

**BYLAWS
OF THE
INTERNATIONAL INSTITUTE OF AMMONIA REFRIGERATION**

Amended: June 2023

ARTICLE I

Name and Purposes

Section 1. Name: The name of the organization shall be the "International Institute of Ammonia Refrigeration" ("the Institute").

Section 2. Purposes: The purpose of the Institute is to promote the safe use of ammonia and other natural refrigerants through education, information, and standards. In furtherance of this purpose, but not in limitation thereof, the Institute shall have the power, to the extent permitted by law:

- (a) To introduce and encourage constructive educational efforts in the fields of design, safety, installation, operation, maintenance, application, and such other subjects as shall furnish a better understanding of the use of ammonia and other natural refrigerants;
- (b) To introduce and encourage constructive educational efforts in the field of government affairs, trade association standards and any other groups or associations that establish work rules, standards or guidelines regarding the use of ammonia and other natural refrigerants and to advise and inform legislative bodies, trade associations, rating and testing bureaus, insurance organizations and any other group or association regarding the proper and safe use of ammonia and other natural refrigerants and to counsel with such bodies for reasonable and effective legislation, standards, ratings, rules, and other matters pertaining to the use of ammonia and other natural refrigerants;
- (c) To assemble a reference library of data from other associations and firms which may be useful in the conduct of the Institute's activities; and
- (d) To perform and do any and all such other acts as are necessary, convenient and proper to the attainment of the purposes of the Institute.

ARTICLE II

REGISTERED AGENT AND OFFICE

The Institute shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERSHIP

Section 1. Membership Eligibility. Membership may be granted to any individual, partnership, corporation, or organization that: (i) is interested in and agrees to support the purposes and activities of the Institute; (ii) agrees to abide by these Bylaws and such other canons, rules and regulations as the Institute may adopt; and (iii) meets the additional criteria established for each category of membership in the Institute as follows:

(a) Group Company Member. Membership may be granted to any corporation or partnership which is a Contractor, End User, Engineer, Consultant, Wholesaler, Manufacturer, Manufacturer's Representative, or Others (utility companies, training facilities, etc.) supporting and promoting the natural refrigerants industry. One individual of a group company member shall be designated as the voting member for that group and is entitled to vote on IIAR matters presented to the membership and requiring a vote. Except for voting privileges on matters presented to the membership, other individuals belonging to the group are entitled to any and all member benefits offered by the Institute.

(b) Individual Company Member. Membership may be granted to any individual who is a Contractor, End User, Engineer, Wholesaler, Manufacturer, Manufacturer's Representative, or Others (utility companies, consultants, training facilities, etc.) supporting and promoting the natural refrigerants industry. This is a single membership and entitles the individual to vote on IIAR matters presented to the membership and requiring a vote, and any member benefits offered by the Institute.

(c) Special Member. Membership may be granted to other people or organizations who are interested in the ammonia and other natural refrigerants industry and who are: academics (instructors, professors, researcher, etc.); affiliates (code groups, insurance companies, regulatory agencies, governmental bodies); retired persons (those who have retired from the natural refrigerants industry and are no longer gainfully employed on a full-time basis). Students (who are currently enrolled in a university or vocational school having programs or classes related to refrigeration). IIAR must verify and approve persons who have applied for special membership. Special members are not entitled to vote on matters presented to the Membership.

All individuals and entities granted membership in the Institute shall be referred to herein collectively as "Members" or the "Membership."

Section 2. Application for Membership. Requests for membership shall be made by submitting a membership application on the Institute's website. Applications will be reviewed by the Board of Directors and shall be subject to approval under criteria and procedures established by the Board of Directors.

Section 3. Representation.

- (a) Each Group Company Member shall designate an individual to act as its official voting representative in the Institute. The designated individual may from time to time designate other people to take part in discussions and meetings of the Institute but in no event shall any Group Company Member be entitled to more than one (1) vote.
- (b) Individual Company Members act on their own behalf as a representative in the institute. Individual members may, from time to time, designate other persons to take part in discussions and meetings of the Institute but in no event shall any Individual Company Member be entitled to more than one (1) vote.

