



Shaping Tomorrow's
Built Environment Today

**Manual of Procedures (MOP)
College of Fellows (COF)
Effective July 1, 2018**

Forward

The College of Fellows is a Standing Body of the Society and operates under the direction of the Executive Committee (ExCom) of the Board of Directors. The Rules of the Board (ROB) are the constitution of the committee. Proposed changes to the ROB and their appendices must be approved by the Board of Directors.

This Manual of Procedures (MOP) describes the methods and procedures by which the body accomplishes the duties and responsibilities assigned to it. The MOP is an internal document of the committee for its own guidance. The MOP and revisions thereto, shall be submitted to the Society Rules Committee for approval.

Proposed ROB changes shall normally only be presented to ExCom for approval once a year for consideration.

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1.0 College of Fellows – General

1.1. Scope

1.1.1. To serve as ambassadors to enhance ASHRAE's technical image internally and in the community at large through activities such as transferring ASHRAE-generated technology and knowledge

1.2. Purpose

1.2.1. To mentor students, engineers, and educators to increase their awareness of ASHRAE activities

1.2.2. To share knowledge or experience with the grassroots organization, such as chapter presentations

1.2.3. To communicate ASHRAE recommended practices to resolve current industry problems

1.2.4. To support ASHRAE governance in conducting special technical activities

1.3. Membership

1.3.1. Each person who is a Fellow of ASHRAE and is in good standing in the Society shall have the status of member of the College of Fellows (COF).

1.3.2. The rights and privileges of membership shall be personal to the member and shall not be delegated or transferred.

1.3.3. A member of the COF may resign at any time by giving prior written notice of resignation to the COF President. The rights and obligations of membership cease upon the death of the member or when the member ceases to be a member of ASHRAE.

1.4. Meetings

1.4.1. Regular COF meetings shall be scheduled during the Society's Annual [summer] and Winter Conferences.

1.4.2. They shall be called by the COF President or, in their absence, by the COF President-elect.

1.4.3. Notices of meetings shall, when possible, be published in the preliminary and/or the official program of the Society conferences. At the discretion of the COF President, notices of meetings may be sent directly to COF Members.

1.4.4. Except as otherwise provided in this Section, the COF President shall preside at every COF meeting (and any adjournment thereof).

1.4.4.1. If the COF President is absent, unable or unwilling to serve, the COF President-elect shall preside at the meeting.

1.4.4.2. If neither the COF President nor the COF President-elect is present and willing to serve as chairman of the meeting, and if the COF President has not designated another person who is present and willing to serve, then a majority of the Executive Committee members present at the meeting shall designate a person to serve as chairman of that meeting.

1.4.4.3. The Chair of the meeting may designate other persons to assist with the meeting.

1.5. Adjournments.

1.5.1. At any meeting of members (including an adjourned meeting), a majority of members present and entitled to vote at the meeting (whether or not those members constitute a quorum) may adjourn the meeting to reconvene at a specific time and place. The only business that may be transacted at any reconvened meeting is business that could have been transacted at the meeting that was adjourned, unless further notice of the adjourned meeting has been given in compliance with the requirements for a special meeting that

specifies the additional purpose or purposes for which the meeting is called. Nothing contained in this Section shall be deemed or otherwise construed to limit any lawful authority of the chairman of a meeting to adjourn the meeting.

1.6. Conduct of the Meeting.

1.6.1. At any meeting of COF members or COF ExCom, Robert's Rules of Order governs the conduct of business at the meeting.

1.7. Action of Members without a Meeting.

1.7.1. For an action to be taken without a meeting, an electronic or written ballot shall be made available to every member entitled to vote. Such ballot shall:

1.7.1.1. set forth each proposed action,

1.7.1.2. provide an opportunity to vote for or against each proposed action, and

1.7.1.3. provide a space for the member to sign.

1.7.1.4. All solicitations for votes by electronic or written ballot shall

1.7.1.4.1. indicate the number of responses needed to meet the quorum requirements;

1.7.1.4.2. state the percentage of approvals necessary to approve each matter; and

1.7.1.4.3. specify the time by which a ballot must be received by the COF in order to be counted, which time must be no less than two weeks after sending the ballot.

1.7.1.4.4. Approval by electronic or written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and a majority of the votes are for approval. The action must be evidenced by electronic or written ballots describing the action taken, signed by members, and delivered to the COF for inclusion in the minutes.

