



BYLAWS
ASHRAE REGION AT LARGE

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Article 1 – Organization Powers and Purpose

1.1 – Name

- 1.1.1 The name of the organization is the Region-at-Large of ASHRAE

1.2 – Governance

- 1.2.1 The Region shall have the power to perform all lawful acts which may be deemed necessary for the proper and successful pursuit of the objectives and purposes for which it has been organized and operated, consistent with the Certificate of Consolidation, Bylaws, and Rules of the Board of Directors of ASHRAE, and applicable tax regulations for non-profit organizations or corresponding provisions of tax laws in the countries in which it operates.
- 1.2.2 The Region is not operated for the pecuniary profit of its members. No part of the net income of the Region shall be payable to or shall otherwise be available for the personal benefit of any individual. No salary emolument or compensation shall be paid to any member, and no part of the activities of the Region shall consist of the performance of particular services for individual members.
- 1.2.3 The Region 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 Region stationery; the Region shall not use the name of the Society except as a part of its own name; the Region shall not use the emblem of the Society without the written approval of the Board of Directors of the Society; and the Region shall not incur any financial liability or contractual obligation in the name of the Society.
- 1.2.4 The Region shall not issue publications for distribution to persons other than members of the Region without prior approval of the Society. Certain publications for members such as a regional newsletter or region membership roster/product directory may be distributed to persons other than members provided it clearly complies with paragraph 5.2.
- 1.2.5 The Region 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.

- 1.2.6 The Region shall not recommend, endorse or approve any product, service, publication, person or entity for the promotion of private interests.
- 1.2.7 The Region shall comply with the Rules of the Board and with the Society's bylaws.

1.3 – Objectives of Region-at-Large

- 1.3.1 Region at Large is organized and operated for the exclusive purpose of advancing the arts and sciences of heating, refrigeration, air conditioning, and ventilation, the allied arts and sciences, and related human factors for the benefit of the general public. These objectives are attained through lectures, continuing educational programs, publications, municipal and government adoptions of ASHRAE Guidelines, support and encourage scientific research and servicing regional members. Region-at-Large shall be responsible for managing and supporting the Chapters and Sections within Region-at-Large.

1.4 – Dissolution of Region

- 1.4.1 The Region may be dissolved:
 - 1.4.1.1 With the consent of not less than sixty (60) percent of the members in good standing of the Region with voting rights expressed, either in person or by proxy, at a special meeting called for that purpose, or
 - 1.4.1.2 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 Director of the Region, and an adequate opportunity for the regional representative to be heard before the Board of Directors or a committee of three (3) or more members designated by the Board of Directors.
 - 1.4.1.3 In the event of dissolution, all debts and liabilities legally incurred on behalf of the Region shall be fully discharged.
 - 1.4.1.4 Upon the dissolution of the Region, any assets remaining thereafter shall be conveyed to the Society.

- 1.4.2 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.

Article 2 – Membership in Region-at-Large

- 2.1 The Chapters and Sections of the Region-at-Large shall be as listed on the Region-at-Large website.
- 2.2 Listing of Chapters and Sections of Region-at-Large may change by adding new Chapters / Sections or dissolving Chapter / Sections in accordance with the Society's Rules of the Board.
- 2.3 – Voting membership
 - 2.3.1 Each Chapter of RAL will have one vote through its appointed delegate to the CRC. Each Sub Regional Chair will have one vote. Voting at the CRC shall be cast in person during business sessions, caucuses and executive sessions.
 - 2.3.2 Student members shall have the right to vote and hold office at the Student Branch level only.
 - 2.3.3 A Chapter that is not represented through a delegate or alternate at the CRC, or Sub Regional Chair who is not present at the CRC, will not have a vote at that CRC.
 - 2.3.4 Eligible voting members can cast their votes through email or electronically, on motions or matters raised outside the CRC, if requested by DRC.
- 2.4 – Right to secede from Region
 - 2.4.1 Should an existing Chapter wish to change its Region or Sub-Region assignment, or should an existing Sub-Region wish to change the Region to which it is assigned, the Chapter President or BOG (in the case of Chapter reassignment) or the Sub-Region Chair (in the case of a Sub-Region reassignment) must submit a petition in the approved format as provided by the Society.

