



**AIR MOVEMENT AND CONTROL  
ASSOCIATION INTERNATIONAL INC.**

# **AMCA International Bylaws**

**Effective April 1, 2021**

**Contents**

PREAMBLE - CODE OF ETHICS..... 3  
ARTICLE I - NAME AND OFFICE ..... 4  
ARTICLE II - MISSION AND OBJECTIVES ..... 5  
ARTICLE III - MEMBERSHIP ..... 6  
ARTICLE IV - REPRESENTATION AND VOTING ..... 9  
ARTICLE V - BOARD OF DIRECTORS .....10  
ARTICLE VI - OFFICERS.....14  
ARTICLE VII - DIVISION AND REGION ORGANIZATION .....17  
ARTICLE VIII - MEMBERSHIP MEETINGS.....20  
ARTICLE IX - AMCA INTERNATIONAL COMMITTEES .....22  
ARTICLE X - DUES AND ASSESSMENTS .....26  
ARTICLE XI - TERMINATION OF MEMBERSHIP .....27  
ARTICLE XII - RULES OF ORDER .....29  
ARTICLE XIII - DISSOLUTION.....30  
ARTICLE XIV - AMENDMENTS .....31  
ARTICLE XV - VOTING VEHICLES .....32

# AMCA INTERNATIONAL BYLAWS

## PREAMBLE - CODE OF ETHICS

AMCA International members and staff shall comply with the following Code of Ethics so that the business of the industry may be conducted in a straightforward, fair, and equitable manner to benefit designers, architects, engineers, contractors, purchasers, and AMCA International Members alike. The purposes of this Code of Ethics are to encourage the improvement of the quality of the products of the industry, the improvement of the business conduct of Members, and for the Members to abide by self-imposed rules of good business conduct of mutual benefit to the public and to themselves. All members must sign a pledge to follow this code and make every effort to ensure that:

1. All representations made to a purchaser or user through advertising, catalogs, or other media are factual and properly descriptive of the performance of the products so advertised and sold.
2. Any guarantees or warranties made in connection with such products are clearly presented and fair to the purchaser or user.
3. When it is necessary to substitute products for those designated, the seller will accurately represent its products and take steps to ensure that there is no confusion between products specified and products delivered.
4. Only those products that comply with established test specifications, standards, or codes in all respects can be identified or labeled as conforming thereto.
5. No efforts will be made to knowingly induce or attempt to induce the breach of existing lawful contracts between competitors and their customers or their suppliers or to defame competitors by falsely impugning their conduct, ability to perform contracts, credit standing, or quality and performance of products.
6. The hiring or offering of employment to employees of competitors is done in good faith and not for the purpose of injuring, destroying, or preventing competition.
7. Participation and cooperation engaged in with other Members is for the good of the industry, that decisions are arrived at independently and not from any plan, common course of action, agreement, combination, or conspiracy to fix or maintain the pricing of products, allocation of markets, or restriction of competition or to otherwise violate the antitrust laws of any government.
8. No representations made to a purchaser or user shall be obfuscated or hidden in order to conceal nonfactual or improper descriptions of the performance of products advertised or sold.

# ARTICLE I - NAME AND OFFICE

## 1. Corporate Name

The name of the Corporation is AIR MOVEMENT AND CONTROL ASSOCIATION INTERNATIONAL, INC., a non-profit international corporation organized under the laws of the State of Michigan, hereinafter referred to as AMCA International.

## 2. Location

The principal office of AMCA International shall be located at its international headquarters in Arlington Heights, Illinois, or at a location determined by the AMCA International Board of Directors.

## ARTICLE II - MISSION AND OBJECTIVES

To advance the knowledge of air systems and uphold industry integrity on behalf of AMCA members worldwide.

The objectives are, among other things:

1. To encourage the development of education, science, and the art of engineering as related to devices within the scope of AMCA International's industries.
2. To promote business practices in the industries governed by AMCA International's scope that are in accordance with the Association's Code of Ethics.
3. To develop and maintain standard methods of testing for rating the products of its industries.
4. To develop and implement Certified Ratings Programs designed to ensure reliable and accurate published ratings that can be fairly compared for all the products under its scope.
5. To encourage member companies publishing non-certified ratings to do so based upon tests performed in accordance with a recognized method-of-test standard in order to achieve reliable and accurate information being published.
6. To develop the use of standard definitions, nomenclature, sizes, and such other standards that facilitate communication and understanding between the industry and its customers.
7. To provide purchasers, specifiers, and users of the industry's products with authoritative information and recommended practices concerning the selection, application, and safe and efficient use of those products.
8. To represent and speak for the industry, when appropriate, on matters directly affecting the industry.
9. To provide through scheduled meetings a forum for communication and discussion between member companies on matters of common interest.
10. To communicate and promote the recognition and acceptance of AMCA International standards, services, and programs as the basis of selection and application of the industry's products.
11. To act as a technical resource center for the industry by accumulating technical information and literature concerning the products of the industry and their use and application.
12. To maintain a sufficient organization and staff to deal effectively with the business of the Association.
13. To collect, compile, aggregate, and publish statistical market data.

