

**AMENDED AND RESTATED BYLAWS  
REFRIGERATION SERVICE ENGINEERS SOCIETY  
(Adopted November 2010)**

**ARTICLE I - NAME AND PURPOSES**

**Section 1–Name.** The name of this corporation shall be the Refrigeration Service Engineers Society (hereinafter referred to as the “Society”), an Illinois not-for-profit corporation.

**Section 2–Purpose.** In addition to the purposes set forth in the Society’s Articles of Incorporation, as may be amended, the purposes of the Society are to further the education of its members in the operation, installation, maintenance, application, and servicing of all types of heating, ventilating, air conditioning, and refrigeration (HVAC/R) equipment.

**Section 3–Offices.** The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Board of Directors may determine.

**ARTICLE II - MEMBERSHIP**

**Section 1–Membership Qualifications.** Membership may be granted to any individual, corporation or other entity that: (i) meets the criteria set forth for each category of membership in the Society; (ii) shares interest in and supports the purposes of the Society; (iii) abides by these Bylaws, the Society’s Code of Ethics, and such other policies, rules, and regulations as the Society may adopt; and (iv) meets such additional criteria for each category of membership in the Society as the Board of Directors may establish.

**Section 2–Application.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Society. All applicants shall complete the application form. The application along with the designated fee, if any, shall be forwarded to the administrative office of the Society. The Board of Directors, or its designee(s), shall review all applications for membership and determine, based on the criteria set forth in these

Bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Society. All such qualified applicants shall become members upon notice from the Society and payment of dues.

**Section 3—Membership Categories.** The membership of the Society shall be composed of the following categories:

**a. Voting Members.**

- 1. Active Member.** Active membership may be granted to any individual who operates, installs, maintains, or services heating, ventilating, air conditioning, or refrigeration (HVAC/R) equipment.
- 2. Associate Member.** Associate membership may be granted to any individual who is employed in the HVAC/R industry but does not meet the criteria for Active membership.
- 3. Specialized Member (SM).** Specialized membership may be granted to any individual who: (i) is an Active Member in good standing; (ii) has passed one or more of the Society's "Specialist Examinations"; and (iii) meets such additional criteria for Specialized membership as may be established from time to time by the Board of Directors. Specialized members must remain in good standing at all times in order to retain Specialized membership.
- 4. Certificate Member (CM).** Certificate membership may be granted to any individual who: (i) is an Active member in good standing; (ii) has passed the Society's Certificate Membership Examination; and (iii) meets such additional criteria for Certificate membership as may be established by the Board of Directors from time to time. Certificate members must remain in good standing at all times in order to retain Certificate membership.
- 5. Certificate Member Specialist (CMS).** Certificate Member Specialist membership may be granted to any individual who: (i) is a Certificate member in good standing who has passed one or more of the Society's Specialist Examinations; or (ii) is a Specialized Member who has passed the Society's Certificate Member Examination; and (iii) meets such additional criteria for Certificate Member Specialist membership as may be established by the Board of Directors from time to time. Certificate Member Specialist members

must remain in good standing at all times in order to retain Certificate Member Specialist membership.

6. **Student Member.** Student membership may be granted to any student currently enrolled in: (i) an HVAC/R technology program within a regionally accredited vocational training institution; or (ii) a registered apprenticeship program.
7. **Honorary Member.** Honorary membership may be granted by the Board of Directors to any individual or corporation, partnership, limited liability company, or other entity that (i) is not otherwise eligible for membership in the Society; and (ii) has made outstanding contributions to the HVAC/R industry.
8. **Special Status.**
  - (i) **Retired Status.** Any voting member who has reached the age of sixty (60), has been a voting member of the Society for an aggregate total of twenty (20) years, and who is no longer employed in the HVAC/R industry may apply for Retired status.
  - (ii) **Disabled Status.** Any voting member who is unable to work due to a verified permanent disability may apply for Disabled status. All such applications must be verified by the Society, and must be accompanied by proof of eligibility.
  - (iii) **Life Member.** Life membership may be granted to any individual otherwise qualified for voting membership in the Society who (a) applies for Life membership status; and (b) remits the required fee, as determined by the Board from time to time. In order to retain their status as Life members, Life members must continue at all times to be eligible for membership in the Society and meet all requirements of their underlying membership category.