- 2.4.2 The petition must be signed by at least 75% of the relevant voting membership but no less than 40 Chapter members for a Chapter reassignment, and no less than 75% of the Sub-Region membership for a Sub-Region reassignment and must be sent to the current DRC and the DRC of the Region to which the reassignment is requested. The petition should include the rationale and justification for this change.
- 2.4.3 The final decision will be by the relevant DRC and the rules of the Board.

2.5 – Dues

- 2.5.1 Dues from each Chapter to RAL shall be assessed and approved through a motion at the CRC.
- 2.5.2 The share of the surplus generated at the CRC by the CRC host Chapter shall be assessed and approved through a motion at the CRC.
- 2.5.3 Dues shall be paid within 30 days after the CRC.

2.6 – Audits

- 2.6.1 Regional Treasurer appointed by DRC shall prepare annual financial report within 60 days after the end of each fiscal year (June 30).
- 2.6.2 DRC shall designate an independent financial professional and/or a three member audit committee.
- 2.6.3 Treasurer shall submit report and all associated documents to auditing committee.
- 2.6.4 Audit report shall be prepared and presented to the delegates at the CRC Business Meeting as an agenda item.
- 2.6.5 These audit reports should be kept at the region for at least for 7 years.

2.7 – Ethics

- 2.7.1 The Region shall strictly abide by the ASHRAE Code of Ethics. In all meetings, all attendees shall act with honesty, fairness, courtesy, competence, integrity and respect for others, and shall avoid all real or perceived conflicts of interests. (See full Code of Ethics: <https://www.ashrae.org/about-ashrae/ashrae-code-of-ethics>.)

Article 3 – Meetings of the Region

3.1 – Chapter Regional Conference (CRC)

- 3.1.1 Region at Large to organize yearly Chapter Regional Conference prior to Society Nominating Committee Meeting in October, and in accordance with the Region Operations manual, published by Society.
- 3.1.2 Chapter delegates, alternates, and regional officers are expected to attend the CRC.
- 3.1.3 Business meetings should be held at the CRC to discuss ASHRAE Chapter activities and provide required services to Ashrae members to meet the objective and mission of the society
- 3.1.4 Caucus and executive sessions should be held to nominate Regional and Society positions. Only Chapter delegates, alternates, sub-regional chairs, and nominating committee members, alternates and reserve alternates are allowed to attend these sessions. Discussion, deliberations, voting, and result of these meetings should be confidential as per Society rules and regulations.
- 3.1.5 Training workshops should also be conducted for all RVCs and ARVCs for CTTC, MP, SA, RP, GGAC unless otherwise provided by ASHRAE Centralized Training.
- 3.1.6 Technical programs, social events can also be conducted with an approved theme by DRC, and according to Society rules.
- 3.1.7 Location and host Chapter for CRC should be voted on by delegates and approved by DRC.
- 3.1.8 Surplus realized from CRC by host Chapter should be shared with the entire Region based on a pre-agreed formula. This formula should be moved and voted on as a regional motion.
- 3.1.9 Region at Large officers and DRC can choose to directly organize the CRC without a host Chapter and surplus will be kept for RAL funds.
- 3.1.10 The Region and the host committee will coordinate giving notice of the Region's CRC to all the Chapters and Sections of RAL, the Society and to interested parties.

Article 4 – Regional Leadership Council

- 4.1 The election of Director and Regional Chair (DRC) of RAL shall be as stipulated in the Rules of the Board.
- 4.2 The appointments of the RVCs for Regional at Large shall be as stipulated in the Rules of the Board.
- 4.3 At the discretion of the DRC, a meeting of the Leadership Council can be called as required to fulfill the needs of RAL. A quorum of the council is achieved when more than 50% of its voting members are in attendance. Attending by electronic means may be counted towards the quorum, at the discretion of the DRC.
- 4.4 Any vacancies for any position on the RAL Leadership Council shall be filled as stipulated in the Rules of the Board.
- 4.5 The presiding officer of any meeting of RAL shall be the Director and Regional Chair (DRC). In the event the DRC cannot attend the meeting, the Assistant Regional Chair (ARC) shall serve as the presiding officer. If neither the DRC nor the ARC can attend the meeting the presiding officer for that meeting shall be appointed by the DRC.
- 4.6 At the discretion of the Director and Regional Chair (DRC) RAL may create Ad hoc committees to serve purpose of RAL.

