

**Constitution and Bylaws of the Detroit Chapter
of the American Society of Heating, Refrigerating
and Air-Conditioning Engineers, Inc.**

Approved by Society on **June 5, 2009**

ARTICLE I – NAME and AREA SERVED

The name of the organization is the Detroit Chapter (herein “Chapter”) of the American Society of Heating, Refrigerating and Air-Conditioning Engineers, Inc. (herein “Society”). The principal area(s) served by the Chapter are the Michigan counties of Hillsdale, Jackson, Lenawee, Livingston, Macomb, Monroe, Oakland, Washtenaw, and Wayne. The principal location where regular meetings will be held is metropolitan Detroit.

ARTICLE II – 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 III – 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 applicable tax regulations for non-profit organizations or corresponding provisions of tax laws.

3.1 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.

3.2 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 may use the emblem of the Society in accordance with the Rules of the Board; and the Chapter shall not incur any financial liability or contractual obligation in the name of the Society.

3.3 The Chapter may issue publications and/or websites/downloads/documents in accordance with the Rules of the Board. Certain publications for members such as a chapter newsletter or chapter membership roster/product directory may be distributed to persons other than members provided it clearly complies with paragraph 3.2. Certain designated ASHRAE documents may be translated in accordance with the Rules of the Board.

3.4 The Chapter may contribute to, affiliate with, or hold membership in any society, association, council, or other organization in accordance with the Rules of the Board.

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

ARTICLE IV – MEMBERSHIP, DUES and FINANCE

4.1 **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.

4.2 **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.

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

4.4 **Rights and Privileges.** All Chapter members shall be entitled to the same rights and privileges, except that anyone who has not paid Chapter fees, dues, assessments or other charges within sixty (60) days of their 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. Chapter officers and committee chairs must be members of ASHRAE in good standing with the grade of Associate Member or higher. 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 VI, paragraph 6.7 hereof.

4.5 **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 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.

4.6 **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 IV, paragraph 4.2 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 his/her personal representatives, heirs or devisees shall have any right, title or interest in the Chapter or its assets.

4.7 **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.

4.8 **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.

4.9 **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.

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

ARTICLE V – OFFICERS, GOVERNORS, NOMINATIONS, ELECTIONS, VACANCIES, and CHAPTER REGIONAL COMMITTEE

5.1 Titles. The officers of the Chapter shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. Consult the current version of the Manual for Chapter Operations (MCO) for updates.

5.2 Multiple Offices. With the exception of President, any of these offices may be held by the same member.

5.3 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 provide general supervision over its several officers, subject 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 within the President's knowledge 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 of the Board; shall sign and execute in the name of the Chapter all contracts, or other instruments authorized 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.

5.4 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 the committee chair appointments sufficiently far in advance of the Chapters Regional Conference as to permit attendance by the appointees at CRC workshops in the period prior to appointees active participation as chairs of the Chapter Committees. Chair designees of such committees as Student Activities; Membership Promotion; Resource Promotion; Technical, Energy and Government Activities; Chapter Programs; Honors and Awards; and Historical 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.

5.5 The Vice President. In the absence of the President and the President-Elect, the Vice President shall exercise the powers, and perform the duties of the President.

5.6 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 Regional Chair and RVC for Chapter Technology Transfer, and shall send advance notices and minutes of meeting of the Board of Governors to the Regional Chair. In addition, the Secretary shall send the Chapter newsletter to the Editor of the official publication of the Society. 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.

5.7 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. Checks issued by the Treasurer shall be countersigned by an authorized officer of the Chapter.

5.8 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.

5.9 Eligibility for Re-election. Officers and Board members are elected for one-year terms, except the Secretary and Treasurer, who shall be elected to two year terms. The President-Elect shall serve as either Secretary or Treasurer and shall have served at least two years on the Board of Governors as a prerequisite to being nominated for President-Elect. The Vice-President shall serve as either Secretary or Treasurer and shall have served at least two years on the Board of Governors as a prerequisite to being nominated for Vice-President.

5.10 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 or 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 March meeting the Nominating Committee shall present to the Secretary the names of the candidates selected together with their statements.

5.11 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 such meeting.

5.12 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 such 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.

5.13 Voting and Election. Not less than ten (10) days prior to the next meeting, the Secretary shall send a mail or electronic ballot to all members with voting rights. The Nominating Committee 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 run-off election.

5.14 Installation. Officers and members of the Board of Governors shall be installed at the annual meeting of the chapter and shall assume their duties at the start of the next Society year.

5.15 Vacancies. Whenever there shall be a vacancy in any office except President-Elect or a member of 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, he/she 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.