# ARTICLE III - MEMBERSHIP

## 1. Eligibility

Any manufacturer engaged in the design, fabrication, assembly, and sale of air-system components within the scope of AMCA International, with the manufacturer engaged in such operations as part of its standard operations at such frequent intervals that such components comprise regular product offerings, shall be eligible to apply for membership in AMCA International, provided it meets the additional qualifications for membership set forth in Section 2. A business engaged in the aforementioned operations on isolated occasions to meet the requirements of a particular job or a business that does not market and offer such products to the public on a regular basis is not eligible for membership.

## 2. Evidence of Qualifications

All applicants for membership shall:

- (a) Furnish evidence of financial responsibility and agree to pay all dues, assessments, and other fees in full and in a timely manner.
- (b) Manufacture products under AMCA International's scope and maintain the control of the products manufactured. To assist in determining such qualification, the applicant shall furnish a list of all products manufactured and shall further furnish copies of each of its catalogs and bulletins (printed or electronic versions) pertaining to all products manufactured that are within the scope of AMCA International. Applicants must already be operating within the scope of AMCA International. That is, they must prove that they already manufacture products under AMCA International's scope and not merely state that they intend to do so.
- (c) Permit an authorized representative of AMCA International to make such investigations as are reasonably necessary to establish that the applicant meets the eligibility requirements set forth in Section 1.
- (d) Agree to advance the Mission and Objectives of AMCA International.
- (e) Agree to furnish qualified representatives to participate in AMCA International activities.
- (f) Agree to abide by the Bylaws, Code of Ethics, and resignation notice requirements of AMCA International.

## 3. Application

An application for membership in AMCA International shall be made in writing to AMCA International at its principal office. Each applicant shall agree to pay dues and assessments for the current fiscal year, prorated from the date of admission to membership to the end of the fiscal year or until the end of a billing period.

#### **4. Determination of Eligibility**

The Executive Director shall vet each application and shall report to the Board of Directors as to the eligibility and qualifications of each vetted applicant. The Board shall act upon the vetted application no later than the next regular meeting of the Board of Directors after receipt of such report.

#### **5. Admission to Membership**

If the application is approved by the Board of Directors, the approved applicant shall, upon payment of the applicant's proportionate amount of dues and assessments, be deemed a member of AMCA International and shall be entitled to all the privileges of membership of AMCA International.

#### **6. Classifications of Membership**

There are three categories of membership:

**(a) Full Member**

A manufacturer admitted to membership as outlined above. A full member pays dues and assessments as determined from time to time by the annual budget approved by the Board of Directors.

Full Members are entitled to one vote on all issues affecting AMCA International as an organization and one vote on issues affecting the division(s) in which the Board has approved the member for membership.

**(b) Group Membership**

A group of Full Members, all of which are at least 50% owned and controlled by a single parent company. The parent company may, but is not required to be, a part of the Group. Qualification for Group Membership shall be determined by the Board of Directors in its sole discretion, and the sum of all dues and assessments paid by a Group may be capped by the Board of Directors.

A Group shall designate one Full Member of the Group as its Primary Member. A company officer of the Primary Member shall attest that all of the Full Members of the Group meet the ownership requirements stated above.

The voting rights of Full Members comprising a Group shall not be affected by Group Membership status, as each shall retain its right to vote.

**(c) Provisional Membership**

The Board of Directors may consider creation of a new division for products not covered by any existing division and may then approve a provisional division. If a provisional division is established, the Board may then approve the provisional membership of businesses in the provisional division. Provisional Members shall pay such dues and assessments as determined by the Board. Provisional Members may vote on all matters within their division, but not on other divisions or association issues unless they are also full members of an established division.

## 7. Associates

Any firm or corporation not eligible for Full Membership, Group Membership, or Provisional Membership shall be eligible to ~~submit an application~~apply to become an AMCA International Associate, if the applicant is:

- a producer of materials or components normally used by AMCA members, or
- supplies services or industry-related products normally used by members, or
- a company that designs and sells a product under AMCA's scope, but subcontracts assembly and fabrication

and further meets all eligibility standards approved by the Board of Directors. AMCA International Associates are not eligible to vote on association-wide issues nor are they eligible to hold a seat on the Board nor serve as a committee chair. AMCA International Associates may attend and participate in all open meetings of the association and are eligible to participate fully on association committees at the call of the chair. AMCA International Associates are entitled to access to portions of the members-only section of the AMCA International website. AMCA International Associates are entitled to purchase AMCA International standards and publications at member prices. AMCA International Associates shall pay an annual fee to the association to be set by the Board of Directors.

**Commented [SM-A111]:** Substantive  
Expands the eligibility of some companies to become associates. Associates are not members and cannot vote on association-wide issues or hold leadership positions, but they can serve on committees.



# ARTICLE IV - REPRESENTATION AND VOTING

## 1. Representation

A Corporate Officer of each Full Member shall designate in writing to AMCA International the names of such employees who shall be authorized to vote and otherwise act as the Full Member's Representative and Alternate. Additionally, all financial declarations regarding dues, assessments, and licensing fees must be signed by a Corporate Officer. Representatives and Alternates shall have full authority to represent a Full Member until AMCA International is notified in writing by the Full Member that the Representative or Alternate no longer serves in that capacity.

## 2. Full Member Voting

All Full Members shall be entitled to one vote upon all matters presented to the membership of AMCA International.

## 3. Letter Ballots

Any vote of the membership may be taken by letter ballot except with respect to changes to the Bylaws, which will adhere to Article XIV – AMENDMENTS. The voting period in such cases shall be a minimum of thirty (30) days.

