



MACS Worldwide Bylaws

ARTICLE ONE: MEMBERSHIP

1. Membership in the Association shall be open to all organizations (as defined in these Bylaws to mean any Corporation, Company, Limited or General Partnership, Limited Liability Company, Limited Liability Partnership, Trust or Estate, Joint Venture, Association or other Entity, except any Government Entity) and individuals (as defined in these Bylaws to mean any Natural Person) with a direct interest in mobile heating, ventilation and air conditioning (HVAC). Each qualified membership applicant (organization or individual) shall be accepted into the Association and assigned by the President to that section most appropriate to the applicant's activities in the mobile HVAC industry. There shall be the following classes of membership that have a voice and vote:

- A. Service/Installer Section: Organizations or Individuals actively engaged in servicing or repairing mobile HVAC systems and/or installing systems.
- B. Distributor Section: Organizations or Individuals actively engaged in stocking, promoting and distributing mobile HVAC systems or parts. Such distribution shall include both wholesale and retail functions. In cases where service or installation is performed, those functions should be considered secondary to the marketing of systems or parts.
- C. Manufacturer/Supplier Section: Organizations performing the original manufacture of HVAC systems for application on vehicles and equipment. Manufacturer status shall be accorded those Organizations which, in the view of the President, produce a significant number of units for resale, or establish design and/or performance criteria in contracting for the supply of original equipment units for their vehicles. Also to be assigned to this section are industry suppliers including but not necessarily limited to:

- (1) Manufacturers of new parts, refrigerants, supplies and service tools used in the mobile HVAC industry.
- (2) Remanufacturers of parts and service tools used in the mobile HVAC industry.
- (3) Suppliers of production equipment used for the manufacture of HVAC system components.
- (4) Organizations that are the principal owners of the brand or trade name of parts, equipment, refrigerant, anti-freeze, cleaning solutions, supplies and service tools sold through them to the mobile HVAC industry.

D. Organizations with multiple facilities having a direct interest in mobile HVAC may apply for membership in the Association. Upon acceptance of such an organization as a member, the organization shall select a designated representative of its organization to act and serve as a member of the Association. It is each member's responsibility to notify and update the Association of the individual within the particular organization that is to be considered by the Association as the member's designated representative. The designated representative will be assigned to one of the three existing membership sections set forth in Article One, Section 1A – 1C having a voice and vote (Service/Installer Section, Distributor Section, or Manufacturer/Supplier Section). Each of the other facilities of that organization will be considered a member within the same section of the Association with the same rights as other members of MACS and subject to the Bylaws, rules, policies and procedures of MACS, but they will be non-voting members. Each such facility shall also designate an individual to act as the contact person for the Association at that facility. In addition, only the designated representative having the right to vote will be considered as a member of MACS for purposes of determining a quorum in any matters being voted on by the members.

Membership in the following sections will have a voice but no vote:

E. Associate Member Section: Those considered for this designation are the following:

- (1) Testing laboratories with capabilities suited for the testing of parts for complete HVAC systems.
- (2) Engineers or consultants who are specific to the industry.
- (3) Independent manufacturer representatives serving the industry.
- (4) Publishers of books or trade publications relevant to the industry.
- (5) Trade Associations in the automotive, HVAC or related industries.
- (6) Students and instructors that are in colleges or recognized trade schools.
- (7) Retirees – those no longer actively employed in the industry.

F. Individual Member Section: Individuals with an interest in the mobile HVAC industry who do not qualify for membership in any other member section, or who desire to maintain membership in the Association independent of any possible membership on the part of a firm or corporation. Individual membership shall not serve as an alternative to a firm or corporation membership.

G. Honorary Lifetime Member Section: Individuals may be nominated to honorary membership by any voting member of the Association on the basis of extraordinary service to the industry or accomplishment in the mobile HVAC field on the part of the nominee. Nominations must be made in writing to the Chairman of the Association at least sixty days prior to a regularly scheduled meeting of the Board of Directors. An honorary lifetime membership shall be granted a nominee if approved by a majority of directors voting at a duly con-

stituted meeting of the Board of Directors. Honorary lifetime membership will be granted immediately and shall remain effective for the life of the member unless revoked by the Board of Directors for cause. Honorary lifetime members shall not be required to pay dues nor shall they be entitled to vote.

