AGREEMENT FOR CONSOLIDATION

AGREEMENT FOR CONSOLIDATION made and entered into as of the 23rd day of April, 1956, by and between AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, INC., hereinafter sometimes called ASHAE, having its principal office at 62 Worth St., New York 13, N. Y., and The American Society of Refrigeration, hereinafter sometimes called ASRE, having its principal office at 224 Fifth Ave., New York 1, N. Y., both of said parties being hereinafter sometimes jointly referred to as the "Consortia Parties"; WHEREAS, ASHAE was incorporated on January 24, 1895, and is a corporation duly organized and existing under the Membership Corporations Law of the State of New York; and

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

WHEREAS, the boards of directors of the Consortium Parties, after due deliberation, have resolved that it is desirable and in the best interests of said corporations and their respective memberships thereby that they be consolidated under and pursuant to the laws of the State of New York, and that the public interest would not be adversely affected by the said consolidation.

NOW, THEREFORE, IN CONSIDERATION of the premises and of the mutual agreements, covenants, and provisions herein contained, and for the purpose of prescribing the terms and conditions of the consolidation and setting forth the mode of carrying into effect, and the manner and degree of effect, the above-said consolidated corporation, as follows:

1. This Agreement for Consolidation shall be submitted for approval to the members of each of the Consortium Parties entitled to vote, at such meeting of the members as shall be called in accordance with the laws of the State of New York, to be held on or before the 30th day of June, 1956, upon due notice; that as promptly as may be practicable after due approval of this agreement by the members of each of the Consortium Parties, there shall be delivered to the Secretary of the State of New York, on or before the 30th day of June, 1956, a Certificate of Consolidation substantially in the form hereinafter set forth, the parties to such Certificate, if they shall so desire, shall take appropriate action and proceedings to effect the consolidation, and shall jointly cause the Consolidation Agreement to be filed in the Court of Chancery of the State of New York for an order approving this agreement and authorizing the filing of the Certificate of Consolidation; and following the approval and filing of the Certificate of Consolidation and the required orders, if any, be necessary, shall duly file the Certificate of Consolidation in the office of the Secretary of the State of New York.

2. The Certificate of Consolidation shall be in the form prescribed by Section 56 of the Membership Corporations Law and, in addition to the formal and other provisions therein contained, shall contain such mental or personal covenants or assurances, and such obligations, and such conditions, if any, as may be necessary or proper in connection with or incidental to the granting of the rights and powers given by this Agreement;

3. The name of the consolidated corporation shall be AMERICAN SOCIETY OF HEATING, REFRIGERATION, AND AIR-COOLDNING ENGINEERS, INC.

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

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

6. The duration of its term shall not be less than twenty-four (24) nor more than forty-eight (48) years.

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

8. Furthermore and not in limitation of the powers conferred by this Agreement for consolidation, and afterward the directors and elective officers, and their respective terms of office shall be set forth in the by-laws of the consolidated corporation.

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

10. Furthermore and not in limitation of the powers conferred by this Agreement for consolidation, and afterward the directors and elective officers, and their respective terms of office shall be set forth in the by-laws of the consolidated corporation.

11. Each of the directors of the consolidated corporation shall be indemnified by said corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a director of the corporation, except in relation to matters as to which he shall be adjudged to be guilty of willful negligence, misfeasance, or misconduct in the performance of his duties as director, in that case, the corporation shall be liable for any other right which he may be entitled under any law, agreement, vote, or otherwise.

12. The consolidated corporation shall be a new corporation, or either one of the Consortium Parties.

13. The terms and conditions of consolidation, in addition to those hereinbefore set forth, and the mode of bringing the same into effect, are as follows:

(a) The purposes of the consolidated corporation are:

(1) To conduct scientific research and study of the fields of heating, refrigeration, and air-conditioning and ventilation, and the allied arts and sciences, for the benefit of the general public.

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

(c) To develop and promote the usage of the body of knowledge and information and, for such purposes, to publish and or to furnish the publication of books, periodicals, reports, educational programs, and scientific and technical data relating to the fields of heating, refrigeration, and air-conditioning and ventilation, and the allied arts and sciences.

