obtain news of interest to the Chapter members and supervise the publishing of the Chapter newsletter.

**8.3.14 Historical Committee.** The Historical Committee shall collect and safeguard facts, photographs, records, and other memorabilia pertinent to the history of the Chapter.

## ARTICLE 8 ADOPTION

This Constitution shall be completed and adopted by a majority of the Board of Governors. Written copies of the Constitution shall be sent by the Secretary to all members and shall be sent, as amended, to such persons as shall, from time to time, become members of the Chapter.

Adopted by the Golden Gate Chapter June 6, 1991; Thomas M. Reinarts, President.

**BYLAWS**  
OF THE  
**GOLDEN GATE CHAPTER**  
OF THE  
**American Society of Heating,  
Refrigerating and  
Air-Conditioning Engineers, Inc.**

**ARTICLE 1  
GOVERNMENT**

1.1 **Governing Instruments.** The Golden Gate Chapter (herein "Chapter") of the American Society of Heating, Refrigerating, and Air Conditioning Engineers, Inc. (herein "Society") shall be governed by its Constitution and these Bylaws, to the extent not inconsistent with the Certificate of Consolidation, Bylaws, and Rules of the Board of Directors of the Society.

1.2 **Interpretation.** The Board of Governors shall resolve all questions of interpretation of the Constitution and these Bylaws.

1.3 **Rules of Order.** Except as otherwise provided in the Constitution or these Bylaws, the conduct of meetings of the members shall be governed by the rules of procedure set forth in the most recent edition of *Robert's Rules of Order*.

**ARTICLE 2  
MEMBERSHIP**

2.1 **Qualification.** The membership of the Chapter shall consist of all members of the Society in good standing and residing in the geographic area of the Chapter, as prescribed by the Board of Directors of the Society, who have properly joined the Chapter.

2.2 **Non-Residents.** Notwithstanding the foregoing, a member of the Society residing in the geographic area of a Chapter may elect to be a member of another Chapter. A member may elect to belong to more than one Chapter.

2.3 **Grade.** Each member shall hold the same grade of membership in the Chapter as in the Society.

2.4 **Rights and Privileges.** All Chapter members shall be entitled to the same rights and privileges, except that (a) Affiliates, (b) Student Members, and (c) members who have not paid Chapter fees, dues, assessments, or other charges within sixty (60) days of the due date shall not be entitled to voting privileges or the right to election or appointment as an officer, governor, or committee chair of the Chapter. All rights and privileges of a member are vested solely in the member and may not be delegated or transferred, except as provided in ARTICLE 3, Paragraph 3.7 hereof.

2.5 **Suspension.** In the event that a member does not pay all the Chapter fees, dues, assessments, or other charges within six (6) months of their due date, all rights and privileges of membership in the Chapter shall be suspended. Such membership rights and

**ARTICLE 8  
COMMITTEES**

8.1 **General.** All Chapter Committees shall be designated as Standing Committees or Special Committees. Standing Committees are mandatory and are of a continuing nature, while Special Committees are created for a specific purpose and may be dissolved when their functions have been completed.

8.2 **Appointments.** Except as noted herein, all Standing Committee members and respective Chairs thereof shall be appointed by the President-Elect pursuant to Article 6.3.

8.3 **Standing Committees.** Standing Committees are mandatory and are broken into two categories: those tied into the CRC and those essential to the Chapter operation. (a) Committees tied into the CRC are the CRC Action, Educational Activities, Energy and Technical Activities, Membership Promotion, Refrigeration, and Research Promotion. (b) Committees essential to the Chapter operation are Auditing, Nominating, Program, Reception, Publicity, Attendance, Newsletter, Historical and Special Events. The duties and functions of each Standing Committee (several of which may be combined under a single chair) are as follows:

8.3.1 **CRC Action Committee.** The CRC Action Committee shall determine major items of concern to the Chapter; obtain biographies on possible candidates for Society offices, committees, and for various Region and Society honors and awards, provide direction to the delegate and alternate delegate on actions to be presented on the Chapter's behalf at the CRC; and encourage the Chairs of the Membership Promotion, Educational Activities, Research Promotion, and Energy and Technical Activities Committees to attend the CRC. The Chair of this committee should be a past president of the Chapter.