2. Application for membership: All prospective members shall submit a written application for membership supplying all information requested on a standard membership application form to be distributed by the Association. Membership in the Association shall commence upon the receipt of the written application and payment of dues. The names and addresses of all applicants shall be periodically circulated to members of the Board of Directors for information purposes.

3. Rejection of an applicant and removal of a member:

- A. The Board of Directors may reject any applicant who cannot, in the view of the Board of Directors, demonstrate a direct interest in the mobile HVAC, or who cannot qualify for membership in any of the several member sections.
- B. The Board of Directors may remove from the Association membership rolls or suspend any member who:

- (1) Is more than ninety (90) days in arrears on the payment of his dues or any other monies owed to the Association, provided that the Association gives the member written notification of its intention to remove or suspend the member.
- (2) Engages in conduct in violation of, or derogatory to, the principles established by, or the provisions of the Charter or the Bylaws of the Association or of any codes or statements of the Association (Ref. Article 8, Paragraph 7). Written charges of such conduct may be filed with the Chairman and/or President by any member. Upon receipt of such charges the Association shall transmit to the member against whom the charges have been filed, a copy of said charges and shall present them to the Board of Directors. The Board of Directors shall investigate such charges as expeditiously as possible; giving the member so charged a reasonable opportunity to be heard. The Board of Directors shall then take such action as it deems appropriate.
- (3) Removal of a member from the membership rolls for any reason including resignation or suspension shall not nullify the right of the Association to collect by legal process or otherwise, any sums of money due the Association.

4. Resignation of a member: Any member of the Association may resign from the Association by filing written resignation with the President, provided that such resignation shall not take effect prior to its receipt by the President, and no such resignation shall affect or impair any financial obligation to the Association on the part of the resigning member.

5. Transfer of a Member's Membership Interest: All members are required to submit to the Chairman/ President of the Association a request in writing to transfer their membership to another Organization. The transferability or non-transferability of a member's membership interest shall be reviewed by the Chairman/ President and decided by a majority vote of the Board of Directors.

6. Dues: All members', except honorary members, shall be required to pay annual dues in such amounts as may be determined by the Board of Directors. Dues for new members shall be payable upon application for membership and shall be in an amount proportional to the number of quarters or parts of quarters remaining in the dues year. Such payments may be made in regular installments throughout the dues year.

7. Member Privileges:

- A. Any member may display the Association logo or symbol for the purpose of identifying himself or his firm or corporation as a member of the Association provided that such display is limited to normal self promotion activities that would not, in the opinion of the Board of Directors, be deceptive, or detrimental, or damaging to the Association or its members. The logo, symbol, or name of the Association may not be used by any member to promote any program, viewpoint, or idea not approved by the Board of Directors. The use of the logo by any member shall not be construed to represent a testimonial of any sort on the part of the Association nor will the Association be liable in any way for the use of the logo, symbol or Association identity by a member.
- B. All members shall receive, at no cost, a minimum of one copy each of all Association publications at the time of their issuance.
- C. All members shall have access to the Association staff and such services as may be provided through the Association offices. Any charge of fees shall be at a rate equal to or lower than is available to non-members for the same services.
- D. Each member, but not associate, individual or honorary members, shall be entitled to vote in all general Association elections and in elections conducted within the member sections to which they have been assigned.

ARTICLE TWO: VOTING AND ELECTIONS

1. Voting:

- A. Each member of the MANUFACTURER/SUPPLIER, DISTRIBUTOR and SERVICE/INSTALLER SECTIONS shall be entitled to cast one vote in any election involving the full Association and on any other matter in which the members are to vote, providing that the member is listed as a member in good standing

when ballots are issued. ASSOCIATE, INDIVIDUAL or HONORARY members shall not be entitled to vote in any election or on any other matter in which the members may vote.

B. All votes shall be cast by each member's designated primary Association representative or chief executive officer. Each member shall notify the Association of the person designated as their primary Association representative, which person shall be the only person eligible to vote in any election or on any matter for that member. Until a member so notifies the Association, the person appearing in the Association's records as that member's designated primary Association representative shall remain as so designated except in the case of another representative being nominated for a seat on the Board of Directors. All other Association representatives of a member are to be secondary Association representatives of the member and shall have no right to vote in elections or other matters before the Association. Any representative of a member nominated for a seat on the Board of Directors shall be immediately and automatically designated as that member's sole primary Association representative and shall remain so designated until the Association is notified otherwise by that member's chief executive officer.

C. Proxies will be accepted only if the name of the designated elector is submitted in writing and received by the Chairman, President or other designated authority prior to any election or voting deadline. Any proxy will expire thirty (30) days after it is received.