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

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

(f) To establish, approve, adopt, and promulgate codes, standards, and procedures in the fields of heating, refrigeration, and air-conditioning and ventilation, and the allied arts and sciences.

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

(h) To organize and form local regions, chapters, sections, and student and other branches, and to regulate, operate, and control the same under the direction of the board of directors of the consolidated corporation.

(i) To any and all other things necessary or proper in connection with or incidental to the carrying into effect of this Agreement.
the Certificate of Consolidation, subject, however, to the proviso that no such change shall alter the substance of the foregoing.

3. Upon the filing of said Certificate of Consolidation, the By-laws of the consolidated corporation shall be forty-seven (47); at the close of the Annual Meeting of the consolidated corporation to be held during the summer of 1962 the number of directors of the consolidated corporation shall be increased to thirty-four (34); at the close of the Semi-Annual Meeting to be held during the winter of 1962, the number shall automatically be increased to twenty-seven (27); at the close of the Annual Meeting in 1962, the number of directors of the consolidated corporation shall be increased to thirty-four (34); at the close of the Semi-Annual Meeting to be held during the summer of 1962 the number shall automatically be increased to twenty-eight (28); at the close of the Annual Meeting in 1962, the number of directors may from time to time be increased or decreased in the manner permitted by the statutes of the State of New York to which the Certificate of Consolidation is subject.

5. Notwithstanding any of the provisions of the Certificate of Consolidation and Exhibit A, the officers and directors of the consolidated corporation, and the members of the Executive Committee, without further action or vote of the members of the consolidated corporation, shall be the persons indicated in Exhibit B, annexed hereto and made a part hereof. Each of the persons named in said Exhibit B shall hold the office specified by the certificate of consolidation annexed hereto until the next regular annual meeting of the members at which his successor shall have been elected, or until his death, resignation, or removal from office. The number of directors specified in said Exhibit B, the board of directors, and any subordinate officers created by them shall be the persons and officers as named in Exhibit B and any amendment thereto.

6. The assets and liabilities of the Constituent Societies shall be taken up by and transferred to the consolidated corporation upon full payment in cash of the bona fide debt of the Constituent Societies, the members of the Executive Committee, without further action or vote of the members of the consolidated corporation, shall be the persons indicated in Exhibit B, annexed hereto and made a part hereof. The number of directors specified in Exhibit B, the board of directors, and any subordinate officers created by them shall be the persons and officers as named in Exhibit B and any amendment thereto.

7. Prior to the effective date of the consolidation, neither the Corporation nor the Constituent Societies shall authorize, approve, enter into any transaction or transaction other than in the ordinary course of business, except with the approval of the majority of the directors designated in Exhibit B as the original directors of the consolidated corporation.

8. If at any time either of the Constituent Societies or the consolidated corporation shall be subject to any action, assessment, assignment, reassessment, or any other thing necessary or desirable to vest in the consolidated corporation according to the terms of this agreement the right, title, and interest to any property of the Constituent Societies, each of the Constituent Societies, and the proper officers and directors thereof, shall and will execute and deliver and any and all assignments, agreements, in law, or other things necessary or desirable to vest title to such property in the consolidated corporation, and otherwise carry out the purposes and intent of this agreement.

9. This agreement may be terminated and abandoned at any time prior to the filing of the Certificate of Consolidation if (a) the Boards of Directors of both the Constituent Societies agree to such termination; or (b) Board or any of the directors of the consolidated corporation; or (c) the Board of Directors of either of the Constituent Societies agree to such termination.

10. If the aggregate materializations of the consolidated corporation shall be subject to any action, assessment, assignment, reassessment, or any other thing necessary or desirable to vest in the consolidated corporation according to the terms of this agreement the right, title, and interest to any property of the Consolidated Societies, each of the Consolidated Societies, and the proper officers and directors thereof, shall and will execute and deliver and any and all assignments, agreements, in law, or other things necessary or desirable to vest title to such property in the consolidated corporation, and otherwise carry out the purposes and intent of this agreement.

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

12. The preamble and the first sentence of the second paragraph of the first page of the Certificate of Consolidation shall be hereby affected and attested by their respective secretaries.

