



RETA CONSTITUTION AND BYLAWS

Amended October 5, 2016

**RETA Headquarters
1035 2nd Ave SE
Albany, OR 97321
www.reta.com**

RETA Constitution and Bylaws



CONSTITUTION

ARTICLE I – Name

This organization shall be known as: Refrigerating Engineers and Technicians Association, Inc. a 501(C)(6) not for profit corporation organized under the laws of the State of California.

ARTICLE II – Purpose

Section 1. The purpose of this Association shall be: To further the education, training, and technical knowledge of its Members in the art and sciences of refrigerating engineering and all phases of refrigeration; to disseminate information concerning refrigeration and refrigeration engineering; and to engage in, foster and encourage research in the field of refrigeration.

Section 2. To advance and foster cooperation and friendly relationships between employers and employees and persons interested or engaged in the business of refrigeration.

Section 3. The Association shall have the following powers: To purchase, take, receive, lease as lessee, take by gift, devise or otherwise acquire and to own, hold, use and otherwise deal in and with, any real or personal property or any interest therein, situated in any state or jurisdiction and to sell, convey, mortgage pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets.

Section 4. To allow other groups or Associations to affiliate with this Association for the interests and purposes heretofore set forth.

ARTICLE III – Motto

The motto of this Association shall be: EDUCATION – EFFICIENCY – DEVELOPMENT.

ARTICLE IV – Jurisdiction

Section 1. The territorial jurisdiction of the Association shall be worldwide.

ARTICLE V – Association Chapters

Section 1. The Association is authorized, subject to approval of the Governing Board, to provide for the formation of Chapters and may grant charters to such Chapters upon petition of a sufficient number of persons whose qualifications comply with the eligibility requirements of Members of the Association at the discretion of the President and subject to the approval of the Governing Board.

Section 2. The Association shall enact rules and regulations for the governing of its Chapters. All such rules and regulations shall conform to the Constitution and Bylaws of the Association and to any amendments, revisions or alterations which are duly made.

Section 3. Each chapter shall have the power to formulate such Bylaws as it may deem advisable, provided however, these do not conflict with the Constitution and Bylaws of the Association.



ARTICLE VI – Officers

Section 1. The officers of the Association shall be a President, Executive Vice President, Vice President, Treasurer, Chairman of the Board and twelve (12) Directors. Officer vacancies may be filled when necessary by the Governing Board.

ARTICLE VII – Election of Officers

Section 1. The President, Executive Vice President, Vice President, and Treasurer shall be elected at the annual meeting of the Association and shall hold office for one year or until their successors are regularly elected and qualified or until their services are otherwise terminated under conditions of this Constitution.

Section 2. Directors shall be elected at the Regular Annual Business Meeting of the Association, and shall hold office for three years or until their successors are regularly elected and qualified or until their services are otherwise terminated under conditions of this Constitution. Directors may be elected to fill vacant Director's terms of office at the Regular Annual Business Meeting of the Association, and the term of their holding office shall be the number of years left in the unexpired term of the office to which they are elected. Directors may serve no more than two consecutive terms of three years, if so nominated and elected at the Regular Annual Business Meeting of the Association. Directors who have completed two full terms of three years are not eligible for reelection to the Governing Board until the next Regular Annual Business Meeting of the Association following their second term as Director. All questions regarding eligibility shall be referred to the Executive Committee.

ARTICLE VIII – Fiscal Year

Section 1. The fiscal year for the Association shall start on January 1, and end the following December 31, in accordance with procedures adopted by the Governing Board.

ARTICLE IX - Amendments

Section 1. This Constitution may be altered or amended by an affirmative vote of two-thirds of the total of votes cast by Members, Chapter Delegates, and Members-at-Large, in attendance at a general Membership meeting.

ARTICLE X – Parliamentary Authority

Section 1. Roberts Rules of Order, Revised, shall be the authority to decide all questions in the debates or proceedings of this Association, providing they do not conflict with this Constitution or Bylaw



RETA BYLAWS

ARTICLE I – Chapter Territory

Section 1. The territory of a Chapter shall be the geographic region near to the place where the principal affairs of the Chapter are transacted, as determined by the President with approval of the Governing Board.