#### **b. Nonvoting Members**

1. **Staff Member.** Staff membership may be granted by the Board of Directors to any individual who is employed by the Society.

#### **Section 4–Rights and Duties.**

- a. All Active, Associate, SM, CM, CMS, Student, and Honorary members (sometimes collectively referred to herein as “voting members”) must be members of one of the Society’s Chapters (if such exist in the general area where the member works or resides). Voting members may belong to the Chapter of their choosing.
- b. All members shall be entitled to attend the member meetings and social functions of the Society.
- c. Only voting members may vote in the Society’s elections, hold office in the Society, or serve on the Board of Directors.
- d. Notwithstanding anything set forth to the contrary herein, the voting members’ right to vote is specifically limited to elections of Directors and Officers, the amendment of the Society’s Articles of Incorporation, the merger or dissolution of the Society, the amendment of its Bylaws, and no other matter. Each eligible voting member shall have one (1) vote. The voting members may not vote by proxy.

#### **Section 5–Disciplinary Action/Termination of Membership.**

- a. **Grounds for Discipline.** The Society may discipline a member for any of the following reasons:
  1. Failure to comply with these Bylaws, the Society’s Code of Ethics, or any other policies, rules or regulations of the Society;
  2. Conviction of a felony or a crime related to, or arising out of, their work in the HVAC/R industry or involving moral turpitude; or
  3. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Society.
- b. **Procedures.** Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the

opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Society. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.

- c. **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than one (1) month, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors, or its designee(s).

**Section 6–Reinstatement.** Members who have resigned or been terminated for non-payment of dues or assessments may be reinstated upon: (i) payment of delinquent dues or assessments; (ii) application to the Society; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors. Notwithstanding the foregoing, former Specialized, Certificate and Specialist members seeking reinstatement will not be reinstated to their former membership category. If eligible, such members will be required to retake all examinations required to obtain such previously held membership category in accordance with these Bylaws and such additional requirements as may be established by the Board of Directors from time to time.

### **ARTICLE III · DUES AND ASSESSMENTS**

The initial and annual dues for all members of the Society, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.

### **ARTICLE IV · MEMBERSHIP MEETINGS**

**Section 1–Annual Meeting.** An annual business meeting of the voting members of the Society shall be held at such time and place as shall be determined by the Board of Directors.

**Section 2–Special Meetings.** Special meetings of the voting members of the Society may be called at the request of the President or two-thirds (2/3) of the members of the Board of Directors, or at the written request of two-thirds (2/3) of the Society’s voting

members. The time and place for holding special meetings shall be determined by the Board of Directors.

**Section 3–Notice.** Notice of any annual or special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than thirty (30) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4–Quorum.** The lesser of: (i) ten percent (10%) of the eligible voting members of the Society; or (ii) one hundred (100) eligible voting members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

**Section 5–Manner of Acting.** The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 6–Mail/Electronic Voting.** Voting by mail or electronic means shall be permitted for any item of business, including, without limitation, the election of Officers and Directors, to the full extent allowed by the Illinois General Not For Profit Corporation Act of 1986, as may be amended. A mail or electronic vote may be called by the Board of Directors.

## ARTICLE V · BOARD OF DIRECTORS

**Section 1–Authority and Responsibility.** The affairs of the Society shall be managed by the Board of Directors which shall have supervision, control, and direction of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2–Composition.** The Board of Directors shall be composed of between seven (7) and twelve (12) members, as determined by the Board of Directors, as follows: the President, one (1) member elected from each of the Society's nine (9) Geographical Areas (as defined in Section 4–Geographical Areas) (collectively, the “Regional

Directors”); and up to two (2) industry representatives nominated by the President and elected by the Board of Directors.

**Section 3–Invited Participants.** The Executive Vice President shall be invited to attend and participate in all regular and special meetings of the Board of Directors (except those held in executive session). The Executive Vice President will not have a vote at any meetings or sessions of the Board.