1.8. Special Meetings

1.8.1. Special meetings of members may be called at any time by the COF ExCom or the COF President, or upon the written request of COF members representing ten percent (10%) or more of the votes entitled to be cast on each proposed issue to be considered at the special meeting.

1.8.2. The business that may be transacted at any special meeting of members shall be limited to that proposed in the notice of the special meeting

1.8.3. Notice of a special meeting must be given no fewer than ten (10) days nor more than sixty (60) days before the meeting date to each member of record entitled to vote at the meeting. The notice of a special meeting shall include a description of the matter or matters for which the meeting is called as well as the date, time and location of the meeting. If the meeting is to be electronic, instructions for joining must also be included.

1.9. Quorum

1.9.1. The COF President shall establish the quorum for a meeting of the COF members as those Fellows who are present but not less than 10. For an electronic or written ballot, the COF President shall establish the quorum as the total of those returning ballots but not less than 10.

1.9.2. At all meetings of COF members, any members entitled to vote on a matter may take action on the matter only if a quorum of the members exists at the meeting.

1.9.3. Once a member is present at any meeting other than solely to object to holding the meeting or transacting business at the meeting, the member shall be deemed present for

quorum purposes for the remainder of the meeting and for any adjournments of that meeting; unless a new record date for the adjourned meeting is or must be set.

2.0 Officers

- 2.1. The officers of the COF shall consist of a COF President, a COF President-elect and a COF Secretary/Treasurer, each of whom shall be first nominated by the COF Nominating Committee and then elected by the members at an annual meeting of the COF members. Two or more offices may not be held by the same person.
- 2.2. Term of Office
 - 2.2.1. The COF officers shall serve a single two-year term commencing on the first day of the COF's fiscal year following election to office.
 - 2.2.2. The COF President-elect shall succeed to the office of COF President upon completion of their term as COF President-elect. Normally the COF President-elect shall be selected from the COF Secretary/Treasurer who has completed their two year term.
 - 2.2.3. If the office of COF President becomes vacant, the COF President-elect shall immediately succeed to the un-expired term of the COF President and, on completion of that term, shall continue to serve as COF President for a full two-year term. In the special case where the office becomes vacant before the first meeting after the election, the COF President-elect will be considered to have started their two year term upon elevation to the office of COF President. The COF Secretary/Treasurer shall be elevated to the position of COF President-elect and section 2.2.4 will be implemented.
 - 2.2.4. In the event that the COF President-elect, COF Secretary/Treasurer or immediate past COF President becomes vacant, cannot fulfill the duties of the office or is removed, the remaining members of COF ExCom shall appoint a member of the COF to serve during the remaining year. A special election to permanently fill the position shall be scheduled for the Annual meeting. The last constituted nominating committee shall be charged with providing the candidate(s).
 - 2.2.5. All officers shall remain in office until their successors are duly elected and qualified.
- 2.3. Removal. Any COF officer (regardless of how elected or appointed) may be removed with cause by Society's Board of Directors
- 2.4. COF President.
 - 2.4.1. The COF President shall preside at and serve as Chair of COF meetings and shall perform other duties and have other authority as may from time to time be delegated by Society's Board of Directors. The COF President has the authority to appoint COF committees as needed.
- 2.5. COF President-elect.
 - 2.5.1. The COF President-elect shall, in the absence or disability of the COF President, or at the direction of Society's Board of Directors, perform the duties and exercise the powers of the COF President. The COF President-elect shall perform any other duties and have any other authority as from time to time may be delegated by the COF President or COF Board of Directors.
- 2.6. COF Secretary/Treasurer.
 - 2.6.1. The COF Secretary shall be responsible for preparing minutes of COF meetings. The COF Secretary shall perform any other duties and have any other authority as from time to time may be delegated by the COF President or COF ExCom.

2.6.2. Unless otherwise provided by the COF Board of Directors, the COF Treasurer, in conjunction with the Society's financial officer, shall be responsible for overseeing of all funds and securities belonging to the College of Fellows and for the receipt, deposit, or disbursement of these funds and securities under the direction of the Board of Directors. The COF Treasurer shall cause full and true accounts of all receipts and disbursements to be maintained and shall make reports of these receipts and disbursements to the Society Board of Directors and President upon request. The COF Treasurer shall perform any other duties and have any other authority as from time to time may be delegated by the COF President or COF ExCom.