8.3.2 **Educational Activities Committee.** The Educational Activities Committee shall encourage the continuing education of the members in the sciences of heating, refrigeration, and air conditioning; shall, in conjunction with the Program Committee and Research Promotion Committee, arrange for presentations on current developments in these and related sciences; and shall arrange for Chapter participation in continuing education courses, student activities, and related activities. The Chair of this Committee, or a designated substitute, is expected to attend the CRC Meeting.

8.3.3 **Energy and Technical Activities Committee.** The Energy and Technical Activities Committee shall promote the continuing education of the members in energy conservation measures and activities adopted by the Society, and encourage new energy management designs by members, and the submittal of written reports on those designs for consideration in Regional and Society energy awards competition. The Chair of this Committee, or a designated substitute, is expected to attend the CRC Meeting.

8.3.4 **Membership Promotion Committee.** The Membership Promotion Committee shall encourage applications by persons qualified for membership in the Society, shall encourage increased member participation in Chapter affairs, and shall encourage members to advance in their membership grade in the Society. The Chair of this Committee, or a designated substitute, is expected to attend the CRC Meeting.

serve in the same office, and the President-Elect shall not be eligible for re-election to the same office, for an additional consecutive year. Other officers and Board members serve a one-year term, but may be re-elected to consecutive terms.

**7.2 Duties of Nominating Committee.** The Nominating Committee shall select from the members eligible to hold office, one candidate for each office except President, and for each member to be elected to the Board of Governors, and shall obtain from each candidate a written statement that the candidate is a member in good standing in the Society and consents to stand for election. Not less than thirty (30) days before the April meeting, the Nominating Committee shall present to the Secretary the names of the candidates selected, together with their statements.

**7.3 Duties of Secretary.** Upon receipt of these names from the Nominating Committee, the Secretary shall prepare a list of the candidates and shall forward such list to all members with voting rights at least ten (10) days prior to the April meeting.

**7.4 Nomination by Members.** Additional nominations of members in good standing, who consent orally or in writing to be candidates, may be made from the floor at the April meeting. If at this meeting more than one such nomination from the floor is made for any one office or membership on the Board of Governors, a vote shall be taken to select the name of the opposition candidate to be placed on the ballot.

**7.5 Voting and Election.** Not less than ten (10) days prior to the May meeting, the Secretary shall send a mail ballot, in the case of elections by mail, or a proxy statement, in the case of elections at meetings, to all members with voting rights. In the case of elections at meetings, the President shall appoint three (3) tellers to assist in conducting the election. The Board of Governors or the tellers, if any, shall promptly tally all votes. The candidate receiving a majority of the votes cast for each respective office shall be declared elected. If there is a tie vote, there shall be a runoff election.

**7.6 Installation.** Officers and members of the Board of Governors shall be installed and shall assume their duties at the annual meeting of the Chapter, as prescribed in ARTICLE 3, Paragraph 3.2 hereof, to serve until their successors are installed.

**7.7 Vacancies.** Whenever there shall be a vacancy in any office except President-Elect or on the Board of Governors by resignation or otherwise, the Board of Governors shall have the power to fill such office until the next annual election and installation, and such officer shall have the duties, rights, and privileges of the predecessor.

If the President dies, resigns, or is removed from office, the President-Elect shall immediately become President and shall serve for the remainder of the term of the immediate predecessor. If the time served by the President-Elect as President is less than six months, the President-Elect shall continue to serve as President for the next Society year; therefore, the office of President-Elect shall remain vacant until the next annual Chapter election. If the President-Elect dies, resigns, is removed from office, or becomes President for more than six months in accordance with the foregoing provisions, a special election shall be held to fill the vacancy.