**Section 4–Geographical Areas.** The Society shall be divided into a maximum of nine (9) geographical areas as determined by the Board of Directors from time to time (“Geographical Area”).

**Section 5–Qualifications.**

- a. Only individuals that have been voting members of the Society for the four (4) years preceding their nomination shall be eligible to serve on the Board of Directors.
- b. Regional Directors must have maintained membership in a Chartered Organization located within the Geographical Area that they have been elected to represent for a minimum of four (4) years.
- c. Regional Directors must previously have held elective office in one of the Society’s Chapters or Affiliated Chapters for four (4) or more years preceding their nomination to the Society’s Board of Directors.

**Section 6–Manner of Election of Regional Directors.**

- a. **Interested Candidates.** Eligible members interested in standing for election to the Board shall notify the Society by submitting a written statement expressing such interest to the Society’s headquarters no later than ninety (90) days after the annual business meeting prior to the year in which the term of the directorship in question is set to expire or otherwise become vacant. All such statements shall be submitted to the Nominating Committee for consideration.
- b. **Nominating Committee Recommended Slate.** The Nominating Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each seat on the Board of Directors that is either vacant or set to expire. The Board of Directors shall approve such slate, with such changes as it deems necessary or prudent, in its sole discretion.

- c. **Publication of Slate.** Upon approval of the Board, the Nominating Committee's recommended slate shall be announced to all members.
- d. **Additional Nominations.** The voting members shall have thirty (30) days from the date the Nominating Committee's slate is announced to submit additional nominations to the Society. Such additional nominations must be supported by a written petition signed by at least ten percent (10%) of the Society's voting members residing in the Geographical Area represented by the Regional Director position that is either vacant or set to expire.
- e. **Contested Election.** If there are nominees by petition, the Board of Directors shall submit a ballot to the voting members at least ninety (90) days prior to the next annual business of voting members identifying those candidates nominated by the Nominating Committee and those nominated by petition. Such elections shall be held pursuant to such rules and procedures as may be determined by the Board from time to time. In the event there are nominees by petition in a particular Geographical Area, such Regional Directors shall be elected by the voting members that reside in the Geographical Area to be represented by such Regional Director. The results of such election shall be announced no later than the next annual business meeting of voting members following the election.
- f. **Uncontested Election.** If there are no additional nominations by petition in a Geographical Area, the Board of Directors annually shall elect such uncontested candidates on the slate, and shall announce the results of such election no later than the next Annual Meeting of voting members following the election.

### **Section 7—Terms.**

- a. Regional Directors shall serve a two (2) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve more than four (4) consecutive terms. Fulfilling an unexpired term of less than one (1) year shall not be considered a full term and shall not apply toward the term limit. Directors completing four (4) consecutive terms in office shall be ineligible for nomination or election to the Board for a period of two (2) years following the completion of their last term in office. In order to stagger the terms of the Regional Directors, approximately one-half (1/2) of the Regional Directors shall stand for reelection each year.



- b. Officers shall remain on the Board of Directors for the duration of their term in office.
- c. Regional Directors shall take office and assume their duties as Directors immediately following the close of the annual business meeting of the voting members at which their election is announced and their terms shall run until the close of the second annual business meeting of the voting members following their election.

**Section 8—Regular Meetings.** The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

**Section 9—Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary/Treasurer of five (5) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

**Section 10—Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

**Section 11—Attendance.** Attendance at Board meetings is mandatory. In the event a Director fails to attend two (2) consecutive Board meetings without receiving prior permission from the President for such absence shall automatically be deemed to have vacated his or her office and such vacancy shall be filled in accordance with these Bylaws.

**Section 12–Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

**Section 13–Manner of Acting.** The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 14–Action by Written Consent.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

**Section 15–Resignation and Removal.** Any member of the Board of Directors may resign at any time by giving written notice to the Executive Vice President. In addition, any member of the Board of Directors may be removed by a majority vote of the persons entitled to elect such Director, whenever, in their judgment, the best interests of the Society would be served by such removal.

**Section 16–Vacancies.** Vacancies in any Regional Director position shall be filled by the President, subject to the approval of the Board of Directors, without undue delay. A Regional Director elected pursuant to this Section shall hold their position for the remainder of the original term for which he or she was elected to fill.