D. All matters that effect the makeup of the Association or that changes the Association's charter (i.e., its articles of incorporation) must first receive two thirds (2/3) majority vote by the Board of Directors. Any action which, if made, will result in the termination or revocation of the Association's tax exempt status must receive both unanimous approval of the Board of Directors, and approval by a majority vote of the General Membership of the Association where a quorum was present.

2. Elections:

A. The Board of Directors may conduct special elections to fill vacant offices or determine Association policies or to take action in those instances where the Board of Directors determines that voting is appropriate. The Board of Directors shall be required to hold elections for officers and directors stipulated by the Bylaws. The Chairman shall appoint a Nominating Committee of three people representing each of the classes of membership that have a vote pursuant to these Bylaws and who may not be candidates. Such appointment shall be concluded no less than 30 days prior to an election for purposes of selecting, evaluating and recommending qualified candidates for election to the Board of Directors and for overseeing and monitoring all elections, including the resolution of any challenges or questions arising in any way in connection with such purposes. All decisions of the Nominating Committee shall be final and shall be by majority vote of the persons on the Committee concerning challenges and questions about the election. A person shall not be eligible for nomination for, or election or appointment to, the Board of Directors if there is another person from that same Member or an Affiliated Member then serving on, or elected or appointed to, the Board of Directors. Affiliated Member means a Member that, directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with another Member. Control means the power, direct or indirect: (a) to vote or direct the voting of more than twenty-five percent (25%) of the outstanding ownership interests in a Member; or (b) to direct or cause the direction of the management and policies of a Member, whether by contract or otherwise. The slate of candidates offered by the Nominating Committee must be approved by majority vote of the board of directors.

B. The procedures to be followed in voting in Association elections and other matters where the membership is to vote shall be as follows:

(1) Attendance and Voting at meetings:

(a) Notification shall be by first class mail or transmitted as otherwise permitted by these Bylaws no less than fifteen (15) days prior to the meeting. Deliveries outside the United States shall be by the most expeditious means.

(b) Voting shall be held at only those meetings where there is a quorum present. Any member may participate in any meeting by means of teleconferencing or any other means of communication equipment that allows all members participating in the meeting can hear each other, and participation in this manner shall constitute attendance in person at such meeting for all purposes.

(c) The presiding officer or director shall determine what constitutes a quorum at any meeting, provided however, that those present at any meeting shall constitute a number no less than five (5) percent of the general membership.

(d) The presiding officer or director shall determine the manner in which any vote shall be taken.

(2) Voting at other than meetings:

(a) Ballots shall be mailed or otherwise transmitted by the President or the person designated by the Board of Directors to all members eligible to vote.

(b) Ballots must be returned to the person designated by the Board of Directors by the voting deadline.

(c) Voting on any matter affecting the Association that requires the vote of the members or the Board of Directors may be done by ballot, mail, facsimile, teleconferencing or electronic means including e-mail, which are now or hereafter may be used in connection with the transmission of communication to others, provided a record and authentication of the vote can be accomplished by the Association.

(d) The majority of votes received within the prescribed time limit shall decide the outcome of the election or other matter affecting the Association. With regard to the vote in any election or on any matter affecting the Association that requires a vote of the members, at least five percent (5%) of the membership entitled to vote in the election or on the particular matter must vote in order for there to have been a quorum for purposes of voting in that election or on that matter.

(3) The Board of Directors shall be required to conduct elections for the Board of Directors prior to the expiration of the two (2) year

term of office.

(4) Voting conducted within member sections shall be conducted according to the procedures specified for elections and voting in the Bylaws. Only eligible section members may vote in any section election.

(5) Elections will be conducted annually in the service/installer, distributor and manufacturer/supplier sections for two (2) of the four (4) director chairs allocated to each section. Chairs up for election will alternate year to year. Directors will serve a two (2) year term.

(6) The Chairman, Vice Chairman, Secretary and Treasurer shall be elected by the Board of Directors at the annual meeting for a one (1) year term. The Past Chairman shall be and shall serve by reason of being the immediate past Chairman.

ARTICLE THREE: BOARD OF DIRECTORS

1. Duties of the Board: The Board of Directors shall be the governing body of the Association and shall have general control over the management and affairs of the Association, the Association officers, member sections, membership eligibility, committees, and paid staff. The Board of Directors shall conduct all Association business in accordance with the Bylaws and shall be subject to the directions, decisions, and instructions made or given by a vote of the majority of the members eligible to vote in any election.