## 4. Waiver of Vote

A member at any time may waive the right to vote. Member's Voting Representative or Alternate shall disqualify themselves from voting on any issue if they or their member (company) may have a conflicting interest or where voting could create, or appear to create, an unfair advantage for the voter's member company.

## 5. Voting

Voting may be done at membership meetings, but voting shall be by letter ballot if so requested by any member's Representative or Alternate present at the meeting. Any authorized employee of the member company may carry the proxy of the voting officer of the member.

## 6. Adoption of Standards and Major Documents

All proposed Standards, Certified Ratings Programs, and the Laboratory Accreditation Program and changes thereto shall be submitted to the Board of Directors after completion of a letter ballot that includes an objective justification and explanation of impact to a group composed of all members worldwide affected thereby. The group vote on the standard or document shall be approved upon the affirmative vote of the Board of Directors by a vote of at least two-thirds of the Board members voting.

# ARTICLE V - BOARD OF DIRECTORS

## 1. Composition

The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) persons ~~who are either Representatives or Alternates~~, such number being fixed from time-to-time by a vote of the Full ~~m~~Members.

A new ~~Board Member~~Director must be an active full-time employee ~~who is either a Representative or an Alternate~~ of a Full Member. The Board may approve, from time-to-time, the continuation of ~~Board member~~Director status to ~~a current Board members~~Director who ~~transitions from an active full-time employee become to a consultants~~ to, or part-time employee ~~ofs, of a Full member~~Member.

It is encouraged that all Divisions and Regions ~~be represented in the Board composition on the Board of Directors. It is encouraged that one person from each regional Steering Committee serve on the AMCA International Board.~~

Group Members or Full Members in Joint Venture relationships may have two seats on the Board of Directors, but their vote shall count as one if both Directors vote the same on any issue before the Board of Directors.

## 2. Nomination

Except in the case of a vacancy as provided in Section 10 of this Article V, the Nominating Committee shall present nominations for Directors to the membership at least fifteen (15) days before the Annual Meeting, which shall be voted upon during the Annual Meeting, whereat additional nominations can be made from the floor. In the event a quorum is not present at the Annual Meeting, the vote shall be conducted by letter ballot and include nominations made from the floor. Any letter ballot will indicate which persons were selected by the Nominating Committee and which were nominated from the floor.

## 3. Terms of Office

~~Members of the Board of~~ Directors shall hold office for a term of three (3) years, except as herein provided. Terms shall be staggered so that approximately one-third of the total number of Directors shall be elected at each Annual Meeting. Whenever necessary, the initial term of any newly elected Director or Directors may be reduced by the membership in order to ensure that the terms of approximately one-third of the Directors expire each year. Newly elected Directors shall assume office immediately upon election and shall hold office as long as they are qualified or until their successors have been elected.

## 4. Management of AMCA International

The Board of Directors shall direct the management of the property and the business of AMCA International.

**Commented [SM-AII2]:** Editorial  
Relocated from first paragraph.

**Commented [SM-AII3]:** Editorial  
No substantive changes are proposed here. These changes are editorial in nature and intended only to improve readability.

**Commented [SM-AII4]:** Editorial  
Removed redundant text.

**Commented [SM-AII5]:** Editorial  
Simplification.

## 5. Location of Offices and Books

The **Board of** Directors may have one or more offices and keep the books of AMCA International at such place or places as they may from time ~~to~~ ~~to~~ time determine, provided the same shall not be in violation of the laws of the State of Illinois or the state or country in which the offices are located.

Commented [SM-A116]: Editorial  
Added for consistency.

## 6. General Powers

Without prejudice to the general powers conferred by the laws of the State of Illinois and subject to the non-profit nature of AMCA International, it is hereby expressly declared that the Board of Directors shall have the following powers:

- (a) To purchase or otherwise acquire for AMCA International any property, rights, or privileges at any price or consideration, and on such terms and conditions as they may see fit, for the furtherance of the objects and purposes of AMCA International.
- (b) To appoint, and at their discretion remove or suspend, such subordinate officers, agents, employees, or servants, permanently or temporarily, as they think fit, to determine their duties, and to fix and, from time to time, change their salaries and emoluments, and to require a security in such amount as they think fit.
- (c) To determine who shall be authorized on AMCA International's behalf to sign checks, endorsements, receipts, releases, deeds, contracts, agreements, and other instruments.
- (d) To establish, authorize, and approve the AMCA International annual operating budget.
- (e) To delegate any of the powers of the Board of Directors in the course of current business of AMCA International to any standing or special committee, or to any officers or agents, or to appoint any person to be an agent of AMCA International with such powers (including the power to sub-delegate) and upon such terms as they think fit.
- (f) To provide for the affiliation with AMCA International of organizations of manufacturers of AMCA International scope devices, upon such terms and conditions as approved by the Board of Directors, and then the affirmative vote of not less than two-thirds (2/3) of the total membership.
- (g) To establish, authorize, combine, divide, and discontinue Divisions and Regions and to define the product scope of each Division and to define the geographical scope of each Region.
- (h) To approve membership applications and terminate memberships as provided in Article III.
- (i) In the case of any disputes with or amongst AMCA International members under association business, and if an agreement cannot be reached between the Executive Committee and the disputing party, the dispute shall be put before the AMCA International Board of Directors. The decision of the AMCA International Board of Directors shall be the final determination and shall be binding on all parties.
- (j) To appoint Board members and shareholder representatives to joint-venture, subsidiary, or other regional operations.

