



# Concordia University student branch

## CONSTITUTION & BYLAWS

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## **DISCLAIMER**

This document is to be used in conjunction with other governing documents prepared for ASHRAE student branches by the ASHRAE Chapter and Society, including: the Manual For Student Branch Operations and the documents mentioned in section 9.1 of these bylaws. Should any article of this document come into conflict with any of the ASHRAE Chapter or Society bylaws, the Chapter and Society bylaws shall overrule.

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# PART I - CONSTITUTION

## 1. NAME AND MANDATE

### 1.1. NAME

The name of the organization is the Concordia University Student Branch (herein "Branch") of ASHRAE<sup>1</sup>. (herein "Society").

### 1.2. PRINCIPAL OFFICE

The principal office of the Branch is located at Concordia University, in Montreal, Québec, Canada.

### 1.3. OBJECTS

- 1.3.1. 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.
- 1.3.2. The Concordia University Student Branch undertakes its specific mission to provide learning opportunities and connections with the HVAC and related industries to young engineers, with the encompassing vision of fostering collaboration and innovation in its community to build the cities of tomorrow.

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<sup>1</sup> American Society for Heating, Refrigeration, and Air-Conditioning Engineering. See Annex A.

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## 2. MEMBERSHIP

### 2.1. MEMBERSHIP

Members of this Student Branch shall be student members of ASHRAE in good standing and registered at Concordia University. Student members of the Student Branch have access to the following privileges:

- Access to member-exclusive activities of the ASHRAE Chapter.
- Membership to the monthly publications of the ASHRAE Journal.
- Access to ASHRAE Handbooks at a reduced cost.
- Access to the annual ASHRAE Winter Conference.
- Opportunity to apply to student bursaries offered by ASHRAE.
- Opportunity to participate in the annual ASHRAE Student Competition.

### 2.2. RIGHTS UPON REGISTRATION TO ASHRAE

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. RIGHTS OF THE EXECUTIVE MEMBERS OF THE STUDENT BRANCH

In addition to the rights afforded to them by law or otherwise in these by-laws, every executive member of the association has the right to:

- 2.3.1. Attend, speak at, and vote in the General Meetings of the Association;
- 2.3.2. Attend, speak at, and vote in Council Meetings of the Association except for closed sessions;
- 2.3.3. Present their nomination for an appointed position;
- 2.3.4. Consult the annual financial statements or the Regulations of the Association at any time.

### 2.4. RIGHTS OF NON-EXECUTIVE MEMBERS OF THE STUDENT BRANCH

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In addition to the rights afforded to them by law or otherwise in these by-laws, every unofficial member of the organization has the right to:

- 2.4.1. Attend and speak at Council Meetings of the Association except for closed sessions;
- 2.4.2. Present their nomination for an appointed position;

## 2.5. RESPONSIBILITIES OF THE MEMBERS

Members, in their words and actions must:

- 2.5.1. Respect all individuals without regard to race, colour, sex, religion, creed, civil status, political opinions, language, social status, sexual orientation, ethnic or national identity, disability or age;
- 2.5.2. Embody respect for truth, integrity, fairness, free inquiry and the opinions of others;
- 2.5.3. Follow the letter and spirit of the Charter of Human Rights and Freedoms as well as the Quebec Charter of Human Rights.

## **3. DUES AND FINANCE**

- 3.1. Dues for membership in the Society shall be paid to the Society.
- 3.2. Branch dues may be assessed by the Board of Governors as are reasonable and necessary to meet current operating expenses.
- 3.3. Fiscal Year: The fiscal year of the Branch shall end on June 30 of each year.

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#### **4. POWERS**

- 4.1. 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.

#### **5. LIMITATION OF POWER**

- 5.1. 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.
- 5.2. 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.
- 5.3. 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.

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- 5.4. 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.
  - 5.5. The Branch shall not recommend, endorse or approve any product, service, publication, person or entity for the promotion of private interests.

## **6. DISSOLUTION**

- 6.1. A council meeting must be called to discuss the possibility of dissolution of the Student Branch. The Branch Officers and the Student Branch Advisor must be present at this meeting.
- 6.2. Upon the dissolution of the Branch, any assets remaining thereafter shall be conveyed to the Society.
- 6.3. 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.

