



*Council of Air Conditioning  
and Refrigeration Educator, Inc.*

# Bylaws

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BYLAWS  
OF  
COUNCIL OF AIR CONDITION AND  
REFRIGERATION EDUCATORS, INC.

(A Not-For-Profit Corporation)

ARTICLE I: OFFICES

The principal office of the Corporation shall be located in the Town of Georgetown, County of Sussex, and State of Delaware. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERS

SECTION 1: MEMBERS OF THE CORPORATION

1.1 The person signing the Certificate of Incorporation as Incorporator shall be the first member of the Corporation, unless he or she shall have resigned as such member or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the Bylaws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may be prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

1.2 The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation.

## SECTION 2: ANNUAL AND SPECIAL MEETINGS OF MEMBERS

2.1 The Annual Meeting of the Members of the Corporation shall be held on such date or dates shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within twelve (12) months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve (12) months following the preceding Annual Meeting. Special Meetings of the members should be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time by the members on such date or dates as shall be permitted by law.

2.2 Any Annual or Special Meeting of Members shall be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event of the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal of the Corporation.

2.3 Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

2.4 Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office or if the notice of Meeting has been posted on the Corporation web site at least 50 days prior the meeting date. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by

such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the Bylaws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

- 2.5 At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

### SECTION 3: ANNUAL REPORT TO MEMBERS

3.1 At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

### SECTION 4: PRESIDING OFFICERS OF MEETINGS OF MEMBERS AND ORDER OF BUSINESS

4.1 Meetings of the members shall be presided over by the following officers, in order of seniority – President, most senior Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the President or Acting Chairman may appoint a Secretary of the meeting.

4.2 The order of business at all meetings of members shall be as follows:

Roll call.  
Reading of the minutes of the preceding meeting.  
Report of standing committees.  
Officers' reports.  
Old business.  
New business.

To the extent possible, meetings shall be conducted using the procedures in Roberts Rules of Order.

### SECTION 5: PROXIES FOR MEETINGS OF MEMBERS

5.1 Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven (11) months from its date.

#### SECTION 6: INSPECTORS OF ELECTION

6.1 The Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint any inspectors. Each appointed inspector shall take and sign on oath faithfully to execute the duties of inspectors with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

#### SECTION 7: QUORUM AND VOTING REQUIREMENTS

7.1 Except as provided by law, 30% of the record of membership shall constitute a quorum. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote or in the case of a joint membership; each joint membership shall be entitled to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

#### SECTION 8: RECORD DATE OF MEETINGS AND MEMBERS

8.1 The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. The record date shall be the close of business on the day proceeding the day of the meeting. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any

meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

#### SECTION 9: EVIDENCE OF MEMBERSHIP

9.1 The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

#### SECTION 10: CAPITAL CONTRIBUTIONS

10.1 In the event of any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the States of Incorporation.

### ARTICLE III: BOARD OF DIRECTORS

#### SECTION 1: NUMBER OF BOARD OF DIRECTORS

1.1 The Corporation shall be managed by a Board of Directors. Each director shall be at least eighteen (18) years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of six (6) directors. Thereafter, the number of directors constituting the entire Board shall be no less than six (6). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

#### SECTION 2: ELECTION OF BOARD OF DIRECTORS AND TERM OF OFFICE

2.1 The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, at each Annual Meeting of Members, the membership shall elect whose terms have expired. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation

or removal as hereinafter provided. There shall be no restriction on the number of successive terms a person may serve as a director.

### SECTION 3: TERMINATION OF DIRECTORSHIPS

3.1 Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.

3.2 A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

### SECTION 4: VACANCIES IN AND NEWLY-CREATED DIRECTORSHIPS

4.1 Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

### SECTION 5: REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

5.1 A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors.

5.2 No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the directors then in office.

5.3 Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting who attends the meeting without protesting the lack of notice to him.



SECTION 6: QUORUM AND VOTING REQUIREMENTS AT BOARD OF DIRECTORS MEETINGS

6.1 Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board if Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had passed by unanimous vote at a duly called meeting of the Board.