2. Members of the Board of Directors: The Board of Directors shall be made up of the Past Chairman of the Board which shall be the immediate past chairman and four (4) members each from the Service/Installer, Distributor and the Manufacturer/Supplier sections of the Association. The Past Chairman shall serve on the Board of Directors solely by reason of that capacity. At all times, no Member of the Association shall have more than one person from that Member serving on the Board of Directors. Should a Member either individually or jointly with an Affiliated Member of the Association for any reason have more than one person serving on the Board of Directors at any time, the person or entity in control of the Member or of the Member and Affiliated Member (as the case may be) shall immediately select which person shall remain on the Board. Upon such selection, the seat of each person not selected by that controlling person or entity shall be declared vacant and such persons not selected shall be deemed removed from the Board of Directors. In that case, each vacant seat on the Board shall then be filled in the manner and for the time period as provided for in these Bylaws.

3. Ex Officio Members: The ex officio members of the Board of Directors shall be the President and such others as may be designated by the Board of Directors.

4. Term of Membership: Each Director shall serve a two year term and until his successor is chosen and qualified. Newly elected Directors will assume their active role as Directors when they are sworn in at the annual general membership meeting.

5. Criteria for Director Candidates: Criteria for the selection of candidates for Director are as follows:

(Specific qualifications of the individual)

A. Has been a MACSW member in good standing for a minimum of four years.

B. Has participated in two recent MACSW conventions/trade shows.

C. If not a business owner, must have management experience and must be employed by the organization they are representing in the respective section.

Employment is defined as:

(1) Receiving compensation and organization paid benefits (i.e. pension, vacation, etc).

(2) Is subject to organization's right to control the mode of work.

(3) Receiving from the organization a W-2 form indicating that the organization has paid appropriate employment related taxes.

6. Removal of a Director: Any Director may be removed from office by a vote of two thirds (2/3) of the remaining Directors.

7. Death, Resignation or Replacement: In the event a vacancy on the Board of Directors results from the death, resignation, removal or loss of member eligibility of any director other than the Past Chairman or from the death, resignation, or removal of the Past Chairman, the remaining Directors shall designate by two thirds vote (2/3) a qualified replacement to serve the remainder of the term of office for that Director. If the Past Chairman must be replaced, a previous Past Chairman will be selected, if possible.

8. Meetings: The Board of Directors shall meet a minimum of one (1) time during any fiscal year at such times and places as shall be determined by the Chairman. A majority of the membership of the Board of Directors shall constitute a quorum. The directors attending a duly organized meeting can continue to do business until adjournment of the meeting notwithstanding the withdrawal of enough directors to leave less than a quorum. Unless otherwise provided for in these Bylaws, a majority vote of those directors casting votes at a meeting where a quorum was present shall be sufficient to constitute an action of the Board of Directors.

9. The Officers: All officers of the Association except for the Past Chairman shall be elected from and by the Board of Directors as provided for in these Bylaws. The Past Chairman shall serve as an officer of the Association solely by reason of that capacity.

ARTICLE FOUR: OFFICERS

1. Officers: The officers of the Association shall be the Past Chairman, Chairman, Vice Chairman, President, Secretary, and Treasurer.

2. Term: Each officer shall serve a one (1) year term and until his successor is chosen and qualified. Officers may serve a second term but must be reelected.

3. Death or Resignation: In the event that a death or resignation or loss of eligibility should result in a vacant office, the Board of Directors shall designate a qualified replacement to serve out the remainder of the term of office for that officer (see Article 3.7).

4. Temporary Assumption of Duties: In the absence of, or in the event that the Board of Directors should determine that an officer is unable to perform his duties, the Board of Directors may temporarily direct the President to perform any or all duties of the designated officer.

5. Duties of Officers:

A. Past Chairman of the Board: The Past Chairman is the immediate past chairman of the Association and is installed for the purpose of resolving those

issues not requiring more than two thirds (2/3) vote by casting a tie breaking vote.

B. Chairman: The Chairman shall be the Chief Executive Officer of the Association and will preside over the Board of Directors meeting and at all annual or major general membership meetings. He shall be an ex officio member of all committees and shall see that the Association policies and activities are properly executed. He shall, with the approval of the Board of Directors, appoint a competent auditor to make an annual audit of the books of the Treasury and shall make an annual report to the membership of the Association which shall include the auditor's report or he may designate the President to prepare and distribute such reports on behalf of the Treasurer. He shall be subject to the authority of the Board of Directors and to any vote of the majority of the members eligible to vote in any election, general or section.