Section 4. Voting. On all matters coming before the Membership, each Group Company or Individual Company Member shall be entitled to one vote. No other class of Members shall be entitled to vote. All individuals designated as the voting representative for a Group Company or Individual Company Membership shall be referred to herein as “voting members”.

Section 5. Related Companies. Autonomous divisions and/or subsidiaries of Group Company Members or Individual Company Members may apply separately for full active membership. However, no more than two (2) representatives from related companies may serve on the Board of Directors at any one time. If Group Company Members or Individual Company Members become merged, acquired, or otherwise consolidated with another Group Company Member or Individual Company Member, and continue to operate under distinguishing business names and/or retain their public identities through advertising, marketing and/or exhibiting, they shall hold separate Memberships.

Section 6. Resignation. Any Member may resign from the Institute upon written notice to the President; provided, however, that such Member shall be obligated to pay all dues, assessments, and any other indebtedness to the Institute for the fiscal year in which it terminates.

Section 7. Termination. Any Member may be suspended or expelled, for cause, by two-thirds vote of the entire Board of Directors; provided that the Member shall have been furnished a full statement of the charges against such Member and shall have been afforded adequate opportunity for a hearing thereon. Cause for suspension or expulsion shall include, without limitation, the following: (i) violation of any Bylaw of the Institute or of any action lawfully taken thereunder; (ii) violation of any code of trade practice or fair competition subscribed to by the Institute and not in contravention of the rules and regulations of any duly authorized governmental agency; or (iii) conduct prejudicial to the best interests of the Institute, the industry, or the public. In addition, any Member who becomes ineligible or who shall be ninety (90) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE IV

DUES AND ASSESSMENTS

The initial and annual dues for Members of the Institute, the time for paying such dues, and other assessments, if any, shall be determined from time to time by the Board of Directors.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Institute shall be held at such day, time and place as the Board of Directors shall fix. Notice of the time and place of the Annual Meeting shall be communicated to each Member not less than one-hundred and twenty (120) days to the date fixed for such meeting.

Section 2. Special Meetings. Special meetings of the Institute may be called by the Chair or by the Board of Directors at any time or place designated and notice thereof shall be communicated to each Member not less than ten (10) days prior to the date fixed for such meeting. The Chair shall call a special meeting upon written request by one hundred (100) Voting Members of the Institute in good standing. Only business included in the notice of any special meeting shall be transacted at such meetings.

Section 3. Voting. Actions of the Institute are permitted to be by majority vote at a meeting, provided that a quorum is represented or present.

Section 4. Proxies. Voting Members may vote by written proxy on matters brought before any meeting of the Membership if they so desire, provided that such written proxy shall not be valid more than eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 5. Quorum. Twenty percent (20%) of the Voting Members of the Institute in good standing present in person or by proxy shall constitute a quorum at meetings of the Membership.

Section 6. Mail or Electronic Vote.

Any action requiring a vote of the Voting Members may be taken by mail or electronic ballot distributed to all voting members in good standing. Since all voting members would be sent the mail or electronic ballot, a quorum, as defined in Article V, Section 5 would be met. Therefore, unless otherwise provided by law or these Bylaws, the action shall be taken upon recorded approval of a majority of the Voting Members who cast a mail or electronic ballot.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Institute shall be managed by the Board of Directors, which shall have supervision, control, and direction of the affairs of the Institute, shall determine its policies or changes therein within the limits of these Bylaws, and shall actively promote its purposes and have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition and Tenure. The Board of Directors shall be comprised of not less than sixteen (16) and not more than twenty-one (21) members. The Immediate Past Chair and the President of the Institute shall each be an ex-officio member of the Board of Directors without the right to vote. In accordance with the procedures set forth in Article VII of these Bylaws, the directors shall be elected by the Voting Members from among the Membership at the Annual Meeting or by mail ballot for a three-year term and shall hold office until their successors are duly elected and take office; provided that no person shall serve more than two consecutive full terms as a director, except that an officer may continue to serve as a director until he or she is no longer re-elected as an officer. The terms of directors shall be staggered so that approximately one-third of the directors are elected each year.