3.0 Executive Committee (COF ExCom)

- 3.1. The number of members of the COF ExCom shall be fixed at five (5).
 - 3.1.1. The COF President, COF President-elect and the COF Secretary/Treasurer, plus the immediate past COF President and a COF member-at-large, shall comprise the COF Executive Committee (COF ExCom).
 - 3.1.2. Except in case of death, resignation, disqualification, or removal, each COF ExCom member shall serve for a term coincident with their term of office. Despite the expiration of a COF ExCom member's term, he or she shall continue to serve until a successor has been elected and has qualified.
 - 3.1.3. COF ExCom members must be members of the ASHRAE College of Fellows in good standing.
- 3.2. COF ExCom shall report to Society's Board of Directors and members of the COF at each of its meetings.
- 3.3. General Powers. All business and affairs of the COF shall be managed by its Executive Committee (COF ExCom).
- 3.4. Committees of COF ExCom.
 - 3.4.1. COF ExCom shall appoint a nominating committee of at least five (5) members, including the immediate past COF President, to propose a slate of officers for election by COF members and a COF member-at-large to serve a two year term on COF ExCom. Except for the immediate past COF President who will serve as Chair, no member of COF ExCom may serve as a member of the nominating committee.
 - 3.4.2. COF ExCom may designate one or more standing or ad hoc committees, each consisting of one or more COF members, who serve at the pleasure of COF ExCom.
 - 3.4.3.
- 3.5. Regular Meetings.
 - 3.5.1. A regular meeting of COF ExCom shall be held in conjunction with each meeting of members.
- 3.6. Special Meetings.
 - 3.6.1. Special meetings of COF ExCom may be called by or at the request of the COF President or any COF ExCom member in office at that time.
- 3.7. Place of Meetings.
 - 3.7.1. COF ExCom may hold their meetings in conjunction with Society Annual and Winter Conferences.
- 3.8. Quorum.
 - 3.8.1. At COF ExCom meetings, a majority of the COF ExCom members then in office shall constitute a quorum for the transaction of business.

3.9. Vote Required for Action.

3.9.1. If a quorum is present when a vote is taken, the vote of a majority of the COF ExCom members present at the time of the vote will be the act of COF ExCom. A COF ExCom member who is present at a meeting when action is taken is deemed to have assented to the action taken unless

3.9.1.1. he or she objects at the beginning of the meeting (or promptly upon arrival) to holding the meeting or transacting business at it;

3.9.1.2. his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or

3.9.1.3. he or she delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the COF immediately after adjournment of the meeting. The right of dissent or abstention is not available to a COF ExCom member who votes in favor of the action taken.

3.10. Participation by Conference Call.

3.10.1. Members of COF ExCom may participate in a COF ExCom meeting by means of conference telephone or similar communications equipment through which all persons participating may hear and speak to each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

3.11. Action by COF ExCom without a Meeting.

3.11.1. Any action required or permitted to be taken at any meeting of COF ExCom may be taken without a meeting if an electronic or written consent, describing the action taken, is signed by each COF ExCom member and delivered to the COF for inclusion in the minutes of the next meeting. The consent shall have the same force and effect as a unanimous vote of COF ExCom at a duly convened meeting.

4.0 Voting

4.1. Voting Rights.

4.1.1. In all matters that call for the vote of members, each member shall have one vote. Each member shall be entitled to vote in the election of members of COF ExCom and in any other matter that requires the vote of members.

4.2. Proxies.

4.2.1. A member entitled to vote on a matter may vote in person or by proxy pursuant to an appointment executed in writing by the member or by his attorney-in-fact. An appointment of a proxy shall be valid for eleven (11) months from the date of its execution, unless a longer or shorter period is expressly stated in the proxy.

5.0 Fiscal

5.1. Approval of expenditures of College of Fellows funds

5.1.1. By majority vote of the COF Executive Committee (COF ExCom) as prescribed in section 3.

5.1.2. By majority vote of the members present at a regular meeting, provided that there are at least 5 voting members physically present at the time of the vote

5.1.3. Disbursements of up to \$1000.00 may be approved by the COF Secretary/Treasurer (or in his absence, any other COF officer) in writing or by E-mail. Disbursements exceeding \$1000.00 shall require the additional approval of the COF President or another COF officer

6.0 Staff Liaison

6.1. A staff liaison shall be provided by ASHRAE.

7.0 Revisions

- 7.1. Revisions to the Manual of Procedures may be initiated by any three (3) members of COF ExCom or by six (6) members of the COF and must be submitted in writing to COF ExCom with signatures.
- 7.2. All such revisions, if approved by three (3) or more members of COF ExCom, shall be submitted for vote at the next COF meeting.