## **ARTICLE VI - OFFICERS**

**Section 1–Officers.** The officers of the Society shall be a President, Vice President, Secretary/Treasurer, Sergeant at Arms and Chair of the Educational and Examining Board (collectively, “Officers”). No two (2) offices may be held simultaneously by the same person.

**Section 2–President.** The President shall be the principal elected officer of the Society and shall, in general, supervise all of the business affairs of the Society, subject to the direction and control of the Board of Directors, by communicating with the Executive Vice President as necessary regarding the business of the Society. The President shall be a member, without vote, of all committees, except as otherwise provided by these

Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Directors.

**Section 3–Vice President.** The Vice President shall assist the President and shall substitute for the President when required. The Vice President shall be a member, without vote, of all committees, except as otherwise provided by these Bylaws. The Vice President shall, in general, perform all duties customarily incident to the office of Vice President and such other duties as may be prescribed by the Board of Directors. The Vice President shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President.

**Section 4–Secretary/Treasurer.** The Secretary/Treasurer shall be the principal accounting and financial officer of the Society and shall: have charge of and be responsible for the maintenance of adequate books of account for the Society; have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; and deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Secretary/Treasurer also shall: keep the minutes of the meetings of the voting members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society’s records; keep a register of the post office address of each member which shall be furnished to the Secretary/Treasurer by such member; and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Secretary/Treasurer may be assigned by the Board of Directors in whole or in part to the Executive Vice President, or his or her designee(s).

**Section 5–Sergeant at Arms.** The Sergeant at Arms shall attend all meetings of the Board of Directors and Executive Committee and shall perform such duties incident to the office of Sergeant at Arms at such meetings; and perform such other duties as may be prescribed by the Board of Directors.

**Section 6–Chair of the Educational and Examining Board.** The Chair of the Educational and Examining Board shall be a voting member of the Executive Committee and shall have such duties as may be prescribed by the Board of Directors. The Chair of the Educational and Examining Board shall not be a member of the Board of Directors.

**Section 7–Qualifications for Office.** To be eligible for nomination and election as an Officer, except the chair of the Educational and Examining Board, candidates must currently serve on the Board of Directors and have completed at least one (1) term on the Board of Directors. In the event no potential candidate has served one (1) term on the Board of Directors, any other Director may be nominated and elected.

**Section 8–Term.**

- a. The Officers, except the Chair of the Educational and Examining Board, shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The Chair of the Educational and Examining Board shall serve a two (2) year term in office, or until such time as their successor is duly elected, qualified, and takes office.
- b. Officers, except the Chair of the Educational and Examining Board, may not serve more than two (2) consecutive terms in the same office. Officers serving more than one-half (1/2) of a full term shall be deemed to have served a full term in office. The Chair of the Educational and Examining Board may serve consecutive terms until such time as a successor is duly elected, qualified and takes office.

**Section 9–Election.**

- a. The Officers, except for the Chair of the Educational and Examining Board, shall be elected annually by the voting members at the annual business meeting of the voting members. The Chair of the Educational and Examining Board shall be elected biannually by the voting members at the annual business meeting of the voting members. Such elections shall be held pursuant to such rules and procedures as may be determined by the Board of Directors from time to time, and may be conducted by mail or electronic means prior to the annual meeting in the sole discretion of the Board of Directors.
- b. In the event that no candidate receives a majority of the votes cast, the vote shall be conducted again with only the two candidates receiving the highest number of votes eligible for election.
- c. Officers shall take office and assume the duties of their respective offices immediately following the close of the annual business meeting of the voting members at which they are elected (or during which their election is announced).

**Section 10–Resignation and Removal of Officers.** Any Officer may resign at any time by giving written notice to the President or Executive Vice President. In addition, any Officer may be removed by a majority vote of the Board of Directors or by a majority vote of the persons entitled to elect such Officer, whenever, in their judgment, the best interests of the Society would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an Officer or agent shall not of itself create any contract rights.