Section 3. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting in conjunction with the Annual Meeting of the Institute held pursuant to Article V, Section 1 of these Bylaws at such day, time and place as the Board of Directors shall fix. Notice of the annual Board of Directors Meeting shall be sent to each director and director-elect not less than one-hundred and twenty (120) days prior to the date designated for such meeting. The Board of Directors may provide by resolution the time, date, and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any five (5) directors. Notice of special meetings of the Board of Directors shall be sent to each director not less than ten (10) days prior to the date designated for such meeting; provided that notice of a special meeting held pursuant to Article VI, Section 9 of these Bylaws shall be delivered to each director not less than twenty-four (24) hours prior to the time of such meeting.

Section 5. Quorum. Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than fifty percent (50%) of the directors are present at said meeting, a majority of the directors present and eligible to vote may adjourn the meeting from time to time without further notice.

Section 6. Action by Majority Vote. The act of a majority of all directors eligible to vote that is taken at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or these Bylaws.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor; provided that the unexpired portion of such term shall not be counted with respect to the term limits for directors set forth in Article VI, Section 2 of these Bylaws.

Section 8. Removal. Any director may be removed by the affirmative vote of the membership whenever in their judgement the best interests of the Institute would be served thereby.

Section 9. Meeting by Communications Equipment. Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by these Bylaws pursuant to meeting by means of conference telephone, internet meeting platforms, or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meetings.

Section 10. Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken in writing, whether by regular mail, electronic mail or facsimile. The action shall be taken upon unanimous approval, not counting votes to abstain, of the directors entitled to vote. A response not received within 30 days of the notice of a required vote be considered a vote to abstain.

ARTICLE VII NOMINATION AND ELECTIONS

Section 1. Nominating Committee: On or before November 1 of each year, the Chair, with approval and consent of the Board, shall appoint a Nominating Committee as defined in Article IX, Section 3.

Section 2. Selection of Nominees: The Nominating Committee shall meet within thirty (30) days of its appointment and select nominees equal in number to the vacancies to be filled on the Board. The Nominating Committee shall contact each nominee and obtain his or her consent to serve if elected, and to select additional nominee(s) in the event such consent is not obtained. Immediately upon completion of the slate of nominees, the Nominating Committee shall certify the slate to the Chair of the Institute for approval of the slate by the Board of Directors prior to submission to the members.

Section 3. Advise Members of Nominations: Within thirty (30) days after the Nominating Committee has certified its slate of nominees to the Chair of the Institute, a list of such nominees shall be prepared by the Chair and submitted by him or her to each Member of the Institute together with a copy of Article VII of these Bylaws.

Section 4. Additional Nominations: Any five (5) Members in good standing may make additional nominations, not exceeding the number of vacancies to be filled on the Board of Directors, by submitting such nominations to the Chair of the Institute in writing signed by such nominating Members, together with the written consents to serve of such nominees. To be effective, such additional nominations and consents must be received at the Institute's offices within twenty (20) days after the list of nominees selected by the Nominating Committee is mailed to the Membership pursuant to Article VII, Section 3 of these Bylaws.

Section 5. Election and Mail Ballot: Directors may be elected either at a meeting of the Voting Members or by mail ballot. If there are more nominations than there are vacancies to be filled, the Chair of the Institute or his designee shall prepare ballots containing the names, titles, and business connections of all nominees arranged alphabetically. If the election is to be conducted by mail ballot, one such ballot shall be mailed by the Chair, or such other person as may be designated by the Board, to each Voting Member in good standing, with instructions that the ballots be returned to the Institute's offices by a date certain, which date shall not be less than ten (10) nor more than thirty (30) days after the date on which such ballots are mailed to the Regular Members. A committee of three (3) tellers, appointed by the Chair, shall then meet, count those ballots that have been received at the Institute's offices before the close of such day certain, and declare duly elected those nominees receiving the highest number of votes in such ballots. If there are no additional nominations made pursuant to Article VII, Section 4 of those Bylaws, the Chair shall cast a ballot declaring the nominees of the Nomination Committee unanimously elected. The term of office for directors elected pursuant to this Article VII shall commence at the next meeting of the Board of Directors immediately following their election.