Section 2. Persons residing within a region may hold Membership in that region's Chapter, or elsewhere if they desire. Likewise, persons residing outside a Chapter's region may hold Membership in that Chapter, if they so desire.

ARTICLE II – Chapter Meetings

Section 1. Chapters may meet as often as they deem fit, but Chapters are required to meet at least once annually. A report of all Chapter meetings shall be made to the Executive Director.

Section 2. Should a Chapter fail to report at least one meeting a year for two (2) years, or otherwise show a lack of activity in pursuit of the purposes of the Association, the Governing Board, following notice to the Chapter, may revoke the Chapter Charter upon adoption of a resolution to do so by a vote of a majority of the Governing Board. Should a sufficient number of Members subsequently petition the President of the Association to resume the activities of a former Chapter, or to create a new Chapter in the same vicinity, the Chapter may be reinstated, or a new Charter issued as the case may be, at the discretion of the Governing Board.

ARTICLE III – Chapter Officers

Section 1. In order to hold any office in a recognized RETA chapter, individuals must be current Members in good standing with RETA National, as well as a Member of the Chapter in which they are seeking to hold office.

ARTICLE IV – Dissolution of Chapters

Section 1. Upon the revocation of the Charter of a Chapter, all assets of such Chapter shall, after all liabilities and obligations have been paid or adequate provision made therefore, be remitted to the Association to be used as the Governing Board may direct.

Section 2. The Association shall not be liable for any financial obligations of a Chapter.

ARTICLE V – Special Directors

Section 1. Special or field Directors may be appointed at any time by the President to perform such special duties as he may direct. One such duty may be the organizing of new Chapters. Compensation and/or expenses thereof, if any, shall be determined by the Governing Board.

ARTICLE VI – Eligibility for Membership

Section 1. All persons who are of reputable character and who qualify for Membership as set forth in Article VII of these Bylaws are eligible for Membership in this Association.

Section 2. Reputable firms engaged in educating, manufacturing, selling, distributing, jobbing, contracting, servicing, installing, operating, or otherwise associated with the refrigerating industry are eligible for Corporate Membership in this Association.

ARTICLE VII – Membership Classifications

Section 1. Classes –

Membership of the Association shall be composed of five (5) classes: Student, Individual, Corporate, Retiree and Honorary.

Student –

Shall be a registered student at an accredited university, junior college, or a professional trade school who is pursuing study in preparation for a career in the refrigeration industry.

Individual –

Shall be persons involved in operating, maintenance, design, construction and manufacture and/or components for refrigeration systems.

Corporate –

Membership is open to all companies engaged in educating, selling, distributing, consulting, jobbing, contracting, servicing, installing, manufacturing and operating with the refrigeration industry.

Honorary –

Membership shall be restricted to otherwise qualified persons rendering such an eminent service to the profession or this Association on a national level as to merit this distinction. The Governing Board shall appoint honorary membership.

Retiree –

Membership shall be restricted to otherwise qualified persons who are age 62 or greater and are no longer regularly employed. “Retired” persons who consult on an occasional basis are considered employed.

Section 2. Chapter Affiliation –

All members are encouraged to join a chapter. Chapter members are eligible to participate in all chapter activities and to serve in board positions for their chapter.

Member-at-Large –

All members are encouraged to join a local chapter. Members-at-large category is restricted to members unable to participate in chapter activities because a charter chapter is not established in their geographic location.

ARTICLE VIII – Resignations and Suspensions

Section 1. The Governing Board, by affirmative vote of two-thirds of all Members of the Board, may suspend or expel a Member for cause after an appropriate hearing in accordance with procedures adopted by the Governing Board.

Section 2. The Governing Board, by a majority vote of those present at any regularly constituted meeting, may terminate the Membership of any Member who becomes ineligible for Membership.

Section 3. Any Member may resign by filing a written resignation with the Executive Director.

ARTICLE IX – Association Dues and Initiation Fees

Section 1. The Governing Board, by a two-thirds vote of those present at any regularly constituted or special meeting, may establish Member and Chapter Association dues, as it deems fit.

Section 2. Association Honorary Member's dues are waived for life, or as long as the Honorary Member desires to continue Membership in the Association.

Section 3. The Governing Board may set initiation fees for new Members as it deems appropriate.