## 7. Meetings

Meetings of the Board of Directors may be held at such time and place in person or electronically as determined by the Chair.

## 8. Staff at Meetings

An AMCA International staff member shall be in attendance at all meetings of the Board of Directors and Executive Committee, with the exception of Executive Sessions to discuss staff and salaries.

## 9. Special Meetings

Special meetings of the Board of Directors may be called by the Chair on five (5) days' notice to each Director. Special meetings shall be called upon written request of two (2) or more Directors.

## 10. Quorum

At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and, except where otherwise specified by these Bylaws, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. Consent by letter ballot of the Board shall be valid as if authorized at a meeting of the Board.

## 11. Vacancies

Notwithstanding the provisions of Article V, Section 2 of these Bylaws, any vacancy in the Board of Directors may be filled by the remaining ~~members of the Board~~Directors by their election of a replacement, even if the remaining ~~members~~Directors comprise less than a quorum. Each person so elected shall be a Director until the next meeting of ~~the members~~Full Members, whether such meeting be the Annual Meeting or any other regular or special meeting, at which meeting the unexpired term shall be filled by a vote of the ~~Full~~Members.

**Commented [SM-A117]:** Editorial  
From here to the end of this article, the changes proposed better distinguish between members of the Board and Full Members. No change in meaning is intended.

## 12. Removal

Any Director may be removed from office, with or without cause, at any Annual, regular, or special meeting of ~~the members~~Full Members upon the vote of at least two-thirds (2/3) of all ~~the members~~Full Members of AMCA International or upon a majority vote of all ~~the members~~Full Members, if such removal has been unanimously recommended by the remainder of the Board, provided that the notice of such meeting contains a statement that such removal has been proposed and will be acted upon at the meeting.

## 13. Disqualification

Any Director who changes their company affiliation or accepts a new position not related to the product scope of AMCA International shall automatically be considered as having submitted their resignation.

#### 14. Voting

All ~~Board Members~~Directors are eligible to vote. The presiding officer (normally the Chair) can (but is not obliged to) vote whenever their vote will affect the result: to break a tie or to cause a tie, in which case the motion is rejected.

#### 15. Conflict of Interest

~~Board members~~Directors shall disqualify themselves from voting on any issue if they or their member company may have a direct personal, financial or other business interest not common to other Directors or Full members~~Members of the organization~~. Further, the ~~member~~Director shall excuse himself/herself from discussion on the issue.

# ARTICLE VI - OFFICERS

## 1. Officers

The Officers of AMCA International shall be the Chair of the Board of Directors, who shall be the immediate Past President; a President, who shall be the immediate Past Vice President; a Vice President, who shall be the immediate past Treasurer; a Treasurer, who shall be the immediate past Secretary; a Secretary, who shall be elected from amongst members of the board; and an Executive Director. The Executive Director and Deputy Executive Director shall serve as Assistant Secretaries of AMCA International and shall be authorized to fulfill all requirements of the role subject to the direction of the Board of Directors.

AMCA International's Director of Finance shall serve as the Assistant Treasurer of AMCA International and shall work with the Treasurer to fulfill all requirements of that role subject to the direction of the Board of Directors.

Officers shall meet the qualifications required of members of the Board (other than the Assistant Secretaries and Assistant Treasurer).

## 2. Term of Office

All Officers (other than the Assistant Secretaries and Assistant Treasurer) shall be elected by the Board of Directors at the time of each Annual Meeting of AMCA International and shall assume office immediately following their election and shall hold office until their successors are chosen and qualify in their stead.

## 3. Removal

Any Officer may be removed from office, with or without cause, but without prejudice to the contract rights, if any, of the person so removed, by the affirmative vote of not less than two-thirds of the Directors, provided notice of such intended action is included in the written notice of the meeting and provided further that not less than ten (10) days' notice is given of such meeting.

## 4. Chair of the Board of Directors

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and shall call all meetings of the Board.

## **5. The President**

The President shall:

- (a) Call and preside at all meetings of the membership.
- (b) Call and preside at all meetings of the Executive Committee.
- (c) Be an ex-officio member of all committees.
- (d) Ensure that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific power, except those exclusively conferred on the President by the Bylaws, to any other Officer or Officers of AMCA International.
- (e) Act as a counsellor to the Executive Director on administrative and other matters.
- (f) In the absence of the Chair of the Board or in the case of the disability of the Chair perform the functions of the office of the Chair.

## **6. The Vice President**

The Vice President shall perform functions assigned to him by the President and, in the absence of the President or in the case of disability of the President, shall perform the functions of the office of the President.

## **7. The Treasurer**

The Treasurer shall maintain vigilance over the financial condition of AMCA International, report the financial condition at each Board and Membership meeting, and perform such other duties as may be specified by the Board of Directors.

## **8. The Secretary**

The Secretary shall record and maintain a true record of the proceedings of the meetings of the AMCA International Board of Directors, keep a register of the AMCA International Membership, send proper notice of all meetings to each Member, notify all members of AMCA International Committees of the appointments and duties assigned to them, and act as Secretary of the Board of Directors.