5.16 Removal. Any officer or member of the Board of Governors may be removed by at least a 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 member vote and subsequent action.

5.17 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 June.

5.18 **Term.** The delegate and alternate delegate shall serve for a term of one (1) year, commencing on the first day of July 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.

5.19 **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 Meeting; shall attend such meeting; shall suggest candidates for the Board of Directors of the Society, Society committees, and miscellaneous Society honors and awards; shall participate in the election of 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 meeting, together with any recommendations for Chapter action.

5.20 **Vacancies and Removal.** Whenever either delegate is unable to fulfill this 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 VI - MEETINGS OF MEMBERS

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

6.2 **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 April at such time and place as is prescribed by the Board of Governors.

6.3 **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 15 percent of the members with voting rights.

6.4 **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.

6.5 **Quorum.** A quorum for the transaction of business at a meeting of the Chapter shall consist of 10 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.

6.6 **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.

6.7 **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 otherwise provided in the proxy.

ARTICLE VII - BOARD OF GOVERNORS

7.1 Duties. The property and affairs of the Chapter shall be managed by the Board of Governors. The Board of Governors may execute all business of the Chapter that does not require action by the full membership of the Chapter. Governors shall provide general assistance to their assigned Chapter Committee Chairpersons as required. Governors who are Chief Mechanical Engineers or similar department heads shall provide guidance to the Program Committee in the development of meeting topics and the selection of presenters. Governors shall report to the Board on the activities of their respective committees. The presiding officer shall report briefly on these actions at the next Chapter meeting. Respective committees shall be assigned by the President.

7.2 Composition. The Board of Governors of the Chapter shall consist of the officers, the most recent available past president, and a minimum of two members elected pursuant to Article V hereof.

7.3 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.

7.4 Quorum and Majority Vote. A quorum for the transaction or business shall consist of a majority of the Board present, in person, by means of telecommunication, or by means of electronic communication, and the majority vote of the members present, in person, by means of telecommunication, by means of electronic communication, 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 VI Paragraph 6.7 hereof.

7.5 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.

7.6 Appointments to Auditing Committee. The Board of Governors-elect shall appoint members to the Auditing Committee, pursuant to Article VIII paragraph 8.3.2.1 hereof, at a meeting of the Board of Governors-elect held prior to the annual meeting of the Chapter. Appointments shall be announced at such annual meeting.

ARTICLE VIII - 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 Chairs thereof shall be appointed by the President-Elect pursuant to Article 5.4.

8.3 Standing Committees. Standing Committees are primarily essential to the Chapter, region, and Society and are broken into two categories: those that are mandatory and those that are optional, but whose functions are essential to the Chapter operation.

8.3.1 Mandatory standing committees are: Chapter Nominating; CRC Action; Student Activities; Membership Promotion; Research Promotion; Technology Transfer; Programs; and Historical.

8.3.1.1 Nominating Committee. The Nominating Committee Chair is the Past President who served as Ex-Officio the previous year. The Nominating Committee shall consist of two (2) additional members in good standing. One member of the Board of Governors may serve on the Nominating Committee but not as its Chair.

8.3.1.2 CRC Action Committee. The CRC Action Committee shall determine major items of concern to the Chapter; obtain biographies on possible candidates for Society and regional offices, committees, and various regional 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 Student Activities; Membership Promotion; Resource Promotion; Technical, Energy, Government Activities and Refrigeration; Chapter Programs; Honors and Awards; and Historical Committees to attend the CRC. The chair of this Committee should be a past president of the chapter.

8.3.1.3 Student Activities Committee. The Student Activities Committee shall assist and cooperate with other technical and scientific organizations to influence pre-college (K-12) education in math and science; shall assist in the formation and/or continuing operation of student branches of the chapter; and shall assist with chapter participation in continuing education courses and related activities. The Chair of this Committee, or a designated substitute, is expected to attend the CRC Meeting.

8.3.1.4 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.

8.3.1.5 Research Promotion Committee. The Research Promotion Committee shall promote the research activities of the Society and shall conduct an annual campaign to obtain investments in ASHRAE Research, The ASHRAE Foundation, and Education through the ASHRAE Learning Institute. 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.

8.3.1.6 Technology Transfer Committee. The Technology Transfer Committee shall develop liaison on technical issues with local levels of government, promote and administer the chapter technology and government affairs awards programs, and submit PAOE points related to technical and government activities. The committee shall provide timely reports to the regional vice chair. The chair of this committee, or a designated substitute, is expected to attend the CRC meeting.

