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# CONSTITUTION OF

OHIO STATE UNIVERISTY STUDENT BRANCH OF ASHRAE

Sponsored by the Columbus Chapter Approved by the Society:

# NONDISCRIMINATION STATEMENT:

This organization does not discriminate on the basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status, or any other bases under the law, in its activities, programs, admission, and employment.

# ARTICLE I - NAME

The name of the organization is the Ohio State University Student Branch (herein "Branch") of ASHRAE. (herein "Society").

# ARTICLE II - PRINCIPAL OFFICE

The principal office of the Branch is located at the Ohio State University, in Columbus, Ohio.

# ARTICLE III - OBJECTS

The objects of the Branch are exclusively scientific and educational 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 members and other interested persons in said sciences, through lectures, demonstrations and publications; (III) the rendition of career guidance to students of the sciences; and (IV) the encouragement of the scientific research.

# ARTICLE IV - POWERS

The Branch 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 applicable tax regulations for non-profit organizations or corresponding provisions of tax laws.

# ARTICLE V - LIMITATION OF POWER

* 1. The Branch is not operated for the pecuniary profit of its members; no part of the net income of the Branch 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 Branch shall consist of the performance of particular services for individual members.
  2. The Branch shall not have the authority to act for or in the name of the Society and notice to such effect shall be printed on the Branch stationery; the Branch shall not use the name of the Society except as part of its own name; the Branch shall not use the emblem of the Society without the written approval of the Board of Directors of the Society; and the Branch shall not incur any financial liability or contractual obligation in the name of the Society.
  3. The Branch 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.
  4. The Branch 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. The Branch shall not recommend, endorse or approve any product, service, publication, person or entity for the promotion of private interests.

# ARTICLE VI - DISSOLUTION

* 1. Upon the dissolution of the Branch, any assets remaining thereafter shall be conveyed to the Society.
  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 and exempt.

# ARTICLE VII - AMENDMENTS

* 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 applicable tax regulations for non-profit organizations or corresponding provisions of tax laws.
  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 Branch shall read said amendments at the next succeeding meeting.
  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 Branch. 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 & 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 & 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 Branch.

Date Student Branch Advisor

# BYLAWS OF

OHIO STATE UNIVERISTY STUDENT BRANCH OF ASHRAE

Sponsored by the Columbus Chapter Approved by the Society:

ARTICLE 1 - Government

1.1 The governing instruments are the Certificate of Consolidation, the Bylaws, the Rules of the Board of ASHRAE, and the Constitution and Bylaws for the Branches.

1.2 Rules of Order for the conduct of meetings are *Robert's Rules of Order Newly Revised* as revised, except as otherwise provided in ASHRAE Bylaws or these Bylaws.

ARTICLE 2 - Membership

2.1 Members of this Student Branch shall be student members of ASHRAE in good standing and registered at Ohio State University. Written request to join will need to be sent to the secretary via email, solicitation form, phone call, or other modes of communication.

2.2 All rights and privileges of a member are vested solely in the member and may not be delegated or transferred and are contingent upon payment of Branch fees within sixty (60) days of their due date.

2.3 Grade. Each member shall hold the same grade of student membership in the Chapter as in the Society with the exception of the Faculty Advisor(s).

2.4 Rights and Privileges. As per the bylaws of the National ASHRAE organization, all Chapter members shall be entitled to the same rights and privileges, except that (a) Affiliates, (b) Student Members, and (c) members who have 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. 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 hereof.

2.5 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.

2.6 Termination. Membership in the Chapter shall terminate upon the death of any member, the graduation of any member, 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 devises shall have any right, title or interest in the Chapter or its assets.

ARTICLE 3 - Meetings of Members

3.1 Meetings. The time and place of regular meetings of the Student Officers shall be at the discretion of the Board. A special meeting of the Student Officers may be called by the President, at the President's discretion, or at the written request of two (2) members of the Board.

3.2 Annual Meeting. The annual meeting of the Chapter for the installation of the Student Officers and the announcement of committee appointments shall be held in the month of April at such time and place as is prescribed by the Student Officers.

3.3 Special Meetings. Special meetings of the Chapter may be called by the President at the President's discretion, or at the request of the Student Members or 15 percent 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 percent of the members having voting rights, except that no business may be transacted unless a majority of the Student Officers is also in attendance.

3.6 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.

