

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

APPROVED BY THE SOCIETY 9 AUGUST 1976

ARTICLE I - NAME

The name of the organization is the Hampton Roads 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 the City of Norfolk, in the Commonwealth of Virginia.

ARTICLE III OBJECTS

The objects of the Chapter are exclusively scientific and education and include, but are not limited to: (i) the advancement of the sciences of heating, refrigerating and air-conditioning engineering and related sciences; (ii) the continuing education of the membership and other interested persons in said sciences, through lectures, demonstrations and publications; (iii) the rendition of career guidance and financial assistance to students of the sciences; and (iv) the encouragement of scientific research.

ARTICLE IV - POWERS

The Chapter shall have the power to perform all lawful acts which may be deemed necessary or expedient 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 consistent with the provisions of (Section 501(c)(3) of the Internal Revenue Code of 1954), or corresponding provisions of any subsequent Federal tax laws.

Chapter. All rights and privileges of a member are vested solely in the member and may not be delegated or transferred, except as provided in ARTICLE III, paragraph 3.7 thereof.

2.5 Suspension. All rights and privileges of membership in the Chapter shall be suspended, in the event that a member does not pay any Chapter fees, dues, assessments or other charges within six (6) months of their due date; such membership rights and privileges shall be restored upon full payment thereof. Delinquency in payment of Chapter dues or other Chapter charges will not affect a member's standing in the Society.

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

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

ARTICLE III - MEETINGS OF MEMBERS

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

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

3.3 Special Meetings. Special meetings of the Chapter may be called by the President at his discretion or at the request of the Board of Governors or 15% of the members with voting rights.

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

3.5 Quorum. A quorum for the transaction of business at a meeting of the Chapter shall consist of 15% of the members either present in person or by proxy having voting rights, except that no business may be transacted unless a majority of the Board of Governors is also in attendance.

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 shareholders; 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 the prior approval of the Board of Directors of the Society.

5.4 The Chapter shall not contribute to, affiliate with or hold membership in any society, association, council, or other organization without the 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 Upon the dissolution of the Chapter, any assets remaining thereafter shall be conveyed to the Society.

6.2 In the event that the Society is not then in existence or is not then exempt under (Section 501(c)(3) of the Internal Revenue Code of 1954), or under such successor provision of the (Code) (Act) as may be in effect at such time, the assets shall be conveyed to such organization then existent, dedicated to the perpetuation of objects 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 and Rules of the Board of Directors of the Society and Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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