ARTICLE X – Transfer of Membership

Section 1. Memberships in all categories are non-transferable for a period of one year from the date of the membership anniversary.

Section 2. Chapter dues paid to one chapter are non-transferable.

ARTICLE XI – Membership Meetings

Section 1. The annual meeting and the annual convention of the Members of the Association shall be held jointly, preferably between the fifteenth day of October and the fifteenth day of December of each year, the exact time and place to be determined by the Governing Board. At the annual meeting, the Governing Board shall be elected and such other business shall be transacted as may come before the meeting.

Section 2. Special meetings of the Members may be called by the President or the Chairman of the Board of Directors.

Section 3. Written or printed notice, stating the place, day and hour of any meeting of Members shall be delivered, either personally, or by mail, to each Member in good standing not less than ninety (90) days before the date of such meeting, by or at the direction of the President, or the Executive Director, or the officer or persons calling the meeting; provided, however, that notice to Chapter Secretaries of the annual meeting and convention of Members shall be deemed notice to Chapter Secretaries of the annual meeting and convention of Members shall be deemed notice to all Members thereof. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Association, or in the absence of such record, to his last known place of address, with postage thereon prepaid.

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Section 4. At the annual or any special meeting of this Association, all Members in good standing present, in any classification, shall be entitled to one vote on any business before the Membership.

Section 5. At the annual or any special meeting of this Association, a Member entitled to vote, may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact.

Section 6. At the annual or any special meeting of this Association, each Chapter shall be allowed one vote for every Association Member in good standing in its Chapter; less any Members vote who is present or represented by proxy. Chapters shall elect a delegate and alternate in an open Chapter meeting. The delegate/alternate will carry a proxy for their Chapter's Membership and may vote that proxy as they deem fit on any business before the Membership. The Executive Director shall provide a delegate/alternate proxy form, which shall be signed by the Chapter President and Secretary, attesting that the delegate/alternate is the duly appointed proxy holder for the Chapter. Chapters who do not have a delegate attending an annual or special meeting of the Association may designate another Member of the Association who is attending the meeting as their representative, by designating the same on their Chapter proxy form. The representative shall be qualified and empowered as proxy holder in the same manner as delegates, described above. All proxies will be presented to the proper authority at the Association Membership meeting.

Section 7. Members holding a majority of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

ARTICLE XII – Governing Board

Section 1. The affairs of the Association shall be managed by its Governing Board composed of its Officers and Board of Directors.

Section 2. The President shall be the Principal Executive Officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He may sign, with the Secretary or other proper Officer of the Association or other instruments which the Governing Board have authorized to be executed and in general shall perform all duties incident of the office of the President and such other duties as may be prescribed by the Governing Board from time to time.

Section 3. In the absence of the President, or in the event of his refusal or inability to act, the Vice Presidents in the order designated, shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned to him by the President or Governing Board.

Section 4. The Treasurer shall have access to the books of the Association reflecting the receipts and disbursements of the monies payable to or by the Association. All bank statements and supporting documents shall be available for his inspection. Financial statements are to be furnished in a timely manner, at least two (2) times yearly.

Section 5. The Executive Director shall keep the minutes of meetings of the Members of the Governing Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the purpose; see that all notices are duly given in accordance with the provisions of these.



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Bylaws, or as required by law; and be custodian of all corporate documents. The Executive Director shall, in general have the office of Office Manager and will maintain the Membership rolls and records of addresses of Members, Officers, Chapters, and Chapter Officers. He shall receive and give receipts for monies and dues paid to the Association from any source whatsoever, and deposit all such monies in such banks, trust companies, or other depositories as shall be selected by the Governing Board. A report of all receipts will be itemized and forwarded to the Treasurer with bank statement and canceled checks. The Executive Director shall check the Treasurer's report and forward copies of report to all Members of the Governing Board and semi-annually or as requested by the Governing Board.

Section 6. The Chairman of the Board of Directors shall be the immediate Past President.

Section 7. A regular meeting of the Governing Board shall be held without other notice than these Bylaws in conjunction with and at the same place as the annual meeting of the Members. The Governing Board may provide, by resolution, the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

Section 8. Special meetings of the Governing Board may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call such meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section 9. Notice of any special meetings of the Governing Board shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail or telefacsimile to each Officer or Director at this address as shown by the records; of the Association. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is by telefacsimile, such notice shall be deemed delivered when the facsimile is delivered. Any Governing Board Member may waive notice of any meeting. The attendance of any Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, or the purpose of any regular or special meeting of the Governing Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 10. A majority of the Governing Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors and Officers present may adjourn the meeting from time to time, without further notice.