C. Vice Chairman: The Vice Chairman shall perform such duties as may be assigned to him by the Chairman and shall, in the absence or disability of the Chairman, preside at all meetings and carry out all the duties of the office of Chairman.

D. President: The President shall be the Chief Operating Officer of the Association and will be responsible for the management and monitoring of the day-to-day activities of the Association, including but not limited to, the management of the Association's employees. The President shall report to the Chairman as the Chief Executive Officer of the Association. The President shall, subject to such controls and limitations as may be imposed by the board of directors of the Association, sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, contracts or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of chief operating officer and such other duties as from time to time may be assigned by the board of directors.

E. Secretary: The Secretary shall have general custody of all records of the Association and shall keep or cause to be kept full and accurate accounts of minutes. The Secretary may designate, subject to the approval of the Board of Directors, an Assistant Secretary who may perform the duties of the Secretary in the absence or disability of the Secretary, or may perform such other duties as assigned to him by the Secretary.

F. Treasurer: The Treasurer shall have general custody of all funds of the Association and shall keep or cause to be kept full and accurate accounts of receipts and disbursements, and shall cause all monies received by the Association to be deposited in the name and to the credit of the Association, in such depositories as shall be designated by the Board of Directors of the Association. He shall cause the funds of the Association to be disbursed in such a manner as the Board of Directors may direct from time to time. He shall submit to the Board of Directors for their approval a budget prior to the start of each fiscal year to cover that fiscal year. The Treasurer may designate, subject to the approval of the Board of Directors, an Assistant Treasurer who may perform the duties of the Treasurer in the absence or disability of the Treasurer, or may perform such other duties as are assigned to him by the Treasurer.

ARTICLE FIVE: INDEMNIFICATION

1. Right to Indemnification.

A. As used in this Article of the Bylaws, "Action" shall mean any action, suit or proceeding, civil, criminal, administrative, investigative or other:

- (1) To which such person is a party (other than an action by the Corporation) or;
- (2) In connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or Officer of the Corporation; but the word "Action" shall not include a situation where such person is a plaintiff.

B. Unless in a particular case indemnification would materially adversely affect the Corporation's tax exempt status under the Internal Revenue Code (the "Code") or result in the Corporation's failure to be described in Section 501(c)(6) of the Code, and except as prohibited by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed Action by reason of the fact that the person is or was a director, officer, member of a committee, or fiduciary of the Corporation or is or was serving at the request of the Corporation as a director, officer, member of a committee, fiduciary, or representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be entitled as a matter of right to be indemnified by the Corporation against reasonable expenses and any Liability paid or incurred by such person in connection with any actual or threatened Action, whether brought by or in the right of the Corporation or otherwise.

C. As used in this Article of the Bylaws, "Indemnitee" shall include each Director and each Officer of the Corporation and each other person designated by the Board of Directors as entitled to the benefits of this Article; "Liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "Expenses" shall include fees and expenses of counsel incurred by the Indemnitee only:

- (1) If the Corporation has not at its expense assumed the defense of the Action on behalf of the Indemnitee with reputable and experienced counsel selected by the Corporation, or;
- (2) If it shall have been determined pursuant to this Article Five that the Indemnitee was entitled to indemnification for expenses with regard to an Action brought under this Article Five.

D. An Indemnitee shall give written notice to the Corporation's President of any Action that appears to fall within this Article within the earlier of:

- (1) Seven (7) days of the date when the Indemnitee first received notice of the Action or;
- (2) Two (2) days before the date on which a responsive pleading must be filed or other responsive action must be taken. The Board of the Corporation may deny coverage under this Article of the Bylaws if an Indemnitee fails to provide such notice to the

Corporation. Indemnitees are generally expected to notify the Corporation's President promptly of any circumstances that might be expected to lead to an Action.

E. Indemnification shall not be made for any settlement unless the terms of the settlement were approved in writing by the Corporation's President prior to the settlement.

F. Any determinations as to the entitlement of an Indemnitee to claims for indemnification or advancement of expenses shall be made:

- (1) By the Board by a majority vote of a quorum of Directors who are or were not parties to the Action;
- (2) If such quorum is not obtainable, by independent legal counsel in a written opinion; or;
- (3) By the members of the Corporation.