AMERICAN SOCIETY OF HEATING AND AIR-CONDITIONING ENGINEERS, Inc.
By ELMER R. QUER
President
Attest: AUBRY V. HUTCHINSON
Secretary
The American Society of Refrigerating Engineers, By CECIL BOLING
President
Attest: ROBERT C. CROSS
Secretary

EXHIBIT A

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

ARTICLE I

INORGANIZATION
Sec. 1. This is a corporation duly organized and existing under and pursuant to the Membership Corporations Law of the State of New York, on (date), and is hereafter called the "Society." Sec. 2. The object of the Society is to advance the arts and sciences of Heating, Refrigeration, Air-Conditioning, and Ventilation, and the allied arts and sciences, for the benefit of the general public.

ARTICLE II

GOVERNMENT
Sec. 1. The Society shall be governed by the laws of the State of New York, its Certificate of Incorporation, these By-laws, the Rules and Regulations, and the statutes of New York. In case of any conflict between the Constitution and By-laws, the Constitution shall be controlling.

Sec. 2. The Society shall neither approve any engineering project nor make any commercial product, nor allow its imprint or trademark to be used in any commercial work or business, except that it shall be permissible for a manufacturer to state in any manner deemed proper that a product has been approved, or tested and rated, in accordance with an ASHRAE Standard, giving the number of the Standard, however, the Society shall not engage in the testing or rating of such products in behalf of any manufacturer.

Sec. 3. Matters pertaining to politics, religion, or solely to trade shall not be discussed at any meeting of the Society, nor be included in any of its publications.

Sec. 4. As used in these By-laws, the use of "Member" (with a capital M) refers to a member of that grade or higher as set forth in Sec. 31, and the use of "member" (with a small m) refers to a member.

Sec. 5. Official stationery of the Society shall be used only for its official business, and only by its officers, directors, committee members, Chairmen of Sections and Branches, Chapter and Board committee members, and members of its staff.

Sec. 6. The administrative year of the Society shall begin at the Annual Meeting of the Directors, and shall consist of the 12 calendar months ending with the following Annual Meeting at the termination of its successor.

Sec. 7. All business meetings of the Society, Board of Directors, Executive Committee, Board of Directors, any committee of the Board of Directors, or any other committee of the Society, shall be conducted in accordance with Roberts Rules of Order, Revised, where the rules are not inconsistent with the laws or the provisions of the Certificate of Incorporation, By-laws, or Standing Rules of the Board of Directors.

Sec. 8. The Board of Directors shall designate one or more of the publications of the Society for the publishing of official notices to the members.

ARTICLE III

MEMBERSHIP
Sec. 1. The grades of membership in the Society shall be designated as follows: (A) Honorary Members, (B) Presidential Members, (C) Life Members, (D) Fellows, (E) Members, (F) Associate Members, (G) Affiliated Members, and (H) Student Members.

Sec. 2. Honorary Member—Any notable person of proven professional distinction may be elected an Honorary Member.

Sec. 3. Presidential Member—Upon the installation of his suc- cessor the outgoing President of the Society shall become a Presidential Member. Past Presidents of either predecessor society shall become Presidential Members.

Sec. 4. Fellow—A member who has rendered distinguished service to the Society: has been a Member in good standing for thirty (30) years; and who has attained the age of sixty-five (65) years. He shall retain all the rights and privileges of his former membership grade. He shall not be required to pay any annual dues or any other fees.

Sec. 5. Fellow—A Member who has attained unusual distinction in
 shall make application in such form and with such information as shall be prescribed by the Board of Directors.

Sec. 3.21 Membership in the Society and advancement in membership grade shall be by vote of the Board of Directors on proposals, or applications, for such membership.

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

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

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

Sec. 3.24 A person whose Affiliate grade has terminated may be advanced to Associate Member grade by the Board of Directors upon application providing proof of his qualifications for membership.

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

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

ARTICLE IV
FEES AND ANNUAL DUES

Sec. 3.41 Initiation and advancement fees and annual dues shall be fixed by the Board of Directors from time to time and shall be payable by each Member, Associate Member, Fellow, or Student. The Board of Directors shall be published periodically in the official publication of the Society.

Sec. 3.42 The Board of Directors may provide for a paid-up membership life fee of $250, which shall entitle the member to retain full rights and privileges of his membership grade, before such payment was made, unless otherwise deprived thereof.