Article 5 – Officers

- 5.1 Director and Regional Chair (DRC)

The Regional Chair is a Director of the Society who directs the Regional operations for the Region. The DRC's duties include detailing objectives and giving assistance to the Regional Vice-Chairs of Student Activities (SA), Chapter Technology Transfer (CTT), Membership Promotion (MP), Grassroots Government Advocacy (GGA) and Research Promotion (RC), as well as the YEA Regional Coordinator, Regional Treasurer and Regional Historian. The DRC shall also co-ordinate Regional activities with the Region Members Council Representative (RMCR) and provide assistance to the existing Chapters in the Region; and to potential new Chapters being formed. The DRC also represents the interests of the Region in all matters of Society importance. The DRC shall be a member of the Society in good standing and residing in the geographic area of RAL, and shall have held the Member Grade for five years prior to the start of his/her term.

5.2 Assistant Regional Chair (ARC)

The Assistant Regional Chair is recommended by the Chapters Regional Committee at the Caucus Session and by the DRC to the Society President for appointment for a one-year term. The ARC position should be used as a way of preparing, training and educating a candidate for the position of DRC. In no case should an Assistant Regional Chair be re-appointed to the position for more than three consecutive years. The ARC may also serve as the Region Members Council Representative. The ARC shall be a Member of Society in good standing, and shall have held the Member Grade for three years prior to the start of his/her term.

5.3 Region Members Council Representative (RMCR)

The Region Members Council Representative is recommended by the Chapters Regional Committee at the caucus session and by the DRC to the Society President-Elect for a three year term, The RMCR may also serve as the Assistant Regional Chair. The RMCR shall be a member of Society in good standing and shall have held Member Grade for three years prior to the start of his/her term.

5.4 Sub-Regional Chairs

Region at Large has Sub-Regions to better serve the membership in the geographical area RAL covers. The Sub Region Chairs are recommended by the Chapters Regional Committee at the Caucus Session and by the DRC to the Society President for appointment for a three-year term. Each Sub-Region Chair nominee should have experience in the Region (e.g. RVC, ARVC, Regional Treasurer, Regional Historian, Nominating Committee), and desire to assist the Region in an official capacity. The Sub-Region Chairs will visit Chapters, Sections, or areas in order to assist and counsel local members and be an aide to the DRC.

5.5 Regional Vice-Chair for Student Activities (RVC-SA)

This Regional Vice-Chair is a member of Society's Student Activities Committee. The RVC-SA must have held Member Grade for at least 3 years and will be nominated by regional members, recommended by the DRC to the President Elect, and appointed by the Society's President Elect

5.6 Regional Vice-Chair for Chapter Technology Transfer (RVC-CTT)

This vice-chair is a member of the Society Chapter Technology Transfer Standing General Committee. Must be 3 year Member Grade, elected by regional members, recommended by the DRC to the President Elect and appointed by the President Elect.

5.7 Regional Vice-Chair for Membership Promotion (RVC-MP)

This vice-chair is a member of the Society Membership Promotion Standing General Committee. Must be 3-year Member Grade, elected by regional members, recommended by the DRC to the President Elect and appointed by President Elect.

5.8 Regional Vice-Chair for Research Promotion (RVC-RP)

This vice-chair is a member of the Society Research Promotion Standing General Committee. Must be 3 year Member Grade, elected by regional members, recommended by the DRC to the President Elect and appointed by the President Elect.

5.9 Regional Vice-Chair for Grassroots Government Advocacy (RVC-GGA)

This vice-chair is a member of the Society Grassroots Government Advocacy committee. Must be 3 year Member Grade, elected by regional members, recommended by the DRC to the President Elect and appointed by the President Elect.

5.10 Assistant Regional-Vice Chair (ARVC) for each Sub-Region

5.10.1 Each Sub-Region has 5 ARVCs, one for each standing committee must be 2 year Member Grade and must have been chair for chapter committee,, elected by members, recommended by the DRC and appointed by the Society President-Elect,

5.10.1.1 Assistant Regional Vice-Chair for Student Activities (ARVC SA)

5.10.1.2 Assistant Regional Vice-Chair for Chapter Technology Transfer (ARVC CTT)

5.10.1.3 Assistant Regional Vice Chair for Membership Promotion (ARVC MP)

5.10.1.4 Assistant Regional Vice-Chair for Research Promotion (ARVC RP)

5.10.1.5 Assistant Regional Vice-Chair for Government Grassroot AdvocayCommittee (ARVC GGAC)

5.11 Regional Nominating Committee Member (RNM)

This regionally elected Nominating Committee member represents the Region on the Society Nominating Committee. An additional responsibility includes chairing the Executive Sessions and Caucus at the CRC. Shall be a member in good standing and should have been in Member Grade for at least five years at the time of selection.