## **9. The Executive Director**

The Executive Director shall be responsible for the administration and management of AMCA International. The Executive Director's duties shall be in accordance with the policies and directives of the Board of Directors. Such policies and directives may be amended by the Board of Directors at any meeting of the Board of Directors. The Executive Director or Deputy Executive Director shall act as Assistant Secretary fulfilling the requirements of the role and, as such, as a non-voting member of the Executive Committee.

## **10. Officer Absence**

In case of the absence of any Officer of AMCA International or for any reason that the Board of Directors may deem sufficient, the Board of Directors, subject to the provisions of the law, may delegate the powers or duties of such Officer to any other Officer or to any other person for such length of time as the Board determines.

## **11. Officer Vacancy**

If the office of any Officer or agent shall become vacant by reason of death, resignation, retirement, removal from office, or otherwise, the Board of Directors may choose a successor or successors.

## **12. Indemnity**

AMCA International shall indemnify each present, former, and future Director or Officer, employee, or agent of AMCA International (and their heirs, executors, and administrators) against all or any portion of any expenses actually and necessarily incurred by them or imposed upon them in connection with or arising out of the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, in which they are or have been made a party or threatened to be made a party by reason of being or having been a Director or Officer, employee, or agent of AMCA International, whether or not they continue to be a Director or Officer, employee, or agent of AMCA International at the time of incurring such expenses or liabilities. Such expenses shall include, but shall not be limited to, judgments, fines, court costs, and attorney's fees and amounts paid in settlement reasonably incurred in connection with such action, suit, or proceeding, other than amounts paid to AMCA International itself. AMCA International shall, however, indemnify such Directors or Officers, employees, or agents of AMCA International only with respect to matters as to which they shall have acted in good faith in a manner which any person reasonably believed to be in or not opposed to the interests of AMCA International or its Members, or with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, by order, by settlement, by conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of AMCA International or its Members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. In the case of a suit by or in the right of the corporation, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that such court shall deem proper. The foregoing rights of indemnification shall be in addition to any other rights to which any Director or Officer, employee, or agent of AMCA International may be entitled as a matter of law.



# ARTICLE VII - DIVISION AND REGION ORGANIZATION

## 1. Divisions

The membership of AMCA International shall be divided into Divisions according to product group or type as defined by the Board of Directors. Each Division shall consist of all of the members and only the members who qualify for membership as defined for that Division.

## 2. Regions

Geographical regions of the world may be defined as Regions by the Board of Directors. Each Region shall consist of the Full Members in that Region.

## 3. Division and Region Activities

Independent of the other Divisions and Regions, each Division and Region shall act on those matters exclusively within the scope of that Division or Region and shall develop its own program of activities ~~and Steering Committee~~ within the policies and objectives of AMCA International and subject to the approval of the Board of Directors.

**Commented [SM-AII8]:** Editorial  
Fixes an editing error from the 2019 revision.

## 4. Division and Region Chairs

The leaders of each ~~active~~ Division and Region shall be a Chair ~~and a Vice Chair~~ and such other positions as ~~the Division~~ may be required with approval of the AMCA International Board of Directors.

**Commented [SM-AII9]:** Editorial  
Clean up and simplification. For example, not all regions had vice chairs. This change still allows for vice chairs and other positions.

## 5. Chair Election(s)

The Chair and Vice Chair of each Division shall be elected at the Annual Meeting of the Division ~~or Region~~ by representatives of Full members of the Division ~~or Region~~ and shall hold such chair position for a term of two (2) years ~~approved by the Division or Region. The Division term shall end at the conclusion of the Annual Meeting of AMCA International, and the Region term shall end at the conclusion of the Region's annual meeting or, in the event of a vacancy, once the successor is chosen and qualifies in the Chair or Vice Chair's stead.~~ These positions must be approved by the Board of Directors.

**Commented [SM-AII10]:** Substantive  
Makes Division, Region, and committee chair terms consistent (with exceptions, e.g. Board of Directors)

The Chair of each Region shall be its Steering Committee Chair.

**Commented [SM-AII11]:** Substantive  
Proposal from the Board. Strengthens the connection between the Board and the Regions.

## 6. Division Chair, Vice Chair, or Position Removal

Any Division ~~or Region~~ Chair, Vice Chair, or other position may be removed from office with or without cause by the affirmative vote of not less than two-thirds of the Division ~~or Region~~ members, provided that notice of such intended action is included in written notice of the meeting

and provided further that not less than fifteen (15) days' notice is given of such meeting. Such action must then be approved by the Board of Directors.

**Commented [SM-AII12]:** Substantive  
This change is required if Steering Committee Chairs also chair Regions.

## 7. Region Chair Removal

~~Any Region Chair may be removed from office with or without cause in accordance with Article IX.~~

**Commented [SM-AII13]:** Substantive  
If Steering Committee Chairs also chair Regions, the rules to remove Region Chair need to follow Steering Committee Chair removal process.

## 7. Division and Region Representatives

~~The Chair of each Division and Organized Region as approved by the Board of Directors shall appoint a representative to the Nominating and AMCA International Engineering Standards Committees and to such other committees as are deemed necessary.~~

**Commented [SM-AII14]:** Editorial  
Redundant, see Article IX Section 2c.

## 8. Division and Region Committees

~~Each Division and Region Chair may appoint committees and form Product Sections as are deemed necessary. The Board of Directors shall approve appointed committees and Product Sections appointed by the Division or Region Chair.~~

**Commented [SM-AII15]:** Editorial  
Simplifies text. Moves Product Sections to a separate paragraph as Regions don't have product sections, only Divisions do.