Sec. 3.43 Any member who has paid due for thirty (30) years shall be permanently exempted from the payment of further dues, and shall have full rights and privileges of his membership grade, unless otherwise deprived thereof.

Sec. 3.44 The Board of Directors may waive the dues of any member for special reasons.

Sec. 3.45 Members of all grades shall receive the official journal of the Society, Members, Affiliate grades, except Student and dues paying members whose paid dues amount to less than 50 per cent of a Member grade, shall be entitled to receive the Society's other publications as authorized by the Board of Directors.

ARTICLE V
THE BOARD OF DIRECTORS AND OFFICERS

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

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

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

Special Meetings of the Board of Directors may be called by the President or by three (3) members of said Board. The Board of Directors may transact any business at Special meetings and its activities at each meeting of the Society and at the Annual Meeting shall present a written report as required by the Membership Corporation. A quorum of the Board of Directors shall consist of thirteen (13) of its members.

The Board of Directors shall have full and complete management and control of the activities, properties, and funds of the Society, subject to the provisions of law, the Certificate of Incorporation, and these By-Laws as the same may be amended.

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

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

Sec. 5.5 All officers of the Society shall perform the duties customarily attaching to their respective offices under the laws of the State of Nevada. All such officers shall be subject to the provisions of said By-Laws.
tive offices as are delegated to them in these By-laws and as may from time to time be assigned to them by the Board of Directors.

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

Sec. 5.7 The President, Vice President, Treasurer, Secretary, General, Life Members, Fellow, and Members shall be eligible for election as President, Vice President, Treasurer, or Director.

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

Sec. 5.9 A President shall be filled by the election of the Board of Directors, or in the event of vacancies in the offices of the President, by election of the Board of Directors. In the event of vacancies in the offices of Secretary or Treasurer, they shall be filled by election of the Board of Directors until the next Annual Meeting.

Sec. 5.10 The Treasurer shall have custody of the funds of the Society and shall be responsible for the proper accounting, which account shall be open to the inspection of any member of the Board of Directors.

Sec. 5.11 The expenditures of the Society's funds shall be governed by the By-laws, or, in the absence of By-laws, or from time to time amended, by the Board of Directors, and no additional expenditures shall be made without the approval of the Board of Directors.

Sec. 5.12 The Executive Secretary shall be appointed by the Board of Directors under an employment agreement approved by the Board of Directors, fixing his salary, term of employment, and other conditions. The Executive Secretary shall be subject to removal by a vote of two-thirds (2/3) of the Board of Directors present and voting, at any regular annual or special meeting.

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

Sec. 5.14 After the close of the fiscal year, the accounts of the Secretary shall be audited by a certified public accountant approved by the Board of Directors, and a report made, without objection, by the President and the Treasurer. After the Annual Meeting, the Board of Directors shall be published in the official publication.

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

ARTICLE VI \MEETINGS

Sec. 6.1 Voting at any meeting may be in person or by proxy, but only voting members in good standing of the Society shall be eligible to act as proxies. A proxy shall not be valid after more than three (3) months from the date of mailing the notice of the meeting. The number of directors, members of proposals to amend these By-laws, and on questions referred to the Society pursuant to Article V Section 5.3 shall be secret ballots. The inspectors of election shall consider ballots and votes to be valid provided the intent of the voter is clear. The result of the vote shall be reported by the inspectors of election to the President and Secretary within seven (7) days after the second day of the Annual Meeting, whereupon the terms of the inspectors of election shall expire.

The inspectors of election shall be appointed by the Board of Directors.

Sec. 6.4 There shall be held in the official publication of the Society, three months prior to the Annual Meeting, the names and qualifications of the candidates nominated as submitted by the Nominating Committee: and two months prior to the Annual Meeting, the names and qualifications of the consenting nominees submitted in proportion to the previous year.

Sec. 6.5 The President, Vice Presidents, and the Treasurer shall each be elected to serve in their respective offices for a term of one (1) year. If the election is held during the term of two (2) years, one-third (1/3) of them to be elected each year, or as specified in Article V Section 5.1.

ARTICLE VII \MEETINGS

Sec. 7.1 The Annual Meeting of the Society shall commence on a day and at a time fixed by the Board of Directors, at approximately the same time as the calendar year, and the President shall preside until adjourned.