3.7 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 4 - Dues and Finance

4.1 Society Dues. Dues for membership in the Society shall be paid to the Society.

4.2 Chapter Dues. The Student Officers, in their 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 Student Officers.

4.3 Fiscal Year. The fiscal year of the Branch shall end on June 30 of each year.

ARTICLE 5 – Student Officers

5.1 The affairs of this Branch shall be managed by a Board of Governors consisting of three (3) elected officers and a minimum of two (2) other member(s).

5.2 The officers of this Branch shall be a President, a Vice President, and a Treasurer/Secretary.

5.3 Duties. The property and affairs of the Chapter shall be managed by the Student Officers. The Student Officers may execute all business of the Chapter that does not require action by the full membership of the Chapter. The presiding officer shall report briefly on these actions at the next Chapter meeting.

5.4 Quorum and Majority Vote. A quorum for the transaction of business shall consist of a majority of the Officers present in person, and the majority vote of the members present in person 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 III, paragraph 3.7 hereof.

5.5 Notice of Meetings. Timely written notice of all meetings shall be supervised by the Secretary and sent by the Chapter Newsletter Editor in to all members, or electronic notice shall be available on The Student Chapter’s website, setting forth the place, date and hour of the meeting and, in the case of a special meeting, the purpose thereof.

ARTICLE 6 - Officers

6.1 Titles. The officers of the Chapter shall be a President, a Faculty Advisor, a Vice President, a Secretary and a Treasurer.

6.2 Multiple Offices. With the exception of the office of President, any number of offices may be held by the same member.

6.3 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 general supervision over its several officers, subject however, to the control of the Student Officers. The President shall, from time to time, report to the members and to the Officers 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 Officers; shall sign and execute in the name of the Chapter all contracts, or other instruments authorized by the Officers, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Officers or by these Bylaws to some other officer or agent of the Chapter.

6.4 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.

6.5 The Secretary. The Secretary shall oversee the notices of meetings sent to the members by the Chapter Newsletter Editor. The Secretary shall send notices of meetings to the Student Officers 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 Student Officers and shall promptly file a copy of the minutes of each meeting of the Chapter with the Regional Chair and RVC for Chapter Programs, and shall send advance notices and minutes of meetings of the Student Officers 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 roll of membership attendance, and such books, papers, and records as the Chapter or Student Officers may direct, which shall be open to the inspection of any member of the Student Officers. The Secretary shall oversee the membership roster. The Secretary shall promptly notify members of their nomination, election, or appointment to office.

6.6 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 Student Officers and shall keep appropriate records of receipts and expenses and shall exhibit

such records at all reasonable times to any member of the Student Officers. 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.

6.7 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 Student Officers.

6.8 Faculty Advisor Duties. The Faculty Advisor(s) shall provide experienced leadership in directing the Student Officers towards University resources to improve the Student Chapter in any way possible.

ARTICLE 7 - NOMINATIONS, ELECTIONS, VACANCIES, AND REMOVAL

7.1 Eligibility for Re-election. Officers and Board members are elected for one-year terms, but may be re-elected to consecutive terms. The president may be re-elected to the same office for one additional consecutive term. If the president is re-elected for an additional consecutive term, the president-elect will also need to be re-elected in accordance with the election procedure set forth in Article VII.

7.2 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 Student Officers 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 February meeting the Nominating Committee shall present to the Secretary the names of the candidates selected, together with their statements.

7.3 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.

7.4 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 Student Officers, a vote shall be taken to select the name of the opposition candidate to be placed on the ballot.

7.5 Voting and Election. Not less than ten (10) days prior to the next meeting, the Secretary shall send a mail ballot, in the case of elections by mail, or a proxy statement, in the case of elections at meetings, to all members with voting rights. In the case of elections at meetings, the President shall appoint three

(3) tellers to assist in conducting the election. The Student Officers or the tellers, if any, 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.

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

7.7 Vacancies. Whenever there shall be a vacancy in any office except President-Elect or a member of the Student Officers by resignation or otherwise, the Student Officers 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.

7.8 If the President dies, resigns, graduates, 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.

7.9 Removal. Any officer or member of the Student Officers may be removed by 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 action.

# ARTICLE 8 - ADOPTION

These Bylaws shall be completed and adopted by a majority of the Student Officers. Copies of said Bylaws shall be made available electronically as a permanent section on The Student Chapter’s website, or written copies 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.

ARTICLE 9 - Amendments

These Bylaws may be amended by the Society or by this Branch in like manner to amendments to the Constitution as outlined in Article VII of the Constitution.

Date Student Branch Advisor