Section 11. The act of a majority of the Directors and Officers present at a meeting, at which a quorum is present, shall be the act of the Governing Board.

Section 12. The Governing Board shall act as a direct Counselor to the President and shall perform such other duties as shall be required by these Bylaws.

Section 13. The Governing Board shall receive the voluntary resignation of any elected or appointed Officer of this Association and they may appoint a temporary successor for the resignee until the office is regularly filled at the annual meeting

Section 14. The Governing Board shall have the power to discharge from office any appointed Officers, Members, Members-at-Large, or any other Member of any classification of Membership, or chapters of this Association, for cause, after a fair and impartial hearing before such Board.



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Section 15. Directors and Officers shall not receive any stated salaries for their services, but by resolution of the Governing Board, a fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the Association in any other capacity and receiving compensation therefor.

Section 16. The RETA Executive Committee includes the officers of the RETA Governing Board and the Executive Director. They have the authority to act in behalf of the Governing Board on matters delegated to them by the Governing Board or these Bylaws and as necessary to conduct RETA business between regular RETA Governing Board meetings.

ARTICLE XIII – Board of Advisors

Section 1. There shall be a Board of Advisors composed of the past Presidents of the Association, the Chairman of which shall be the most recently retired President from the Board of Directors.

Section 2. The Board of Advisors shall consult with and advise the President and the Governing Board when called upon to do so. The Advisory Board, when called upon by a majority of the Governing Board, shall serve as a Board of Arbitration on all matters in dispute, which cannot be satisfactorily resolved by the Governing Board. When thus officiating, the decision of the Advisory Board shall be final.

ARTICLE XIV – Standing Committees

Section 1. There shall be the following Standing Committees and such others as may be appointed from time to time:

- Education Committee
- Membership Committee
- Certification Committee
- Conference Committee
- Marketing Committee
- Publications Committee

Section 2. Operating procedures for all committees shall be approved by the Governing Board and strictly followed by the committees in all of their activities.

Section 3. The President may appoint Special Committees for any purpose at any time.

Section 4. Each new President of the RETA Governing Board completes committee assignments as reflected in the RETA Organizational Structure. A copy of each year’s RETA Organizational Structure is incorporated into these RETA Bylaws by reference. The President may add or amend committee assignments as needed to meet the needs of the organization at any time. The assignment of Committee Chairpersons shall be sustained by the Board of Directors

RETA Organizational Structure

*Refer to current organizational structure



ARTICLE XV – Finances

Section 1. The funds of the Association shall be accredited to and disbursed from the following accounts:

General Fund
Education (Century 21) Fund
Such other funds as the Governing Board shall establish

ARTICLE XVI – Certification

Section 1. With the view of creating an incentive for the advanced and continuing education of industrial refrigeration plant operators, a RETA certification shall be issued to those plant operators who show they possess the knowledge required to pass the RETA certification. Examination applications and certificates are subject to the rules of the certification committee, as directed by the Governing Board, from time to time.

ARTICLE XVII – Amendments

Section 1. These Bylaws may be altered, amended or new Bylaws adopted by an affirmative vote of a majority of the total delegate votes present at any annual meeting of the Association.

ARTICLE XVIII – Parliamentary Authority

Section 1. Roberts Rules of Order, Revised, shall decide all questions in the debates of the Association, providing they do not conflict with these Bylaws.

RETA Constitution and Bylaws - Amendment History -

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Amended by the members present at the general session held in conjunction with the 98th annual convention October 4, 2007 in Boise, Idaho. Constitution Section VII – Election of Officers.

Section 2. Directors shall be elected at the annual meeting of the Association, and shall hold office for three years or until their successors are regularly elected and qualified or until their services are otherwise terminated under conditions of this Constitution. Directors may be elected to fill vacant Director's terms of office at the annual meeting, and the term of their holding office shall be the number of years left in the unexpired term of the office to which they are elected. Directors who have completed a full term of office of three years are not eligible for reelection ~~to the Governing Board as a director~~ until the next annual meeting of the Association following their term as Director. All questions regarding eligibility shall be referred to the Governing Board or Executive Committee.