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

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

Notice of a Special Meeting shall state the purpose for which the meeting is to be held and be in writing. Notice shall be made that set forth in the notice shall be entertained or transacted thereat.

ARTICLE VIII \COMMITTEES

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

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

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

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

Sec. 8.5 No committee of the Society other than a General or Special Committee shall be a Member or Associate Member.

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

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

- Board of Directors
- Executive Committee
- Finance Committee
- Technical Committee
- Regional Committees
- Long Range Planning
- Admissions Committee
- Admissions Committee
- By-Laws Committee
- Exposition

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

- The Board of Directors shall consist of the President, who shall serve as the Chairman of the Board, the Vice President, the 2nd Vice President, and the Treasurer. It shall meet at the call of the President, or upon request of any two (2) members of the Committee. The Board shall be subject to the provisions of Article III, Amendments to the By-laws of the Society, and of the provisions of the Board of Directors regarding matters relating to the Society or any member, or members thereof. During intervals between Board of Directors' meetings, the Chairman of the Board may exercise the powers of and act for the Board of Directors.

- The Finance Committee shall consist of five (5) Members including the Treasurer, one Vice, two and three (3) of which these three (3) to serve a term of three (3) years. The President shall appoint one of these last three (3) committee members each year, so that the term of the Committee shall be staggered, and shall constitute the Committee as appropriate to fill vacancies. One of these presidential appointees shall be a member of the Board of Directors.

The Finance Committee, under the direction of the Board of Directors, shall supervise and control the financial affairs of the Society and its books of account. It shall survey, investigate and analyze all financial reports and records, prepare a budget for the following fiscal year, and prepare the Budget for submission to the Board of Directors. The Finance Committee shall submit the Board of Directors prior to the end of the fiscal year. The Budget of estimated income and expenditures of the Society and all the committees thereof, for the succeeding fiscal year.

- The General and Administrative Coordinating Committee shall consist of the Treasurer and Vice Chairman of the following committees:

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

- The Technical Coordinating Committee shall consist of the Chairman and Vice-Chairman of the Committees of Technical and Standards, and Technical, and Standards Committees, and shall have a Vice President as Chairman. In addition, there shall be three (3) Members-at-Large appointed by the President of the Board of Directors to coordinate the activities of the committees named in this section.

- The Divisions Advisory Committee shall consist of the (9) Members-at-Large of the Board of Directors, three (3) each being elected from the (1) heating, (2) refrigeration, (3) air conditioning and ventilation areas of membership professional interest, and each to serve for not more than three (3) years. The particular category represented. It shall be the duty of the Committee to review, and advise the Board of Directors, when it deems that any area of membership management is not adequately provided for.

It is the duty of this Committee to report in detail at each meeting of the Board of Directors the degree to which each area of professional interest is being provided for.

Wherever twenty-five (25) or more members in a Chapter, or two hundred (200) or more members nationally signify their desire to
carry out a program at Chapter level, or national level, respectively, in a specialty within the fields defined in Sec. 1.2, this Committee and the Board of Directors shall provide all reasonable facilities customarily provided to other committees.

Sec. 8.6.6 The Regions Central Committee shall consist of the 2nd Vice President, in its Chairman, and the Regions Directors. The said committee shall make recommendations to the Board of Directors regarding the policies, procedures and operation of the Society and its Chapters, and coordinate and consult with the Chapters Regional Committees; and it shall investigate applications for the creation of Chapters, and report thereon to the Board of Directors.

Sec. 8.6.7 The nominations of officers and members of the Board of Directors, other than those nominated by the Nominating Committee, shall be made in writing to the Board of Directors, but in no case later than thirty (30) days prior to the Annual Meeting. The Board of Directors shall have the right to amend such nominations and to present such nominations as it sees fit to the Annual Meeting, but such amendments shall be subject to the approval of the Nominating Committee.