## **7. AMENDMENTS**

- 7.1. All articles of this Constitution shall be subject to alteration or repeal, consistent with the Certificate of Consolidation, Society 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.
- 7.2. Amendments to this Constitution set forth in written directives of the Secretary of the Society may be adopted by a majority of the Executive Council. Written copies of said amendments shall be sent by the Secretary to



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all members, or an officer of the Branch shall read said amendments at the next succeeding meeting.

- 7.3. Amendments to this Constitution may also be initiated by a written resolution of a majority of the Board of Governors or of not less than five (5) members in good standing with voting privileges, presented at any meeting of the 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.

## **8. ADOPTION**

- 8.1. 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.

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## PART II - BYLAWS

### 9. STRUCTURE OF THE ORGANIZATION

#### 9.1. GOVERNMENT

9.1.1. The Society is governed by the following governing instruments, in the order listed:

1. The Certificate of Incorporation
2. The Society Bylaws
3. Rules of the Board of ASHRAE
4. Chapter Bylaws
5. Student Branch Constitution & Bylaws

9.1.2. 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.

#### 9.2. OFFICERS AND BOARD OF GOVERNORS

9.2.1. The full governing authority of the student branch is vested in the Board of Governors. Its mandate is to manage and conduct the affairs of the student branch.

9.2.2. The Board of Governors shall consist of three (3) elected Branch Officers and a minimum of two (2) other member(s) as per the requirements of Chapter Bylaws. Failure to satisfy this point will render the branch inactive within its Chapter.

9.2.3. The Branch Officers shall be the President, the Vice President, and the Treasurer/Secretary, as per the requirements of Chapter Bylaws.

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- 9.2.4. Other members of the Board of Governors shall include the following: Student Branch Advisor, Vice-President of Events, Vice-President of Marketing, Vice-President of Outreach, Vice-President of External Affairs, Directors.<sup>2</sup>

9.3. EXECUTIVE COUNCIL

- 9.3.1. The Executive Council consists of an appointed group of individuals within the Student Branch and its members must pertain to the Board of Governors.
- 9.3.2. Its mandate includes setting policies for the organization and adopting regulations for its organization.
- 9.3.3. Equal voting rights are attributed to Executive Council members with positions of Branch Officer or Vice-President. Directors do not have any voting rights.
- 9.3.4. The President chairs the Executive Council and has the deciding vote in the case of a tie.

- 9.4. An organizational diagram is provided in Annex A for reference.

## 10. BOARD OF GOVERNORS

This section contains general definitions concerning the members Board of Governors of the Branch. A complete description of the responsibilities of each member can be found in section 6 of these bylaws.

10.1. Executives

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<sup>2</sup> The list of other members of the Board of Governors may be updated as judged necessary by the ensemble of the Branch Officers, in which case an amendment to these bylaws will be necessary.

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An Executive of the Branch is an individual with a position of Branch Officer or Vice-President. Executives govern the affairs of the organization.

Executives have equal voting rights.

- 10.1.1. Branch Officers are elected by the Executives for the succession of the Student Branch during the annual meeting for the installation of officers in the month of April.
- 10.1.2. Executives, other than the Branch Officers, are selected by the newly elected President through an interview process to complete the Board of Governors. Candidates that were part of the preceding Board of Governors shall be given priority in this interview process, in recognition of their experience within the operations of the Branch.
- 10.1.3. Executives may be appointed to be part of the Executive Council by a vote of two thirds of the Board of Governors.
- 10.1.4. All executives of the Student Branch must be registered undergraduate students at the Gina Cody School of Engineering.

## 10.2. Directors

A Director is a member who is selected by the Executive Council to administer a specific portfolio. Their duties also include supporting other Executives and Directors with their duties as assigned. Directors may be appointed at any moment by a vote of two-thirds of the Executive Council. Directors do not have voting rights.

## 10.3. Elections

All Executives have equal voting rights during elections for the succession of the Student Branch. In the case of a tie, the President has the deciding vote.

## 10.4. Terms of Office

Executives of the branch take office starting the 1st of September the year they are elected in. Directors will take office on the date they are appointed.

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Executives and Directors will retain their role until August 31st, their resignation, or their removal of office.