Amended by the members present at the general session held in conjunction with the 100th annual convention October 14, 2009 in Monterey, California. Bylaws Article XII – Governing Board - Section 16, make up and authority of the Executive Committee added.

Section 16. The RETA Executive Committee includes the officers of the RETA Governing Board and the Executive Director. They have the authority to act in behalf of the Governing Board on matters delegated to them by the Governing Board or these Bylaws and as necessary to conduct RETA business between regular RETA Governing Board meetings.

Amended by the members present at the general session held in conjunction with the 100th annual convention October 14, 2009 in Monterey, California. Bylaws Article XIV – Standing Committees - Section 4, Committee Organizational Chart included in Bylaws by reference.

Section 4. Each new President of the RETA Governing Board completes committee assignments as reflected in the RETA Organizational Structure. A copy of each year's RETA Organizational Structure is incorporated into these RETA Bylaws by reference. The President may add or amend committee assignments as needed to meet the needs of the organization at any time.

Amended by the members present at the general session held in conjunction with the 103rd annual conference November 7, 2012 in San Antonio, Texas.

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ARTICLE VII – Election of Officers

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Section 3. The Chair of each Standing Committee shall be an Ex-Officio Member of the Governing Board with full voting rights. Should the inclusion of Ex-Officio Members result in an even number of Board Members, the President of the Association shall appoint one Director from among the membership to provide a tie breaking vote.

ARTICLE VII – Election of Officers (final form) ARTICLE VII – Election of Officers

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RETA Constitution and Bylaws - Amendment History -

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the Association. Directors who have completed two full terms of three years are not eligible for reelection to the Governing Board until the next Regular Annual Business Meeting of the Association following their second term as Director. All questions regarding eligibility shall be referred to the Executive Committee.

Section 3. The Chair of each Association Committee shall be an Ex-Officio Member of the Governing Board with full voting rights. Should the inclusion of Ex-Officio Members result in an even number of Board Members, the President of the Association shall appoint one Director from among the membership to provide a tie breaking vote.

RETA BYLAWS

ARTICLE VII – Membership Classifications

Section 1. Classes. Membership of the Association shall be composed of five (5) classes: Student, Individual, Corporate, Retiree and Honorary.

Student –

Shall be a registered student at an accredited university, junior college, or a professional trade school who is pursuing study in preparation for a career in the refrigeration industry.

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Shall be persons involved in operating, maintenance, design, construction and manufacture and/or components for refrigeration systems.

Corporate –

Membership is open to all companies engaged in educating, selling, distributing, consulting, jobbing, contracting, servicing, installing, manufacturing and operating with the refrigeration industry.

Honorary –

Membership shall be restricted to otherwise qualified persons rendering such an eminent service to the profession or this Association on a national level as to merit this distinction. The Governing Board shall appoint honorary membership

Retiree –

Membership shall be restricted to otherwise qualified persons who are age 62 or greater and are no longer regularly employed. “Retired” persons who consult on an occasional basis are considered employed

ARTICLE XIV – Standing Committees

Section 1. There shall be the following Standing Committees and such others as may be appointed from time to time: Education

Committee

Membership Committee Certification Committee

Conference Committee Marketing Committee Publications

Committee

Section 2. Operating procedures for all committees shall be approved by the Governing Board and strictly followed by the committees in all of their activities.

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Section 4. Each new President of the RETA Governing Board completes committee assignments as reflected in the RETA Organizational Structure. A copy of each year’s RETA Organizational Structure is incorporated into these RETA Bylaws by reference. The President may add or amend committee assignments as needed to meet the needs of the organization at any time. The assignment of Committee Chairpersons shall be sustained by the Board of Directors.

Amended by the members present at the general session held in conjunction with the 107th annual conference October 5, 2016 in Las Vegas, Nevada.

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~~Article VII Section 3.~~

~~The Chair of each Standing Committee shall be an Ex-Officio Member of the Governing Board with full voting rights. Should the inclusion of Ex-Officio Members result in an even number of Board Members, the President of the Association shall appoint one Director from among the membership to provide a tie breaking vote.~~