Sec. 8.8 Chapters Regional Committees, each serving one Regional Area in the United States as a Regional Central Committee, shall consist of one (1) member and one (1) alternate member selected by each Chapter therein, to serve for a term of one (1) year. The said committees shall nominate candidates for the Board of Directors, based on their respective Regional Areas recommendations concerning the policies, procedures and operation of the Society, its Chapters and Branches, review the same, and make recommendations to the Board of Directors by the Regional Central Committee. Said committees shall select the Members and alternates, respectively, on the Nominating Committee, and duly notify the Executive Secretary of such selections. As a matter of practice, the recommendations of Chapters Regional Committees may be present at committee meetings and participate in the deliberations thereof, but shall not vote therein except in the absence of the committee members, and they being present being alternates. The said committees shall hold committee meetings at least once in (45) days after the Annual Meeting. Each Regional Director shall be the Chairman of the Committee serving his Regional Area.

Sec. 8.8.9 The Long Range Planning Committee, for all purposes, shall consist of five members, each of whom shall serve for a term of three (3) years and shall be appointed by the Board of Directors. The said committee shall consist of one (1) member and one (1) alternate member selected by each Chapter therein, to serve for a term of one (1) year. The said committee shall submit to the Board of Directors by the Regional Central Committee the names of all applicants and the grade for which it considers them to be eligible, except membership grades conferred as an honor, and report thereon to the Board of Directors. The Board of Directors shall determine the grade or grades that it considers the applicant to be eligible for, and the grades obtained, and proceedings of said committee shall be secret and confidential, and its records concerning unsuccessful applicants shall be destroyed.

Sec. 8.8.11 The Board of Directors and its Committees have authority to change or alter the By-laws at any time, provided they shall be adopted by the Board of Directors and submitted to the Annual Meeting for ratification. Regulation, and make recommendations thereon to the Board of Directors.

Sec. 8.8.12 The Education Committee shall advise the Society in its educational activities, which may be done with educational institutions, and those matters relating to the requirements of membership of students and graduates therefrom, and related matters.

Sec. 8.8.13 The Exposition Committee shall coordinate the activities of the Society with other organizations, and to plan and promote the arts of heating, refrigeration, air conditioning and ventilation.

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

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

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

Sec. 8.8.17 The Membership Development Committee shall publicize the aims, activities, achievements and scientific and educational purpose of the Society throughout the country, and shall make efforts to ensure that persons duly qualified shall apply for membership therein.

Sec. 8.8.18 The Nominating Committee shall consist of eighteen (18) members, one (1) member selected by each of the Regions of the Society, and one (1) member selected by the Regional Central Committees; five (5) members with six (6) alternate members selected by the Board of Directors; in addition to the President of the Society, the Executive Secretary, the Treasurer, the immediate past President and the Past President. The said committee shall select the nomination committee, and the last preceding Past President who is not a member of the Board of Directors, who shall be its Chairman and shall have the right to make nominations.

Nominations of officers and members of the Board of Directors, other than those nominated by the Nominating Committee, shall be made in writing to the Board of Directors, but in no case later than thirty (30) days prior to the Annual Meeting. Upon presentation of such nominations, with each nominee's consent, to the Executive Secretary at least sixty (60) days prior to the first session of the Annual Meeting, said nominations shall be placed upon the ballot with a notation that they are being made by members independent of the Nominating Committee.

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

Sec. 8.8.21 The Publications Committee, subject to the direction of the Board of Directors, shall formulate the editorial policies of the Society and all of its publications. The chairman may appoint sub-committees of one (1) or more members to review and report to the committee on the quality of publications for consideration of prospective papers and bulletins intended for presentation or presented at Society meetings and the discussions thereof. In the performance of its functions the said committee may make recommendations to the Board of Directors for such conditions: (A) that the data recommended for publication shall tend toward the professional education of the individual engineer; (B) that such data shall be of practical value and such data shall tend to advance for the public benefit the sciences relating to the arts of heating, refrigeration, and air conditioning and ventilation, or the arts of building or other codes, in practice.

Sec. 8.8.22 The Public Relations Committee shall publicize the aims, activities and achievements of the Society and its scientific and educational purpose, and shall plan and promote the work of bringing public and members' interest in the Society to its affairs.

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

In addition to the research activities, this committee shall plan for and have charge of the activities of the Research Foundation to further the advancement of the arts and sciences of heating, refrigeration, air conditioning and ventilation, and the allied arts and sciences for the purpose of increasing the scope of the activities of each of these technical committees.