2. Right to Advancement of Expenses. Unless in a particular case advancement of expenses to an Indemnitee would materially adversely affect the Corporation's tax exempt status under the Code or result in the Corporation's failure to be described in Section 501(c)(6) of the Code, and except as prohibited by law, every Indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided the Corporation receives a written undertaking by or on behalf of the Indemnitee to repay the amount(s) advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified for such expenses.

3. Right of Indemnitee to Initiate Action; Defenses.

A. If a written claim under Section 1 or 2 of this Article is not paid in full by the Corporation within thirty (30) days after notice of such claim has been received by the Corporation, the Indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expense of prosecuting such action.

B. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under this Article shall be:

- (1) That the Indemnitees conduct was willful misconduct, reckless or such that under applicable law the Corporation is prohibited from indemnifying the Indemnitee for the amount claimed, or;
- (2) That indemnification would materially adversely affect the Corporation's tax exempt status under the Code or result in the Corporation's failure to be described in Section 501(c)(6) of the Code. The burden of proving any such defense shall be on the Corporation.

C. The only defenses to an action to recover a claim for advancement of expenses otherwise properly asserted under this Article shall be that the Indemnitee failed to provide the undertaking required by Section 2 of this Article.

4. Insurance and Funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified under this Article against any liability or expense asserted against or incurred by the Indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the Indemnitee against such liability or expense by law or under the provisions of this Article. The Corporation may create a trust fund, grant a security interest or use other means including by way of example and not by way of limitation, a letter of credit, to ensure payment of such sums as may become necessary to effect indemnification as provided for in this Article.

5. Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article shall:

- A. Not be deemed exclusive of any other rights to which any Indemnitee may be entitled;
- B. Be deemed to create contractual rights in favor of each Indemnitee who serves the Corporation at any time while this Article is in effect (and each such Indemnitee shall be deemed to be so serving in reliance on the provisions of this Section);
- C. Continue as to each Indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each Indemnitee; and
- D. Be applicable to Actions commenced after the adoption of this Bylaw, whether arising from acts or omissions occurring before or after its adoption.

ARTICLE SIX: MEMBER SECTIONS

1. Sections: The membership sections shall be described in Article One of the Bylaws.
2. Membership: Membership in any member section shall be limited to those organizations or individuals, assigned to that section by the President, whose assignments shall be subject to the review of the Board of Directors.

3. Activities: The role of any section shall be to further the interests of the members of that section and to participate in and support the overall activities of the Association within the structure provided by the Association and subject to the Bylaws of the Association and the authority of the Board of Directors. Any section may sponsor and conduct meetings and programs, or engage in any activity appropriate to its role that is within budgetary limitations.

4. Administration: The activities of each section shall be overseen by four (4) Section Directors, all of whom shall be elected by the members of the Association within that respective Section as prescribed by the Bylaws, and all of whom shall be members of the Board of Directors.

ARTICLE SEVEN: COMMITTEES

1. Standing Committees: The standing committees to be established by the Chairman and report directly to the Chairman shall be:

- A. The Executive, which shall also function as the finance and budget committee.
- B. Ed/Tech
- C. Government and Legislation.
- D. Membership and Communications.

2. Other Committees: The Chairman of the Association may from time to time establish other committees, designate their chairmen and oversee their operation. Such committees shall exist at the pleasure of the Chairman.

ARTICLE EIGHT: GENERAL PROVISIONS

1. The Association shall be known as the Mobile Air Conditioning Society Worldwide, Inc., and shall exist as a non-profit corporation under a charter granted by the Commonwealth of Pennsylvania.

2. The fiscal year of the Association shall be July 1 through June 30.

3. President and Staff: The Board of Directors shall employ on behalf of the Association, a President to administer the activities of the Association and a staff to provide such services as may be necessary or desirable. The President shall act as the chief operating officer of the Association and shall have such duties and authority as are set out in paragraph 5.D. of Article Four of these Bylaws.

4. Notice and Waiver of Notice: All notices and other communication required or permitted by law or these Bylaws shall be made in writing in the English language addressed to the member or director at the address for such person then appearing in the records of the Association and shall then be deemed effective notice even if any mailed notice is returned for any reason to the Association. Unless otherwise required by law, notice may be sent by first class mail, postage prepaid, or by facsimile or electronic means if a record of confirmation of the receipt of notice by facsimile or electronic means is received and retained by the Association. Any notice required by law or by these Bylaws may be waived in writing by any person entitled to such notice.