## 89. Product Sections

~~Each Division Chair may appoint Product Sections. The Board of Directors shall approve appointed Product Sections.~~

**Commented [SM-AII16]:** Editorial  
Only divisions have product sections.

## 910. Division and Region Meetings

Each Division and Region shall hold meetings as needed. Each Division, unless authorized by the Board of Directors, shall hold at least one meeting at the same general time (either shortly prior or subsequent to) and at the same place as the Annual Meeting of AMCA International. Each Region, unless authorized by the Board of Directors, shall hold at least one meeting per year within the defined geography of the Region. Other Division and Region meetings may be called by the respective Chair at any time and upon the written request of twenty-five (25) percent of the Division or Region members. Notice of the date, time, and place of every meeting and the business to be conducted shall be sent to the Division or Region members at least fifteen (15) days before the meeting.

## 4011. Quorum

Ten percent (10%) of the Division or Region ~~Full M~~members shall constitute a quorum, but a lesser number may adjourn the meeting ~~if a quorum is not present, from time to time without notice other than announcement at the meeting until the requisite number shall be represented.~~ At any ~~adjourned meeting at which~~where a quorum exists ~~the requisite number of Members shall be represented,~~ any business may be transacted as originally notified.

**Commented [SM-AII17]:** Simplifies language.

## 4412. Voting

| At all Division or Region meetings, each ~~Full member~~ Member represented at the meeting shall be entitled to one (1) vote.

| **4213. Staff at Meetings**

An AMCA International staff member shall be in attendance at all meetings.

# ARTICLE VIII - MEMBERSHIP MEETINGS

## 1. Place of Meetings

Meetings of the membership shall be held at such place or places as determined by the Board of Directors.

## 2. Time of Annual Meeting

The Annual Meeting of the membership shall be held in the three-month period following September 1 on such date or dates as approved by the Board of Directors. At said Annual Meeting, and if a quorum is present, the Full Members shall elect members of the Board of Directors for the number of vacancies available or as determined by the Board by a majority vote of the Full Members present and voting for ensuing terms of office and shall transact such other business as may properly come before the meeting. In the event a quorum is not present, elections shall be taken by letter ballot.

## 3. Regional Meetings

Regular and special meetings may be held in geographical and/or political regions for purposes consistent with the interests of AMCA International and the Region, subject to the approval of the Board of Directors.

## 4. Special Meetings

Special meetings of the members may be called by the President at any time and shall be called by the President upon written request of not less than twenty-five percent (25%) of the members of AMCA International. The purpose of such special meetings shall be stated in the notice of call.

## 5. Notice of Meeting

Notice of the date, time, place, and business to be conducted at each meeting of the members shall be mailed to each member. The Board of Directors shall determine the period of notice to be given, but the same shall in no event be less than fifteen (15) days.

## 6. Quorum

Ten percent (10%) of the Members as represented by their Representatives or Alternates shall constitute a quorum, but a lesser number may adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite number of Members shall be represented. At any adjourned meeting at which the requisite number of Members shall be represented, any business may be transacted as originally notified.

## **7. Staff at Meetings**

An AMCA International staff member shall be in attendance at all meetings.

# ARTICLE IX - AMCA INTERNATIONAL COMMITTEES

## 1. Standing Committees

There shall be the following Standing Committees:

- (a) Executive
- (b) Engineering ~~Standards~~
- (c) Nominating
- (d) Marketing
- (e) Audit
- (f) Regional Steering

**Commented [SM-AII18]:** Editorial  
Engineering committee look after more than just standards, as there are engineering committees devoted to product sections (e.g. Fan Committee)

## 2. Committee Structures and Functions

### A. Executive Committee

The Executive Committee shall consist of the:

- 1. President
- 2. Vice President
- 3. Chair of the Board
- 4. Treasurer
- 5. Secretary
- 6. Executive Director as Assistant Secretary and non-voting member

The Executive Committee shall be elected by the Board of Directors, excepting those positions mandated by Article VI, Section 1 of these Bylaws. The Executive Director is automatically a member as an identified Officer of the association and is not elected by the membership, but contracted by the Board of Directors.

The Executive Committee shall have and may exercise all of the powers of the Board of Directors between meetings of the Board of Directors. At each meeting of the Board of Directors, the Executive Committee shall render a full report of all of its actions since the preceding meeting of the Board of Directors.

The Executive Committee shall prepare the annual budget.

If any member of the Executive Committee dies, resigns, retires, or is removed from office, the President or, in the President's absence, the Vice President may appoint an interim Executive Committee member from the members of the Board of Directors to serve until a new committee member is selected in accordance with the terms of these Bylaws.