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

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

Sec. 8.8.24 The Constitution and By-laws Committee shall consist of the Board of Directors, its Committees, and shall be responsible for the enactment of building or other codes, or in propaganda, or other activities designed to improve the legislation.

Sec. 8.9 Any Committee except the Nominating Committee shall render to the Board of Directors, prior to the Annual Meeting of the Society, annual reports of their activities and shall submit progress reports to the Board of Directors at such times as required by the President.

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

Sec. 8.11 Each General Committee at the request of the Board of Directors, shall plan and conduct such meetings, or such educational Procedure which shall govern its activities after approval by the Board of Directors. The said procedures may be amended as required, with the approval of the Board of Directors.

Sec. 8.12 The Board of Directors may by a two-thirds (2/3) vote remove from any committee excepting Regions Central and Nominating Committees.

Sec. 8.13 Each committee's actions, proceedings, findings, conclusions and reports shall be subject to the direction and review of the Board of Directors, and the Board of Directors may take such steps, or see that such steps are taken by the committees as may be appropriate to comply with the By-laws. The Board of Directors may by a two-thirds (2/3) vote resolution adopted by the Society, or any resolution, rule or directive of the Board of Directors.

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

ARTICLE IX

CHAPTERS AND REGIONS

Sec. 9.1 The Board of Directors may establish Chapters which shall operate for the purpose of affording to the members of the Society, and the By-laws of the Society, and the Rules and Regulations of the Board of Directors.

Sec. 9.2 Branches of the Society may be established, operated, and maintained in such countries as may be approved by the Board of Directors. Such Branches shall be Special Branches, consisting of groups within continental North America; Overseas Branches, consisting of groups within countries bordering the seven seas of the World, and Student Branches.

Sec. 9.3 Chapters of the Society shall be grouped in geographical areas by States, Territories and Provinces, and shall constitute Regions as a Region. The number and delineations of Regions and changes therein shall be published in the official publication.

Sec. 9.4 Chapters of the Society shall be granted a title, which shall be approved by the Board of Directors. Any chapter approved by the Board of Directors, or the Nominating Committee, or the By-laws may be authorized by the Board of Directors, or the Nominating Committee, or the By-laws may be a portion of the Society and the adoption of By-laws, based on the recommendations of the Chapters or Branches, which have been approved by the Board of Directors.

Only members of the Society in good standing shall be eligible to
become and remain Chapter or Branch members. Chapter or Branch members shall hold the same grade of membership in the Chapter or Branch as are held by them in the Society as a member shall vote or hold office concurrently in more than one (1) Chapter or Branch of the Society. All grades of Chapter or Branch members, except Students, shall be eligible to vote and hold office in Chapters or Branches.

Sec. 95. A charter shall be granted by the Board of Directors to each duly authorized Chapter or Branch. It shall be signed by the President and countersigned by the Executive Secretary.

Sec. 96. The elected officers of Chapters or Branches shall receive no salary, emolument or compensation for their services as such. Chapters or Branches shall not act for the Society or subject the Society to any financial or other obligation, except as the Society or the Board of Directors may by resolution specifically assume. Notice to the following shall be mailed to each Director of each Chapter or Branches. Each Chapter or Branch shall promptly file a copy of its Minutes with the Executive Secretary of the Society and make report to said Director of its proceedings. Each Chapter and Branch shall file with the Chairman of its Regional Committee its recommendations concerning the policies, programs and operation of the Society, its Chapters and Branches. No contributions, except dues, shall be received or solicited by Chapters or Branches without the written approval of the Board of Directors. Chapters or Branches shall not issue publications or use the Society's name or emblem or Chapter or Branch insignia, without the approval of the Board of Directors. Chapters or Branches shall give no recommendations or endorsements of any scientific, literary, mechanical or engineering product for the promotion of private interests.

Sec. 97. Each Chapter or Branch shall annually elect and install officers prior to the Annual Meeting of the Society. Each Chapter may be provided with funds by the Society as the Board of Directors may deem appropriate.

Sec. 98. The charters of Chapters, Special Branches and Student Branches of the Society, may be revoked by a two-thirds (2/3) vote of all the members of the Board of Directors after written preferment of charges, sixty (60) days written notice of hearing being given to registered and attornied at the President of the Chapter or Branch, and an adequate opportunity to be heard before the Board of Directors or a committee of three (3) or more Members designated by the Board of Directors.