10.5. Removal from Office

Any member of the Board of Governors, with the exception of the Chair, can be removed from office by a two-thirds vote from the Legislative Council of the Student Branch. Removal from office can be made for misappropriation of funds, delinquency of duties, violation of these by-laws or of the Regulations adopted there under. One week's advance notice must be given to all Branch Executives, including the member in question, before the vote may take place. The notice must include the alleged cause for removal, the date, time, and location of where the vote will take place. The member under question will not have the right to vote and their responsibilities will be halted for the period of time before the vote.

10.6. Mid-Term Appointments

In the case that a member of office is removed or from resignation post mid-term, then a new member must be appointed in their place. If the President must be re-appointed, there will be a closed council meeting where an Executive will be voted in as a President if there is a two-thirds vote in favor. If another Executive needs to be re-appointed, a Director can be elected by a two-thirds vote of the Legislative Council to fill the Executive's old position.

## **11. MEETINGS OF THE ASSOCIATION**

11.1. GENERAL MEETINGS

11.1.1. Regular meetings of the Branch shall be held on at least a monthly basis from September through May at such time and place as prescribed by the Board of Governors.

11.1.2. General meetings may be called by any Executive member, and must be announced at least seven (7) days in advance, but no more than

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twenty-one (21) days. Quorum for general meetings is two-thirds of the current Executive Council.

- 11.1.3. Only student members of ASHRAE, whether executive or non-executive members of the Branch, are permitted into a general meeting. Invited guests may exceptionally attend the meeting with authorization of the President or Student Branch Advisor.

## 11.2. COUNCIL MEETINGS

- 11.2.1. Council meetings may be called by the President or one-third of the Executive Council. They must be announced at least forty-eight (48) hours in advance. Council meetings are open to all Branch members unless a closed session is announced at least forty-eight (48) hours in advance.
- 11.2.2. Only members of the Board of Governors and invited guests may attend a closed session. Quorum for council meetings is one half plus one of the council members (directors do not count as part of the quorum).

## 11.3. ANNUAL ELECTIONS

- 11.3.1. The annual meeting for the installation of officers and Board of Governors shall be held in the month of April.
- 11.3.2. The elections meeting is open for attendance to any student registered at Concordia University, and to any student member of ASHRAE.
- 11.3.3. All Executive members of the Branch must be present to the annual elections meeting.

- 11.4. The Manual For Student Branch Operations provided to the Branch Officers is used as the reference for the conduction of any Branch meetings.

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## 12. REGULATIONS AND AMENDMENTS

### 12.1. POWERS AND DUTIES - BOARD OF GOVERNORS

#### 12.1.1. BRANCH OFFICERS

##### 12.1.1.1. The President

- Is responsible for the organization and successful operation of the Student Branch.
- Represents the ASHRAE Concordia Student Branch in all official ECA and university and external events.
- Chairs general meetings and council meetings of the Branch.
- Is co-signatory of all cheques and the ASHRAE Annual Budget Report along with the Treasurer.
- Should consult regularly with the advisor and/or local chapter officers or advisory committee.
- Is responsible for establishing new committees/portfolios for the branch and appointing Executives or Directors to these as necessary.
- Leads, provides guidance, and advice to the Board of Governors.
- Communicates with external parties when necessary.
- Delegates responsibilities to appropriate members of the Board of Governors as necessary.

##### 12.1.1.2. The Vice President

- Is responsible for maintaining the records of the Student Branch, for the completeness, legibility and accuracy of applications, for changes of address, and the transmittal of this material to Society Headquarters, with copies when required to the Regional Vice Chair for Student Activities and the local secretary of the sponsoring chapter or advisory committee.
- Shall schedule regular monthly general meetings for the Board of Governors in accordance to all member's availability.

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- Shall collaborate with the VP of Outreach in the recruitment of new Branch members.
  - Is responsible for room bookings for internal affairs of the Student Branch such as general meetings and council meetings.
  - Is responsible for planning programs/agenda in each branch meeting, and providing it to the attendees prior to the meeting with approval of the President.
  - Shall provide support to the President through appointed portfolios.