Section 6. Time Not of Essence: Elections shall not be invalid because the matters provided for in Sections 1 and 2 of this Article VII have not been completed within the time limits designated, provided that the election process shall be completed by June 1 of each year.

ARTICLE VIII

OFFICERS AND PRESIDENT

Section 1. Officers. The Officers of the Institute shall be a Chair, Chair-Elect, Vice-Chair, Treasurer, and such other officers as the Board of Directors may from time to time determine.

Section 2. Election and Term of Office. The Officers shall be elected for one-year terms by the Board of Directors from among the Board of Directors at each annual meeting. Officers shall serve until their successors have been duly elected and qualified; provided that no officer, other than the Treasurer, may hold the same office for two (2) consecutive terms. Nothing in this Article VIII, Section 2 shall prevent an officer from being re-elected again to the same office after the lapse of at least one year.

Section 3. Chair. The Chair shall be the chief executive officer of the Institute, shall preside at all meetings of the Institute and its Board of Directors, shall be an ex-officio member of all committees of the Institute without voting privileges, and shall in general supervise and control the affairs of the Institute. The Chair may sign, with the Secretary or any other proper officer of the Institute authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Institute; and in general shall perform all duties incident to the office of Chair and such other duties as may be assigned from time to time by the Board of Directors. At any general membership meeting or meeting of the Board of Directors, where a tie vote occurs, the Chair shall cast the deciding vote.

Section 4. Chair-Elect. The Chair-Elect shall advise and assist the Chair, shall act for the Chair on the Chair's request, during the Chair's absence or temporary disability, and shall succeed to the office of Chair in the event of the Chair's death, resignation or permanent incapacity, as determined by the Board of Directors, or other termination of the Chair, including the expiration of the Chair's term of office, and shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Chair-Elect shall serve as the Chair of the Strategic Planning Committee and the Nominating Committee.

Section 5. Vice-Chair. The Vice-Chair shall perform such duties as from time to time may be assigned by the Chair or the Board of Directors. In case of the death, resignation, or permanent incapacity, as determined by the Board of Directors, or other termination of the Chair-Elect, the Vice-Chair shall succeed to the office of Chair-Elect and shall serve the remaining portion of the relevant term and until his or her successor has been duly elected and qualified. The Vice Chair shall serve as the Chair of the Annual Meeting Committee.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all monies of the Institute. The Treasurer shall prepare the required financial reports for action of the Institute and of the Board of Directors. The Treasurer shall maintain records and books of account in condition at all times for examination and audit and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Treasurer and/or the President shall be bonded at the expense of the Institute in such sum as the Board of Directors may direct. The duties of the Treasurer may be assigned to the President.

Section 7. Secretary. The duties of the Secretary shall be assigned to the President. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the Institute's records; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 8. President. Under the direction of the Chair, the active administration of the Institute, except as herein set forth, shall be vested in the President, who shall be the administrative officer of the Institute and who shall be a non-voting member of the Board of Directors and an ex-officio member of all committees of the Institute without voting privileges. The Executive Committee of the Institute as defined in Article IX, Section 2, shall identify and unanimously agree on the President before presenting to the Board of Directors for vote and approval. Compensation of the President shall be set by the Executive Committee. The President shall prepare the annual budget. Hiring and firing of all highly compensated personnel, as defined by the IRS, will be with agreement of the President and the Executive Committee. The President shall have sole responsibility for the hiring and firing of all non-highly compensated personnel. The President shall represent the Institute, when required by the Board of Directors, before government agencies and with other associations or societies. The President may participate in activities conducive to the improvement and benefit of the industry and the Members of the Institute. The President shall prepare and distribute announcements of all meetings of the Institute and the Board of Directors, together with the agenda for each meeting. The President may activate and direct projects for the Institute; collect, tabulate, and distribute statistics; conduct new Membership campaigns; prepare and distribute news releases; serve as publicity, public relations, and advertising director for the Institute, and perform such other duties as may be assigned from time to time by the Chair or the Board of Directors. The President shall perform the duties of the Secretary and may perform the duties of the Treasurer.