ARTICLE XI

FUNDS

Sec. 101. Society Reserve Fund. Admission fees and such other funds as may from time to time be recommended by the Finance Committee and allocated by the Board of Directors shall be set aside and the principal thereof maintained in the Society Reserve Fund. The Board of Directors is authorized and empowered at any fiscal year in which the Society's revenues may be insufficient to meet expenses, unless a maximum of twenty percent (20%) of the Society Reserve Fund as valued on the first day of the fiscal year in which such a withdrawal may be required.

Sec. 102. Allocation of Dues for Research. Unless changed by the Society at an Annual or Special Meeting, a percentage determined by the Board of Directors of the dues shall be set aside for basic or fundamental research in the principles and branches of the arts and sciences in the arts relating to the sciences of heating, refrigerating, and air conditioning and ventilation, and the allied arts and sciences. Such funds as may be derived from other sources shall be allocated by the Treasurer upon direction of the Finance Committee or the Board of Directors, or under such other arrangements as are approved by the Board of Directors.

ARTICLE XII

INTERIM PROVISIONS

Inasmuch as this Society is a corporation formed by the consolidation of the American Society of Heating and Air-Conditioning Engineers, Inc., and The American Society of Refrigerating Engineers, known as the constituent corporations, and as ASHE, respectively; and inasmuch as the members of the constituent Societies desire to continue the officers and directors of the respective constituent corporations for the welfare and benefit of the consolidated corporation and its members; and

Notwithstanding any provisions of these By-laws of this consolidated corporation to the contrary, it is understood and agreed that the By-laws of this consolidated corporation shall include the following interim provisions:

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

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

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

EXHIBIT B

OFFICERS AND BOARD OF DIRECTORS

JANUARY 1959 TO JUNE 1959

President—Cecil Bolling
1st Vice- President—E. Galliano
2nd Vice President—Robert T. Full
4th Vice President—Robert H. Tull
5th Vice President—H. R. H. Whitley
Executive Secretary—ASHE
Registrar—Franklin T. Carter

NOTE—

These individuals plus all elected officers constitute the Executive Committee.

OFFICERS AND BOARD OF DIRECTORS

JUNE 1959 TO JANUARY 1960

President—Arthur J. Hens
1st Vice- President—Daniel D. Wilke
2nd Vice President—Walter A. Grant
4th Vice President—Robert H. Tull
5th Vice President—H. R. H. Whitley
Executive Secretary—ASHE
Registrar—Franklin T. Carter

NOTE—

These individuals plus all elected officers constitute the Executive Committee.

OFFICERS AND BOARD OF DIRECTORS

JANUARY 1960 TO JUNE 1960

President—Daniel D. Wilke
1st Vice- President—Walter A. Grant
2nd Vice President—Robert H. Tull
4th Vice President—H. R. H. Whitley
5th Vice President—Willie F. Wobickle
Executive Secretary—ASHE
Registrar—Franklin T. Carter

NOTE—

These individuals plus all elected officers constitute the Executive Committee.

OFFICERS AND BOARD OF DIRECTORS

JUNE 1960 TO JANUARY 1961

President—Walter A. Grant
1st Vice- President—Robert H. Tull
2nd Vice President—ASHE
Executive Secretary—ASHE

NOTE—

These individuals plus all elected officers constitute the Executive Committee.

OFFICERS AND BOARD OF DIRECTORS

JANUARY 1961 TO JUNE 1961

President—Robert H. Tull
1st Vice- President—2nd Vice President
Executive Secretary—ASHE

NOTE—

These individuals plus all elected officers constitute the Executive Committee.

OFFICERS AND BOARD OF DIRECTORS

JUNE 1961 TO JANUARY 1962

President—ASHE
1st Vice- President
2nd Vice President
Executive Secretary—ASHE

NOTE—

These individuals plus all elected officers constitute the Executive Committee.

OFFICERS AND BOARD OF DIRECTORS

JANUARY 1962 TO JUNE 1962

President—ASHE
1st Vice- President
2nd Vice President
Executive Secretary—ASHE

NOTE—

These individuals plus all elected officers constitute the Executive Committee.