12.1.1.3. The Secretary & Treasurer

- Is responsible for maintaining the financial accounts of the student branch.
- Shall take minutes during Branch meetings.
- Shall inform the Board of Governors on the Branch's needs in terms of operating funds
- Shall collaborate with the VP of External in order to formulate/modify a funding strategy and/or sponsorship program.
- Shall consult with the local chapter or the advisory committee for possible financial aid.
- Shall make the organization's financial records available for inspection upon request of the ECA council, a faculty advisor, or any Branch Executive.
- Shall submit a financial report<sup>3</sup> signed by the student branch advisor, to Society Headquarters with copies to the sponsoring chapter or advisory committee, retaining a copy in the student branch files. This should be submitted no later than May 31 annually.

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<sup>3</sup>Refer to the Manual For Student Branch Operations for further instructions.



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- Shall send reports on student branch meetings to Society Headquarters with a copy to the sponsoring chapter or advisory committee.
  - Is an obligatory cosignatory of all cheques and requisitions with the President.

## 12.1.2. OTHER EXECUTIVES AND DIRECTORS

### 12.1.2.1. The Vice President of Events

- Is responsible for the planning, coordination, and conduction of all events of the Student Branch.
- Collaborates with VP of External Affairs and VP of Marketing to organize and advertize networking and academic events.
- Provides all necessary information regarding events to other members of the Board of Governors as required to fulfill their duties.
- Is in charge of reserving catering services for events as required.
- Is the Event Official for events occurring within Concordia University's facilities.
- May delegate tasks to the appointed Director(s) of Events.

### 12.1.2.2. The Vice President of Marketing

- Is responsible for ASHRAE Concordia's visual identity.
- Shall find new and original ways to market and promote the ASHRAE name inside and outside the realm of the University, including but not limited to: advertisement campaigns, educational campaigns, all forms of online publications such as regular posts on ASHRAE Concordia's social media pages, event banners and materials.
- Collaborates with the VP of Events to provide accurate information regarding events in event marketing campaigns and materials.

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- Is responsible for designing ASHRAE related advertising media templates.
  - Is responsible for posting and maintaining ASHRAE social media profiles.
  - May delegate tasks to appointed Director(s) of Marketing.

#### 12.1.2.3. The Vice President of Outreach

- Is responsible for the recruitment of new members into the ASHRAE Concordia Student Branch.
- Shall conduct recruitment campaigns within the Gina Cody School of Engineering to gather new Student Branch members.
- Shall ask permission from professors to present ASHRAE in engineering classrooms, and conduct recruitment.
- Shall collaborate with the Vice President by providing the information necessary for record keeping of recruitment and applications of new Branch members.
- Shall reach out to elementary schools, high schools and CEGEP, to promote ASHRAE and building systems.
- May organize outreach events to promote ASHRAE and Engineering to younger demographics, including but not limited to: Info sessions, workshops, lunch & learn activities, etc.
- May delegate tasks to appointed Director(s) of Outreach.

#### 12.1.2.4. The Vice President of External Affairs

- Is responsible for establishing contact with external companies, organizations and schools for potential collaborations in events or sponsorship programs.
- Shall find new and original ways to help create a link between academic life and the engineering industry through exposure to engineering professionals. New propositions may be presented during Branch meetings.
- Collaborates with the Treasurer to prepare sponsorship programs.

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- Presents the sponsorship packages to the potential sponsoring companies, once these are approved by the Branch President and Treasurer.
  - Keeps the sponsors up to date with ASHRAE events and their advertising.
  - May delegate tasks to the appointed Director(s) of External Affairs.

#### 12.1.2.5. Directors

- Are responsible to fulfill the requirements of the portfolios administered to them by the Executive Council.
- Shall report to an appointed Executive.
- May participate and speak at general meetings and council meetings.

## 12.2. STUDENT BRANCH ADVISOR

The Student Branch Advisor must be a registered member of ASHRAE, and a registered professor of the Gina Cody School of Engineering. The Student Branch Advisor is appointed the Chapter of the Society. This person serves as advisor to all members of the Student Branch in all affairs concerning the Branch. Should the Student Branch Advisor resign or be released from duty, a new Student Branch Advisor must be selected in collaboration with the designated authorities of the ASHRAE Chapter.

# ANNEX A

Figure 1 - Structure of the Organization