5.12 Regional Nominating Committee Alternate (RNA)

This regionally elected Nominating Committee Alternate performs the functions of the RNM in case of the member's absence. Shall be a member in good standing and should have been in Member Grade for at least five years at the time of selection.

5.13 Regional Historian (RH)

A position appointed by DRC to keep track of Regional and Chapter activities.

5.14 Regional Treasurer (RT)

A position appointed by the DRC or elected by the CRC to assist in handling regional finances. This person may serve alone or as a member of a Regional Finance Committee.

5.15 Regional Electronic Communications Chair (RECC–Optional)

A position appointed by the DRC or elected by the CRC.

5.16 Regional positions are intended to be rotated between and among Sub-regions.

5.16.1 In order to have an equitable and fair sharing of officer's positions among the Sub Regions and Chapters. It has been agreed and voted on among the members of the Region to follow the following share policy.

5.16.1.1 DRC: Alternately between/among Sub-regions

5.16.1.2 ARC: Alternately between/among Sub-regions (at one time a Sub-Region will hold only one of the two positions between DRC and ARC).

5.16.1.3 Nominating member: between/among Sub-regions

5.16.1.4 Nominating Alternate: Alternately between/among Sub-regions (at one time a sub-region will only hold one of the two position in nominating committee)

- 5.16.1.5 Reserve Alternate: Alternately between/among Sub-Regions in sync with nominating member.
- 5.16.1.6 RVCS: RVC positions to be rotated between/among Sub-Regions based upon the ratio of the number of chapters in each Sub-Region.
- 5.16.1.7 RMCR: Alternately between/among Sub-regions (at one time a Sub-Region will hold only one of the two positions between DRC and RMCR).
- 5.16.1.8 YEA Chair: Alternately between/among Sub-Regions.
- 5.16.1.9 Historian, Treasurer, ECC chair, and Refrigeration Chair: positions to be allocated by DRC based upon the ratio of the number of chapters in each Sub-Region.
- 5.16.1.10 Every three years the rotation of positions should be reviewed in light of the number of Chapters in each Sub-Region and the number of Sub-Regions.

Article 6 – Miscellaneous

- 6.1 Fiscal year
 - 6.1.1 The fiscal year of RAL shall be the same as that of the Society.
- 6.2 Amending the bylaws
 - 6.2.1 All articles of these bylaws 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.
 - 6.2.2 Amendments to these bylaws shall be adopted by three fourths majority of the Chapters of Region-at-Large. Written copies of said amendments shall be sent by the Director and Regional Chair to all members of the Region, or an officer of the Region shall read said amendments at the next succeeding Chapters Regional Conference.

- 6.2.3 Amendments to these bylaws shall also be initiated by a written resolution of a majority of the Chapter delegates or of not less than five (5) members in good standing with voting privileges, presented at any meeting of the Region. If approved by a majority of the members present, the Director and Regional Chair shall mail copies of the proposed amendments to all delegates not less than seven (7) days before the next succeeding meeting. If approved by a three-fourths majority vote at such a meeting, the Director and Regional Chair 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 7 – Adoption

- 7.1 These bylaws shall be completed and adopted by a majority of the Chapters of Region-at-Large. Written copies of the 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 Region.

Article 8 – Expenditures

- 8.1 Region at Large should raise funds to support members through:
- 8.1.1 Educational conferences and exhibitions within the Region as per Society rules. Quantum to be mutually decided between the RAL Leadership Council and the Host Chapter prior to the hosting of the event.
 - 8.1.2 Continuing education programs. Quantum to be mutually decided between the RAL Leadership Council and the Host Chapter prior to the hosting of the event.
 - 8.1.3 Sharing surplus with chapter from conferences and educational programs. Quantum to be mutually decided between the RAL Leadership council and the Host Chapter prior to the hosting of the event. In case the CRC is organized directly the entire surplus shall be retained by RAL.
- 8.2 Travel reimbursement for Regional Officers should be as per ASHRAE Society Travel Reimbursement Policy.

- 8.3 DRC has the right to spend RAL funds as he/she considers appropriate to serve Regional ASHRAE members, such as but not limited to, inviting Society members to CRC, travel reimbursement to Regional Officers for chapter visits, travel reimbursement to appointed ADHOC committee members, appoint and pay third party for required services.