## B. Engineering Standards Committees

~~The Engineering Standards Committee shall consist of the:~~

- ~~1. Engineering Standards Committee Chair~~
- ~~2. Engineering Standards Representative of each Division~~

~~The Engineering Standards Committees shall be responsible for reviewing technical standards that embrace the scope of more than one Division and shall undertake such assignments as may be delegated to it by the Board of Directors or their respective Division membership.~~

## C. Nominating Committee

The Nominating Committee shall consist of ~~the:~~

- ~~1. The Vice President, who shall be the Chair of the Nominating Committee~~
- ~~2. A Past President appointed by the Board~~
- ~~3. The Treasurer~~
- ~~4. The Chair of each Division, or their designee, shall represent their respective Division Representative from each of AMCA International's Divisions and Regions as appointed by the Division and Region Chairs (as provided in Article VII, Section 7 of these Bylaws), except the Chair of the Nominating Committee (the Vice President), who shall automatically be the representative from the Division to which the Chair's company belongs.~~
- ~~4-5. The Chair of each Regional Steering Committee, or their designee.~~

The Nominating Committee shall present nominations in accordance with Article V, Section 2 of these Bylaws.

## D. Marketing Committees

~~Each Region shall have a Marketing Committee. Marketing Committees shall report to their respective Regional Steering Committees.~~

The Marketing Committees shall promote the mission and objectives of AMCA International, the use of AMCA International's engineering standards and certification of ratings, and compliance with AMCA International's Code of Ethics.

## E. Advocacy Committees

~~Each Region shall have an Advocacy Committee. Advocacy Committees shall report to their respective Regional Steering Committees.~~

~~Advocacy Committees shall promote the mission and objectives of AMCA International through participation in the development and refinement of building codes, standards, regulations, legislation, and through the education and informing of decision makers and practitioners.~~

**Commented [SM-AII19]:** Substantive Board proposal. This change mandates engineering responsibilities to product sections, and removes a speed bump in the standards development process.

**Commented [SM-AII20]:** Substantive Board proposal to grow regional leadership.

**Commented [SM-AII21]:** Substantive Delegates marketing and advocacy activities to the Regions

## **EF. Audit Committee**

The Audit Committee shall consist of the:

1. Treasurer, who shall be Chair of the Audit Committee
2. Secretary
3. A Board Member not on the Executive Committee
4. Assistant Secretaries in a nonvoting capacity
5. Assistant Treasurer in a nonvoting capacity

The Audit Committee's function is to fulfil the Board's obligations with respect to the:

1. Audit of AMCA books and records
2. System of internal controls AMCA will employ
3. Supervision of the investment of reserve funds
4. Review of the annual audit
5. Supervision of the administration of the AMCA International Staff Retirement Program
6. Authority to investigate any matter or activity involving financial accounting or reporting

## **FG. Regional Steering Committees**

Regional Steering Committees report to the AMCA International Board of Directors and are tasked with assisting the Board by determining policies and initiatives congruent with overarching policies and strategies set by the Board that best serve AMCA International and its members in its region.

1. Steering committees shall meet face-to-face at least twice per year, usually at a trade show and at a regional meeting.
2. The Chair's term shall be two (2) years.
3. Steering Committee members shall be employees of Full Members belonging to the applicable region.
4. Employees associated with Full Members outside the applicable region may be appointed to the Steering Committee with approval of the Chair and shall relinquish their position if the maximum number of committee members is exceeded.
5. No more than one (1) employee from each Full Member shall serve on the committee.
6. A committee member's term shall be four (4) years, except as hereinafter provided. Terms shall be staggered so that approximately one-fourth of the total number of committee members shall be elected each year. Whenever necessary, the initial term of any newly elected committee member may be reduced to ensure that the terms of approximately one-fourth of the committee members expire each year.
7. There shall be a minimum of five (5) members on the Steering Committee.
8. There shall be a maximum of eight (8) members on the Steering Committee.
9. The committee's members shall appoint new Steering Committee members.
10. At least one member of the AMCA International Board shall automatically be a member of their company's Regional Steering Committee.
11. Appointments to the committee shall be done with consideration of diversity and inclusiveness.
12. Steering Committees shall be responsible for annual reports to the AMCA Membership at the Annual General Meeting.
13. Steering Committee minutes shall be part of the Regional report to the AMCA International Board.



14. Steering Committees shall nominate members to the AMCA International Board. Nominations from Steering Committees shall be submitted to the Nominating Committee for its consideration, as required by these Bylaws.
15. Steering Committees shall recommend to the Board, in order to fund an increased level of service to its region, dues and assessment rates higher than those recommended by the Executive Committee.

#### **GH. Committee Chairs**

Except where otherwise stated in these Bylaws:

- ~~Each~~ Each committee shall appoint its chair and, subject to the committee's discretion, a vice chair. ~~and-~~
- ~~The term of each chair is two (2) years, and the chair may not serve more than two (2) consecutive terms, and~~
- Each appointment is subject to the approval of the Board of Directors.

**Commented [SM-A1122]:** Substantive Proposal from the Board

#### **HJ. Other Committees**

With the approval of the Board of Directors, the President may appoint such other committees as are deemed necessary.

#### **IJ. Division and Region Representation**

Except for the Executive Committee, any Division or Region Chair shall have the right to place a delegate representing the Division on any committee.

#### **JK. Committee Functions**

Committees' functions are as provided by the Board, Division, or Region and reported to the appropriate body.