**Section 11–Officer Vacancies.** Vacancies in any office shall be filled by the Board of Directors at its next scheduled meeting, or at a special meeting called for that purpose, provided, however, the Vice President automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President. In the event the Vice President position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President and such appointee shall hold office until the next annual business meeting of the voting members. An Officer elected pursuant to this Section shall hold office until the next annual business meeting of the voting members at which the election of Officers is in the regular order of business, or until such other date as the Board of Directors may designate.

## **ARTICLE VII - EXECUTIVE VICE PRESIDENT**

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of “Executive Vice President.” The Executive Vice President shall have the authority to execute contracts on behalf of the Society and as approved by the Board of Directors. The Executive Vice President shall perform the duties normally expected of the secretary of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board of Directors; and keeping a record of the mailing address of each member of the Society. The Executive Vice President may carry out such other duties as may be specified by the Board of Directors. The Executive Vice President shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Executive Vice President shall attend and participate in all meetings of the Society’s Board of Directors (except those held in executive session), annual business meetings of the voting members, and committees, except as otherwise provided by these Bylaws.

## ARTICLE VIII - COMMITTEES AND TASK FORCES

### Section 1–Executive Committee.

- a. **Composition.** The Executive Committee shall be comprised of the President, Vice President, Secretary/Treasurer, Sergeant at Arms, and Chair of the Educational and Examining Board. The Executive Vice President shall be invited to attend and participate in all meetings, without vote, of the Executive Committee, except those held in executive session. The President shall serve as the chair of the Executive Committee.
- b. **Authority.** The Executive Committee shall have the authority to perform the business and functions of the Society between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Illinois General Not For Profit Corporation Act of 1986, as may be amended, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual Officer or member of the Board of Directors of any responsibility imposed by law.
- c. **Meetings and Voting.** The Executive Committee shall meet in person or by conference call upon the request of the Chair or a majority of the Executive Committee. Each member shall have one (1) vote. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

**Section 2–Other Standing Committees.** The Board of Directors may establish such other standing committees as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these Bylaws.

- a. **Authority/Composition/Qualifications.** The action establishing a standing committee shall set forth the committee’s purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chair and members of all standing committees, subject to the approval of the Board

of Directors. Any committee having the authority of the Board of Directors shall have members of the Board of Directors as a majority of its members.

- b. **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- c. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President.
- d. **Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operation of all councils and standing committees. All councils and standing committees shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such council/committee.

**Section 3–Advisory/Ad Hoc Committees and Task Forces.** The President or Board of Directors may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of its authority and responsibility as set forth in these Bylaws. An ad hoc committee shall terminate two (2) years from the date of its creation, unless renewed by the Board of Directors. A task force shall terminate one (1) year from the date of its creation, unless renewed by the Board of Directors. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Directors. The action establishing such a committee or task force shall set forth the committee’s or task force’s purpose and composition.

- a. **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- b. **Committee and Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee or task force.

- c. **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee or task force.

## **ARTICLE IX - CHAPTERS AND ASSOCIATIONS**

**Section 1—Chapters.** Voting members of the Society who are employed or reside within a particular geographical region may be organized as a Chapter of the Society (each of which is referred to as a “Chapter”). The Board of Directors may authorize the establishment of Chapters which shall: (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Board of Directors from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Directors from time to time; (iii) enter into Chapter agreements with the Society; and (iv) be issued a charter. All voting members of a Chapter must be members of the Society.

- a. **Application for Recognition as a Chapter.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Chapter of the Society. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the Society. The Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other requirements and guidelines as the Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Chapter.
- b. **Revocation.** Charters for the operation of Chapters may be revoked by the Board of Directors at any time and in such manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of a Chapter’s charter, the Chapter immediately shall remit all of its funds and records to the Society’s Executive Vice President.
- c. **Name.** No Chapter shall use the name of the Society in any manner whatsoever unless duly authorized to do so by the Society pursuant to the terms of a written agreement.
- d. **Organization.** Each Chapter shall have a Board of Directors, Officers and Bylaws in such form as shall be approved by the Society’s Board of Directors. Chapters must



maintain voting membership categories and criteria that are identical to the Society's (with the exception of Life membership). Changes to a Chapter's Bylaws must receive the prior written approval of the Board of Directors.