**7.8 Removal.** Any officer or member of the Board of Governors may be removed by a two-thirds (2/3) vote of voting members present at a regular meeting, whenever, in the judgment of the members, the best interests of the Chapter will be served thereby. The notice of this Chapter meeting shall contain the statement that an item of importance to the Chapter will be presented for action.

privileges shall be restored to the member upon full payment thereof. Delinquency in payment of Chapter dues or other Chapter charges will not affect a member's standing in the Society.

**2.6 Termination.** Membership in the Chapter shall terminate upon the death of any member, the removal of a member's principal place of residence to the geographic area of another Chapter except as provided in ARTICLE 2, Paragraph 2.2 hereof, or the receipt of written notice by the member of termination of membership. In the event of such termination, neither the former member, nor a personal representative, heir, or devisee shall have any right, title, or interest in the Chapter or its assets.

**2.7 Expulsion.** A member may be expelled from the Society and the Chapter only upon action taken by the Board of Directors of the Society. Such action may be initiated by the Board of Governors of the Chapter by the filing of written charges and supporting evidence with the Secretary of the Society.

### ARTICLE 3 MEETINGS of MEMBERS

**3.1 Regular Meetings.** Meetings of the Chapter shall be held on at least a monthly basis from October through June at such time and place as is prescribed by the Board of Governors.

**3.2 Annual Meeting.** The annual meeting of the Chapter for the installation of officers and the Board of Governors and the announcement of committee appointments shall be held in the month of June at such time and place as is prescribed by the Board of Governors.

**3.3 Special Meetings.** Special meetings of the Chapter may be called by the President at the President's discretion, or at the request of the Board of Governors or fifteen (15) percent of the members with voting rights.

**3.4 Notice of Meetings.** Timely written notice of all meetings shall be sent by the Secretary to all members setting forth the place, date, and hour of the meeting and, in the case of a special meeting, the purpose thereof.

**3.5 Quorum.** A quorum for the transaction of business at a meeting of the Chapter shall consist of fifteen (15) percent of the members having voting rights, except that no business may be transacted unless a majority of the Board of Governors is also in attendance.

**3.6 Majority Vote.** A majority of the number of votes cast in person or by proxy shall be necessary for the adoption of any matter, except as otherwise provided in the Constitution or these Bylaws.

**3.7 Proxies.** A member may vote on any matter by a written proxy executed and dated by the member. No proxy shall be valid after ninety (90) days from the date of its execution, unless provided in the proxy.

### ARTICLE 4 DUES and FINANCE

**4.1 Society Dues.** The annual dues for membership in the Society, as prescribed from time to time by the Society, shall be paid to the Society.

**4.2 Chapter Dues.** The Board of Governors, in its discretion and subject to the approval by a vote of members, may levy such dues,

fees, charges, or other assessments as are reasonable and necessary to meet the current operating expenses of the Chapter. The due date of such payments shall be as prescribed by the Board of Governors.

**4.3 Fiscal Year.** The fiscal year of the Chapter shall end on June 30 of each year.

## ARTICLE 5 BOARD of GOVERNORS

**5.1** 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 communicate on these actions to the members in attendance at the next Chapter meeting.

**5.2 Composition.** The Board of Governors of the Chapter shall consist of the officers, the most recent past president, and two (2) members elected pursuant to Article 7 hereof.

**5.3 Meetings.** The time and place of regular meetings of the Board of Governors shall be at the discretion of the Board. A special meeting of the Board of Governors may be called by the President, at the President's discretion, or at the written request of two (2) members of the Board.

**5.4 Quorum and Majority Vote.** A quorum for the transaction of business shall consist of a majority of the Board present in person, and the majority vote of the members present in person or by proxy shall be necessary for the adoption of any matter, except as otherwise provided in the Constitution or these Bylaws. The form of proxies shall be governed by ARTICLE 3, Paragraph 3.7 hereof.