# ARTICLE X - DUES AND ASSESSMENTS

## 1. Annual Budget

An annual budget shall be prepared by the Executive Committee and, after approval by the Board of Directors, shall be presented to the Members at least fifteen (15) days before the North America Region Meeting. The budget shall include a schedule of dues and assessments such that, together with other anticipated income, the total income shall be sufficient to cover the anticipated budget. At the North America Region Meeting, such Board-approved budget and schedule shall be presented to the Members. Nothing contained in the Section shall prevent the approval of further special assessments at any other meeting of the Members. While the Board of Directors may amend said budget, in no event shall the Board of Directors or any Officer of AMCA International obligate AMCA International with respect to any fiscal year for a total in excess of the anticipated aggregate amount of AMCA International's income for such year, except with the specific authority of the Executive Committee.

## 2. Reporting

Each member shall file such reports as are determined by the Board as necessary for the administration of the approved schedule of dues and assessments. Each member who has a subsidiary company(ies) or division(s) that manufactures and/or sells industry products within the scope of AMCA International shall report the sales of any such products for assessment calculation regardless of whether the subsidiary company or division is a Full Member or Provisional Member.

## 3. Fiscal Year

The fiscal year shall commence on the first day of July.

## 4. Audit

An audit of the accounts of AMCA International and its Divisions shall be made following the close of the fiscal year by a certified public accountant who shall be selected by the Board of Directors.

## 5. Region or Division Assessments

Any Region or Division may, with Board approval, provide special assessments for exclusive use of that Region's or Division's activities by vote of not less than two-thirds (2/3) of the Region or Division Members voting. Such special assessments shall be charged against Region or Division members on a basis determined by the Region or Division. Funds for Region or Division purposes shall be collected by AMCA International, but payment from said funds shall not be made except upon express authorization of the Region or Division. In no event shall the Region or Division obligate itself in excess of the total amount assessed.

# ARTICLE XI - TERMINATION OF MEMBERSHIP

## 1. Resignation

Any Member desiring to resign from AMCA International shall give notice in writing and shall be responsible for the payment of dues and regular assessments for the two (2) quarters following receipt of the resignation letter. Resignations are not effective until they have been accepted by the AMCA International Board of Directors.

## 2. Retirement

Retirement of a Member from the industries covered in AMCA International's scope shall terminate the membership of such Member.

## 3. Expulsion

A Member may be expelled from AMCA International by not less than a two-thirds (2/3) vote of the entire Board for:

- (a) Breach of the Bylaws or Code of Ethics not corrected to the satisfaction of the Board of Directors within thirty (30) days after written notification.
- (b) Non-payment of dues and assessments or other financial obligation if not paid for a period of six months.
- (c) Advertising or otherwise representing in any way that such Member has been licensed to use the AMCA International Seal with respect to any product that in fact is not licensed by AMCA International for application of the Seal.
- (d) No longer qualifying for membership as specified in Article III, Section 2 of these Bylaws.

## 4. Liability for Dues and Assessments

Termination of membership by reason of resignation, retirement, expulsion, or other reason shall not release such Member from any liability for dues and assessments accrued prior to the date of termination of membership.

## 5. Termination of Membership

Upon termination of membership by reason of resignation, retirement from the industry, or expulsion, the right of such Member to vote and all other rights, title, and interest of such Member in or to AMCA International, its rights, privileges, and property shall cease.

## **6. Definition of Membership Not in Good Standing**

A member with uncontested financial obligations to AMCA International unpaid for a period of ninety (90) days shall be deemed to be not in good standing and subject to the loss of services, rights, and privileges of membership.

# **ARTICLE XII - RULES OF ORDER**

If standing Board procedures do not allow for the resolution of an issue, Robert's Rules of Order shall apply.

## **ARTICLE XIII - DISSOLUTION**

Upon the dissolution of AMCA International, the Board of Directors shall, after paying or making provision for the payment of all liabilities of AMCA International, contribute all the remaining assets of AMCA International to a tax-exempt entity with purposes similar to those of AMCA International.

# ARTICLE XIV - AMENDMENTS

These Bylaws may be amended or repealed in the following way.

## 1. Amendment Procedures

Amendments to these Bylaws may be proposed by the Board of Directors. All proposed amendments must be received by the Secretary not less than sixty (60) days prior to AMCA's Annual Meeting, then provided to the Executive Director for distribution by direct and electronic mail, including an objective discussion of reasons for changes, including arguments for and against adoption, to voting members not less than thirty (30) days prior to AMCA's Annual Meeting, at which time they are to be presented to the membership by the Board during the General Session and discussed.

Voting upon proposed amendments to these Bylaws shall be by letter ballot. Ballots shall be sent to the entire voting membership not more than thirty (30) days following the AMCA Annual Meeting at which time the proposed amendments were presented and discussed. The letter ballot shall present the current Bylaws provisions to be amended where applicable and the proposed amendments along with an objective discussion of reasons for changes, including arguments for and against adoption.

## 2. Adoption Requirements

Twenty percent (20%) of the Members eligible to vote shall constitute a quorum for purposes of adopting an amendment. Abstentions shall count toward a quorum, but shall not be otherwise considered as an affirmative or opposing vote. The affirmative vote of at least sixty-six percent (66%) of the members voting shall be required for the adoption of an amendment.

## **ARTICLE XV - VOTING VEHICLES**

Whenever notices are required or off-site voting is conducted, it may be done by electronic means so long as, in the case of secret ballots, the procedure utilized reasonably protects the confidentiality.