- e. **Meetings.** Each Chapter may hold such meetings as it deems appropriate, provided, however, it must hold at least one (1) meeting every year.
- f. **Choice of Chapter.** Voting members must maintain an active membership in one of the Society's Chapters (if such exist where the member is employed or resides). Members may belong to only one Chapter, and may join the Chapter of their choice (no matter where located).
- g. **Transfers.** A member of a Chapter may transfer to another Chapter by written request addressed to the Society. The Society shall affect the transfer and promptly shall notify the affected Chapters. Full membership privileges shall be granted to the transferring member in the new Chapter, and the new Chapter shall give the transferring member a credit for the full amount of any dues paid to the previous Chapter to be applied towards dues in the new Chapter.

**Section 2—Associations.** Chapters located within a particular geographical region may organize state, regional and/or sectional affiliations (each of which is referred to as an "Association"). The name, boundaries, and eligibility requirements for Associations shall be determined by the Society's Board of Directors. All Associations shall: (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Board of Directors from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Directors from time to time; (iii) enter into an agreement with the Society; and (iv) be issued a charter.

- a. **Application for Recognition as an Association.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of Chapters seeking to organize an Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the Society. The Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other requirements and guidelines as the Board of Directors may prescribe from time to time, if applicants meet the qualifications necessary for recognition as an Association.

- b. **Name.** No Association or other entity shall use the name of the Society in any manner whatsoever unless duly authorized to do so by the Society pursuant to the terms of a written agreement.
- c. **Organization.** Each Association shall have a Board of Directors, Officers and Bylaws in such form as shall be approved by the Society's Board of Directors. Only Chapters may be voting members of an Association. Changes to an Association's Bylaws must receive the prior written approval of the Board of Directors.
- d. **Meetings.** Each Association may hold such meetings as it deems appropriate, provided, however, it must hold at least one (1) meeting every year.
- e. **Revocation.** Charters for the operation of Associations may be revoked by the Board of Directors at any time and in such manner and after such investigation as the Board of Directors may deem necessary. The Chapters responsible for organizing an Association shall have the right to request that the Board of Directors revoke the charter of any Association created by such Chapters. Upon revocation of an Association's charter, the Association immediately shall remit all of its funds and records to the Society.

## **ARTICLE X - ELECTRONIC MEETINGS**

Any action to be taken at a Board of Directors, voting member, or committee meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

## **ARTICLE XI - USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law: (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by fax, electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by fax, electronic mail or other electronic means.

## ARTICLE XII - FINANCE

**Section 1–Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

**Section 2–Payment of Indebtedness.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such Officer or Officers, agent or agents of the Society and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the Executive Vice President.

**Section 3–Deposits.** All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4–Bonding.** The Board of Directors may provide for the bonding of such Officers and employees of the Society as it may determine is necessary and/or appropriate.

**Section 5–Gifts.** The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

**Section 6–Books and Records.** The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and any committees having the authority of the Board of Directors.

**Section 7–Annual Audit.** The Board of Directors shall provide for an annual audit of the financial records of the Society by a certified public accountant. A report of the financial condition of the Society shall be made to the membership of the Society annually.

**Section 8–Fiscal Year.** The fiscal year of the Society shall be determined by the Board of Directors.

### **ARTICLE XIII - INDEMNIFICATION**

The Society shall indemnify all past and present Officers, Directors, employees, committees, members, and all other volunteers of the Society to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined by the Board of Directors.

### **ARTICLE XIV - WAIVER OF NOTICE**

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XV - AMENDMENTS**

These Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by a majority vote of the voting members present at a meeting at which a quorum is present, provided, however, that any such amendment, alteration or repeal has been: (i) first approved by the Board of Directors; and (ii) been made available to the voting members by mail, electronic mail, or by publishing such amendment, alteration or repeal on the Society's website, or in the print or online version of the *RSES Journal* (or its contemporary equivalent) at least thirty (30) and not more than sixty (60) days prior to the date by which the same is to be considered by the voting members.

### **ARTICLE XVI - DISSOLUTION**

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any

such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.