8.3.1.7 Chapter Programs Committee. The Chapter Programs Committee shall make arrangements for speakers for programs and technical sessions at chapter meetings including speaker's requirements for equipment, accommodations and travel arrangements. The CRC shall act as host throughout the meeting. The committee shall coordinate the efforts of the chapter by making arrangements with area educational institutions for continuing education courses and develop an active "Speakers Bureau" to present talks and seminars to chapters and regions. The chair of this committee, or a designated substitute, is expected to attend the CRC meeting.

8.3.1.8 Historical Committee. the Chapter Historian and/or Historical Committee shall collect and safeguard facts, photographs, records, and other memorabilia pertinent to the history of the Chapter. The chair of this committee, or a designated substitute, is expected to attend the CRC meeting and report its progress to the Regional Historian.

8.3.2 Optional Committees, whose functions are essential to the Chapter operation are Auditing, Nominating, Refrigeration; Reception and Attendance, Communications (Newsletter), Honors and Awards; Special Events; and Chapter Section, if appropriate. The duties and functions of each Optional Committee (several of which may be combined under a single chair) are as follows:

8.3.2.1 **Auditing Committee.** The Auditing Committee shall consist of three (3) members in good standing, none of whom shall be members of the Board of Governors, and shall elect its own Chair.

8.3.2.2 **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 promote chapter-sponsored seminars on refrigeration and shall arrange for continuing education in the refrigeration field. The activities of the Refrigeration Committee shall be coordinated with the Chapter Technology Transfer Committee, and if there is no Refrigeration Committee the activities described above shall be handled by the Chapter Technology Transfer Committee. The chair of this committee, or a designated substitute, is expected to attend the CRC Meeting.

8.3.2.3 **Reception and Attendance Committee.** The Reception and Attendance Committee shall encourage fellowship among members and shall extend cordial greetings to guests and new members of the Society. The Reception and Attendance Committee shall ascertain the expected attendance for all Chapter meetings and events. The Reception and Attendance Committee shall report actual meeting attendance to the Chapter Secretary.

8.3.2.4 **Communications (Newsletter) Committee.** The Communications Committee shall obtain news of interest to the Chapter members and supervise the publishing of the Chapter newsletter. The Communications Committee shall also 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. The Communications Committee shall also be responsible for notifying the Chapter membership prior to each scheduled meeting or event to ensure that they have received notice of that meeting or event.

8.3.2.5 **Honors and Awards Committee.** The Honors and Awards Committee shall consist of a chair and at least two (2) additional members, preferably past chapter presidents. The Honors and Awards Committee shall promote the recognition of outstanding chapter members within the chapter, region, Society, associated societies and the community. The committee shall submit names of chapter members to ASHRAE and other organizations for honors and awards given by ASHRAE and other organizations. The chair of this committee, or a designated substitute, is expected to attend the CRC meeting.

8.3.2.6 **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.

8.3.2.7 **Chapter Section Committee.** When a chapter area is defined that is not being provided chapter services, the chapter may form a Chapter Section Committee to start and maintain chapter sections within the chapter area. The chapter president shall name a section representative for each section who will maintain liaison with the chapter.

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 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 IX – RULES OF ORDER

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 current edition of *Robert's Rules of Order Newly Revised*

ARTICLE X - 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 applicable tax regulations for nonprofit organizations or corresponding provisions of applicable tax laws.

10.2 **By Society.** Amendments to these Bylaws set forth in written directives of the Secretary of the Society shall 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 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 by 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 send copies of the proposed amendments to all members not less than seven (7) days before the next succeeding meeting. If approved by a two-thirds (2/3) vote of the members in good standing present at such meeting, the chapter secretary shall forward such proposed 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, or its authorized representatives, of the Society.

ARTICLE XI – DISSOLUTION

11.1 The chapter may be dissolved:

- a. with the consent of not less than sixty (60) percent of the members in good standing of the chapter with voting rights expressed, either in person or by proxy, at a special meeting called for that purpose, or

- b. by a two-thirds vote of the ASHRAE Board of Directors after written preferment of charges, sixty (60) days written notice of hearing sent by registered mail to the President of the Chapter, and an adequate opportunity for the chapter representative to be heard before the Board of Directors or a committee of three (3) or more members designated by the Board of Directors.

11.2 In the event of dissolution, all debts and liabilities legally incurred on behalf of the chapter shall be fully discharged. The remaining funds shall be disposed of in accordance with paragraph 11.3 thereof.

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

11.4 In the event that the Society is not then in existence or is not then exempt under applicable tax regulations for non-profit organizations or corresponding provisions of tax laws, 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 XII – ADOPTION

These Bylaws shall be completed and adopted by a majority of the Board of Governors. 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 by the Detroit Chapter:

April 22, 2009

Date

[Signature]
Chapter President