Section 9. Removal. Any officer may be removed by the Board of Directors whenever in their judgment the best interests of the Institute would be served thereby.

Section 10. Vacancies. Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting.

ARTICLE IX COMMITTEES

Section 1. Appointment. The Board of Directors shall designate all committees, specify their duties, and the Chair shall appoint Members to act as chairpersons of such committees, and review the membership of all committees; provided that any committee using Institute funds or exerting authority on behalf of the Institute shall require approval by the Board of Directors. Only Members of the Institute are eligible to serve as Committee Chairpersons and as voting members of committees. Such committee(s) shall have and exercise the authority granted in their appointment, but the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.

Section 2. Executive Committee. The Executive Committee shall consist of the Chair, Chair-Elect, Vice-Chair, and Treasurer. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Institute to the extent provided in any resolution to such effect adopted by the Board. The Past-Chair and the President shall be ex officio, non-voting members of the Executive Committee.

Section 3. Nominating Committee. The Nominating Committee shall consist of five (5) Regular Members in good standing, including the Chair-Elect, the Immediate Past Chair, and at least two (2) other members of the Board of Directors. The Nominating Committee shall have the duty of selecting nominees for the various positions on the Board, as provided in Article VII of these Bylaws. The Chair-Elect shall serve as Chair of the Nominating Committee.

Section 4. Term of Office. Each member of a committee shall continue as such until the end of the term for which such appointment was made and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Quorum. A majority of the members of any committee of the Institute shall constitute a quorum at a committee meeting.

Section 6. Vacancies. Vacancies on any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Minutes. Minutes of all committee meetings shall be provided to the President of the Institute.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with law, these Bylaws or any rule adopted by the Board of Directors.

ARTICLE X
CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Institute, shall be signed by such officer or officers, agent or agents of the Institute and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair or Chair-Elect of the Institute.

Section 2. Deposits. All funds of the Institute shall be deposited from time to time to the credit of the Institute in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Bonding. The Board of Directors shall provide for the bonding of such officers and employees of the Institute as it may from time to time determine.

ARTICLE XI
AUDIT

The Board shall require an independent certified public accountant to examine the financial records of the Institute as of the closing of each fiscal year, who shall submit a report thereon to the Executive Committee, in accordance with the accepted practice of the profession. The Executive Committee shall inform the Board of the results of the audit.

ARTICLE XII
INDEMNIFICATION

The Institute shall indemnify all officers, directors, employees, and agents of the Institute to the fullest extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and shall be entitled to purchase insurance for such indemnification to the fullest extent permitted as determined from time to time by the Board of Directors of the Institute.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended upon the majority vote of the Voting Members at any regular or special meeting of the Members at which a quorum is present in person or by proxy, or by regular or electronic mail; provided, that any such proposed amendment shall have been approved by the Board of Directors and that notice of intent to amend the Bylaws shall have been delivered to each Voting Member not less than fifteen (15)

and not more than forty (40) days prior to the specific date of the vote on the amendment.

ARTICLE XIV DISSOLUTION

The Institute may be dissolved by vote of a majority of the Voting Members eligible to vote at a special meeting called for that purpose. Upon the dissolution of the Institute, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Institute, dispose of all the assets of the Institute exclusively for the purposes of the Institute in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided that any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Institute is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not for Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Institute, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.