**5.5 Notice of Meetings.** Timely written notice of all meetings shall be sent by the Secretary to all members setting forth the place, date, and hour of the meeting and, in the case of a special meeting, the purpose thereof.

**5.6 Appointments to Auditing Committee.** The Board of Governors-elect shall appoint members to the Auditing Committee, pursuant to Paragraph 8.3.7 hereof at a meeting of the Board of Governors-elect prior to the annual meeting of the Chapter. Appointments shall be announced at such annual meeting.

## ARTICLE 6 OFFICERS

**6.1 Titles.** The officers of the Chapter shall be a President, a President-Elect, a Secretary, and a Treasurer.

**6.2 The President.** The President shall be the chief executive officer of the Chapter and shall have general direction of the affairs of the Chapter and general supervision over its several officers, subject, however, to the control of the Board of Governors. The President shall, from time to time, report to the members and to the Board, all matters which the interest of the Chapter may require to be brought to the Chapter's notice; shall preside at all meetings of the members and at all meetings by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of the Chapter.

**6.3 The President-Elect.** The President-Elect shall automatically succeed to the office of the President at the conclusion of the President's term of 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 committee chair appointments sufficiently far in advance of the Chapter's Regional Conference as to permit attendance by appointees at CRC workshops in the period prior to appointees' active participation as the chairs of the Chapter Committees. Chair designees of such committees as Educational Activities, Energy and Technical Activities, Membership Promotion, and Research Promotion should be especially encouraged to attend CRC meetings. Prior to the annual meeting, the President-Elect shall complete the appointments by naming at least two (2) committee members to each of the standing committees of the Chapter. The President-Elect is automatically the Chair of the Program Committee.

**6.4 The Secretary.** The Secretary shall send notices of meetings to the members and to the Board of Governors as prescribed in these Bylaws, and to Committee Chairs as requested by the President. The Secretary shall keep the minutes of the meetings of the Chapter and of the Board of Governors and shall promptly file a copy of the minutes of each meeting of the Chapter with the Secretary of the Society, the Editor of the official publication of the Society, and the Regional Chair, and shall send advance notices and minutes of meetings of the Board of Governors to the Regional Chair. The Secretary shall maintain a membership roster, a roll of membership attendance and such books, papers, and records as the Chapter or Board of Governors may direct, which shall be open to the inspection of any member of the Board of Governors. The Secretary shall promptly notify members of their nomination, election, or appointment to office.

**6.5 The Treasurer.** The Treasurer shall receive all funds, including dues, fees, charges, and other assessments and shall deposit such funds in the name of the Chapter in banks or other depositories. The Treasurer shall disburse funds only as authorized by the Chapter's Board of Governors and shall keep appropriate records of receipts and expenses and shall exhibit such records at all reasonable times to any member of the Board of Governors. The Treasurer shall make a full financial report at the annual meeting of the Chapter, a copy of which shall be forwarded to the Regional Chair. In addition, in the absence of contrary written instructions from the Society, the Treasurer shall complete, execute, and file any statements or returns incidental to federal or local taxation. The Treasurer shall publish in the newsletter an abbreviated Financial Statement. Checks issued shall be signed by two of the authorized officers.

**6.6 Additional Duties.** All officers shall perform all duties incident to their respective offices and such other duties as are prescribed by these Bylaws or as are assigned by the Board of Governors.

**6.7 Succession.** In the absence of the President and the President-Elect, the Secretary, or, in absence, the Treasurer shall exercise the powers and perform the duties of the President.

## ARTICLE 7 NOMINATIONS, ELECTIONS, VACANCIES, and REMOVAL

**7.1 Eligibility for Re-election.** Officers and Board members are elected for one-year terms. The President shall not be eligible to