5. Amendment to Bylaws: These bylaws may be amended or repealed, or new bylaws may be adopted, either:

- A. By a vote of a majority of the members at any duly organized annual or special meeting of the members;
- B. With respect to those matters that are not by statute expressly committed to the members, and regardless of whether the members have previously adopted or approved the bylaw being amended or repealed, by vote of three-fourths of the board of directors of the corporation in office at any regular or special meeting of the directors. Any change in the bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

6. Limitation on Activities: Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

7. Codes, Policies and Statements.

- A. The Association's antitrust policy is attached to these Bylaws as Schedule 1.
- B. The Association's code of conduct is attached to these Bylaws as Schedule 2.
- C. The Association's antidiscrimination statement is attached to these Bylaws as Schedule 3.

SCHEDULE 1 ANTITRUST POLICY

Mobile Air Conditioning Society Worldwide (the "Association") was formed to have companies and individuals with a direct interest in mobile heating, ventilation and air conditioning (HVAC) support that industry at three levels: (1) Service/Installer; (2) Distributor; and (3) Manufacturer/Supplier. With the understanding that some of the Members of the Association will include competitors, their activities are subject to antitrust laws. The Association therefore wants to identify conduct that may raise concerns under the antitrust laws in order to avoid antitrust risks.

The Association, as a matter of policy, requires all activities of it be conducted in strict compliance with United States federal and state antitrust laws and foreign antitrust laws. The Association is not to, and will not, become involved in its Members' competitive business decisions and will not take or support any action that would tend to restrain competition in violation of any antitrust laws. The competitive or commercial interests of any actual or potential Members shall not influence decisions about allowing particular companies to join or participate in the Association. The past competitive or commercial behavior of any actual or potential Members shall also not influence decisions about allowing particular companies to join or participate in the Association.

At any formal meetings of Members or the Board of Directors and at any social gatherings of the Association, there should be no discussions by Members of wholesale or retail market prices, terms or conditions of sale, distribution, production, customers, credit terms or marketing practices as these topics pertain to particular companies. Likewise, there should be no communications concerning any company's dealings with suppliers or customers. Agendas for such meetings and the notes of any such meetings should be subject to review by counsel, and procedures for the preparation of minutes of formal meetings should be discussed with outside counsel. The minutes of formal meetings shall be available for inspection at the Association's offices by any Member who requests them for a lawful purpose.

Members should refrain from considering, discussing or implementing any market allocation program or agreements that would result in discriminatory treatment of actual or potential Members or anticompetitive effects visited upon any consumers. Representatives of Members and Members should not engage in any discussion, communications or other exchanges of information regarding prices, pricing methods, production quotas or other limitations on production or sale, including any actual or proposed allocation of territories or customers. Similarly, they should not engage in activities or communications which prevent or interfere with any person or business entity obtaining a supply of goods or services or otherwise purchasing products or services freely in the market. Further, Members should avoid side deals or cross-licenses between or among Members based on such participation that appear to give them an advantage over non-participating companies.

Notwithstanding the terms of this policy, no Member is prohibited or limited from joining or participating in any other associations or from designing, developing, manufacturing, acquiring or marketing their respective products or services in any lawful way. Any violations of this policy should be reported to the President of the Association or to the Board of Directors.

This policy is not intended to be legal advice or a substitute for consultation with an attorney. Members should provide appropriate legal counsel to their representatives

regarding compliance with this policy and with all applicable antitrust laws.

SCHEDULE 2 CODE OF CONDUCT

The Association is a nonprofit organization. Accordingly, a fiduciary duty exists between the Association and each member of its Board of Directors and officers. That fiduciary duty includes a duty of loyalty and fidelity, as well as an obligation on the part of the Board and officers to perform their own due diligence on behalf of the Association. The Board and the officers must exercise care, skill and judgment for the sole benefit of the Association. Those persons are required to exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Association or knowledge gained therefrom for their personal benefit. The interests of the organization are to be the first priority in all decisions and actions taken by the Board and the officers in connection with the Association. This Code of Conduct ("Code") is intended to supplement but not replace any applicable state and federal laws applicable to nonprofit and tax exempt organizations and to complement any Bylaws or other codes, policies, or statements of the Association governing conflicts of interest. If a law conflicts with a policy in this Code, you must comply with the law.

