CONSTITUTION
OF THE
SAN DIEGO CHAPTER
OF THE
AMERICAN SOCIETY OF HEATING, REFRIGERATING AND AIR-CONDITIONING ENGINEERS, INC.

Approved by the Society:

ARTICLE I - NAME

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

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Chapter is located in San Diego, California.

ARTICLE III - 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 IV - 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.

ARTICLE V - 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.

5.3 The Chapter shall not issue publications for distribution to persons other than members without prior approval of the Board of Directors of the Society. 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 5.2.

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 VI - DISSOLUTION

6.1 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.

6.2 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 6.3 thereof.

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

6.4 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 VII - 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, and applicable tax regulations for non-profit organizations or corresponding provisions of tax laws.

7.2 Amendments to this Constitution, 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 meeting.

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, the Secretary shall mail 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 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.

ARTICLE VIII - 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 San Diego Chapter:

_____ _____

Date Chapter President

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