



BYLAWS

OF

COUNCIL OF AIR CONDITION AND REFRIGERATION EDUCATORS, INC.

ARTICLE II: MEMBERS

SECTION 2: ANNUAL AND SPECIAL MEETINGS OF MEMBERS

2.4 Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Notice of Meeting shall also be posted on the Corporation web site at least 20 days prior the meeting date. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the Bylaws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

SECTION 4: PRESIDING OFFICERS OF MEETINGS OF MEMBERS AND ORDER OF BUSINESS

4.1 Meetings of the members shall be presided over by the following officers, in order of seniority – President, most senior Vice-President or, if none of the foregoing are in office or present at the meeting, by a Chairman to be chosen by majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant

Secretary is available, the President or Acting Chairman may appoint a Secretary of the meeting.

ARTICLE III: BOARD OF DIRECTORS

SECTION 2: ELECTION OF BOARD OF DIRECTORS AND TERM OF OFFICE

2.1 The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, at each Annual Meeting of Members, the membership shall elect directors whose terms have expired. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. There shall be no restriction on the number of successive terms a person may serve as a director.

SECTION 7: PRESIDING OFFICER

7.1 The President of the Board duly elected, shall preside at all meetings of the Board of Directors. If there be no President or in his absence, the most senior Vice President shall preside, and if there be no Vice President or in his absence, any other director chosen by the Board, shall preside.

ARTICLE IV: OFFICERS

SECTION 3: DUTIES OF OFFICERS

3.2 During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the most senior Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

3.3 The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when authorized by the President in writing or electronically; the Treasurer may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and by the President in writing or electronically.