The Association's policy is to conduct its business affairs honestly and in an ethical manner. This Code provides a general statement of the expectations of the Association regarding the ethical standards that each director, officer and employee of the Association should adhere to while acting on behalf of the Association. While it does not cover every issue that may arise, it instead sets out basic principles to guide all employees, officers and directors of the Association. Conduct in violation of the Code is unacceptable in the workplace and in any work-related setting outside the workplace. Any violation of this Code by an employee of the Association will be subject to disciplinary action, including termination of employment. All Members, employees, officers, and members of the Board of Directors of the Association should avoid situations in which his/her/its personal, family or financial interests conflict or even appear to conflict with those of the Association or compromise its interests. Examples of actual or potential conflicts of interest include (but are not limited to) competing with the Association in the rendering of services or in any other contract with a third party, receiving improper personal benefits as a result of the person's position in the Association, or giving gifts, entertainment or other favors to, or accepting gifts, entertainment or other favors from any individual or entity that does or is seeking to do business with, or is a competitor of the Association. A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Association. In addition, employees, officers and directors are prohibited from taking for their own benefit any opportunities that are discovered in the course of their employment or service to the Association, except with the consent of the Board of Directors.

All disclosure in reports and documents filed by the Association with any governmental agency or in other public communications made by the Association must be full, fair, accurate, timely and understandable. All officers, directors, employees and contract workers must take all steps necessary to assist the Association in fulfilling these responsibilities, consistent with each person's role in the Association. Each person should give prompt and accurate answers to all inquiries made to him/her in connection with the Association's preparation of public disclosures and reports. Any person aware of conduct by an officer, director, member, employee or contract worker which he/she believes in good faith is a potential violation of this Code should immediately report such conduct to the President or, if the report concerns the President, the Chairman or Past Chairman of the Board of Directors. The Association will investigate such conduct, and if improper conduct is found, the Association will take appropriate disciplinary and remedial action, including such action against any person who directs or approves of improper conduct by another, or is aware of the conduct and does not report it or does not act appropriately to correct the conduct if he/she has the authority to so correct the conduct. Discussions with any person reporting a violation will be kept confidential to the extent reasonably possible without compromising the effectiveness of the investigation.

Employees and contract workers are protected by law from retaliation for reporting possible violations of this Code or for participating in procedures connected with an investigation, proceeding or hearing conducted by the Association or a government agency with respect to such complaints. The Association will take disciplinary action up to and including the termination of any employee or contract worker who retaliates against another employee or contract worker for reporting any of these alleged activities. In addition to imposing its own discipline, the Association will bring any violations of law to the attention of appropriate law enforcement personnel. All reports, complaints, investigations, and corrective action will be documented by the Association, as appropriate or required by law.

SCHEDULE 3 ANTIDISCRIMINATION STATEMENT

All programs, policies, hiring practices and membership admission criteria of the Association shall comply with Executive Order No. 11246, as amended, and all other applicable laws, rules and regulations, and this corporation shall not engage in any prohibited discriminatory practice. The Association is a non-profit organization that is organized under and governs itself in accordance with the laws of the Commonwealth of Pennsylvania. The legal status of any person will fall under the requirements and guidelines of Pennsylvania law.

The Association is an equal opportunity employer and will not discriminate on the basis of veteran status, age, race, creed, color, national origin, religion, sex, sexual orientation, disability, or any other basis provided for under federal or Pennsylvania law. The Association will not discriminate on any such basis in the application and membership process including the removal or termination of a member and the employment process including applying for employment, promotion or benefits, or the investigation of or discipline of an employee.

Similarly, the Association is committed to providing and promoting a work environment that is free from all forms of harassment. The Association does not tolerate verbal or physical conduct of any employee, member, or guest of the Association that harasses, disrupts or interferes with that person's work performance or that creates an intimidating, offensive or hostile environment, whether by another employee, a member, a contractor, or a visitor. Harassment based upon an individual's sex, race, ethnicity, national origin, age, religion, or any other legally protected characteristics will not be tolerated. Prohibited conduct includes all forms of conduct including email, voice mail, social media, Internet use, text messages, images, writings, words, or gestures.

If any person covered by this Statement feels that he/she has been discriminated against or harassed for any one or more of the legally protected characteristics, he/she should notify the President of the Association. The Association will investigate all such reports as impartially and as confidentially as possible. Adverse action will not be taken against a person who, in good faith, reports or participates in the investigation of a violation of this Statement.