SECTION 7: PRESIDING OFFICER

7.1 The President of the Board duly elected, shall preside at all meetings of the Board of Directors. If there be no President or in his absence, the most senior Vice President shall preside, and if there be no Vice President or in his absence, any other director chosen by the Board, shall preside.

SECTION 8: COMMITTEES

8.1 Whenever the Board of Directors shall consist of more than three (3) persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may delegate special committees for any lawful purposes, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV: OFFICERS

SECTION 1: OFFICERS

1.1 The Board of Directors shall consist of the following elected officers. President, Vice-President of Proprietary Secondary schools, Vice-President of Public Secondary schools, Vice-President Public Post-Secondary schools, Vice-President Proprietary Post-Secondary schools, Vice-President of Business/Trade, Secretary, Treasure and Past President. Any two offices may be held by the same person except the office of President and Secretary.

## SECTION 2: TERM OF OFFICE, REMOVAL AND FUNCTIONS

2.1 Each officer shall hold office for a term of two years. Vice-Presidents shall be elected from the group they represent. Terms shall be staggered. Elected officer shall be elected in the following manner.

- a. Even years
  - i. Vice-President of Proprietary Secondary schools
  - ii. Vice-President of Public Post-Secondary schools
  - iii. Vice-President of Proprietary Post-Secondary schools
  - iv. Secretary
- b. Uneven years
  - i. President
  - ii. Vice-President of Secondary schools
  - iii. Vice-President of Business/Trade
  - iv. Treasure

2.2 Each officer shall hold office until the Annual Meeting of the Board of Directors and until his successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.

2.3 For a member to be nomination for an open Board position, they must submit their name, the office they are seeking and a short biography stating their current occupation and experience in writing to the Board prior to the start of the annual meeting. If the member qualifies for the position the Board will allow his/her name to be placed in nominated from the floor with a second.

## SECTION 3: DUTIES OF OFFICERS

3.1 The President shall be the Chief Executive Officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

3.2 During the absence or disability of the President of the Corporation, the most senior Vice-President shall have all the powers and functions of the President. Most senior Vice-President shall be the Vice-President with the longest continuous time in office. The Vice-Presidents shall perform such duties as may be prescribed by the Board of Directors from time to time. Each Vice-President shall be responsible to represent the educational group from which they were elected and report back any actions taken by the Board.

3.3 The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when authorized by the President; in

writing or electronically; the Treasurer may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and by the President in writing or electronically.

3.4 The Secretary shall keep the minutes of the Board of Directors and the minutes of the annual membership meeting. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation. The Secretary shall prepare and distribute a corporate newsletter no less than quarterly to all members.

3.5 The Past President will provide assistance in the transition from old Board members to new Board members and shall perform other duties as assigned by the Board.

3.6 All officers upon leaving office shall turn over all documents and property of the corporation to the Board no later than 30 days after termination of their term.

## ARTICLE V: MISCELLANEOUS

### SECTION 1: BOOKS AND RECORDS

1.1 The Corporation shall keep at the principal office of the Corporation, complete and correct records and statement of accounts, and shall keep copies of minutes of the proceedings of the membership meeting, the Board of Directors meetings, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members. The Secretary shall hold the responsibility of determining the location of the principal office of the Corporation. Within 30 day of accepting the office, he will notify the membership of the location and contact information for the principal corporate office. During the Secretary's term the Corporation office shall not be move without approval of the Board and notification of the membership.

### SECTION 2: CORPORATE SEAL

2.1 The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

### SECTION 3: FISCAL YEAR

- 3.1 The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

SECTION 4: AMENDMENT OF BYLAWS

4.1 All Bylaws of the Corporation shall be subject to alteration or repeal, and new bylaws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose or by a method of secure electronic voting. The record date for determining members for this purpose shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Electronic voting shall close 5 days after distribution.

4.2 The Board of Directors shall have the power to make, alter or repeal, from time to time, Bylaws of the Corporation, except that the Board may not amend or repeal any bylaw in which control thereof is vested exclusively in the members. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the bylaw so made, amended or repealed, together with a concise statement of the changes made.