

# BYLAWS

Effective May 14, 2018

## ARTICLE 1 NAME, PURPOSE AND LOCATION OF OFFICES

**1.1 Name.** The name of the Corporation is the International Association of Plumbing and Mechanical Officials, a nonprofit corporation, and it shall be popularly known as "IAPMO." The Corporation is sometimes referred to in these Bylaws as the "Association."

**1.2 Purposes and Powers.** The purposes of the Association shall be to promote the interests of the arts and science of plumbing and mechanical building codes, and the officials in connection therewith, and to promote the interests of all persons whose responsibility it is to interpret plumbing and mechanical building laws and practices to the public, and those other purposes specified in the Association's Articles of Incorporation.

**1.3 Principal Office.**

- A. The principal office for the transaction of the business of this Association is hereby located in the County of San Bernardino, State of California.
- B. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

**1.4 Other Offices.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Association is qualified to do business.

**1.5 Districts.**

- A. The Association shall be divided into three Districts. The Central District shall be bounded on the north at the western limits of the United States by the 42nd Parallel of Latitude, thence following the northern border of California, Nevada, Utah, Colorado, Kansas, Missouri, Illinois, Indiana and Ohio; thence following the 42nd Parallel of Latitude from the eastern shores of Lake Erie eastward. The area north of this line shall be the Northern District. The southern limits of the Central District shall commence at the 36th Parallel of Latitude, extend eastward across California, then follow the southern border of Nevada, Utah, Colorado, Kansas, Missouri, Kentucky and Virginia, and thence extend eastward along the 36th Parallel of Latitude. The area south of this line shall be the Southern District.
- B. When, in the opinion of the Board of Directors, a substantial imbalance in Voting Members develops between Districts, to the extent that any District contains less than 50% of the number of voting members contained in the next largest (by number of voting members) District, the Board of Directors shall recommend changes of boundaries to provide a reasonable balance. For purposes of the preceding

sentence, a Voting Member employed by a governmental unit shall be deemed located where the Voting Member's governmental unit is located, and for those persons not employed by a governmental unit where that Voting Member's principal residence is located. Such changes to Districts shall be approved or disapproved by a letter ballot mailed to all Voting Members for their vote.

## ARTICLE 2 MEMBERSHIP

**2.1 Categories of Membership.** There shall be eleven (11) categories of membership as follows:

*Voting Members are the following:*

- (a) Regular Member
- (b) Life Member
- (c) Senior Member
- (d) Organization Member

*Nonvoting Members are the following:*

- (e) Honorary Member
- (f) Student or Apprentice Member
- (g) International Member
- (h) Radiant Professional Alliance Member
- (i) ASSE National Chapter of IAPMO Member
- (j) eMember
- (k) Dispensing Equipment Alliance, National Chapter of IAPMO Member

**2.2 Regular Member.** A Regular Member may be any of the following. Each Regular Member shall have one (1) vote in the affairs of the Association and shall pay dues determined in accordance with these Bylaws.

- A. A governmental unit engaged in the administration or formulation of laws and ordinances relating to plumbing or mechanical construction which governmental unit desires to advance the purposes of the Association shall be eligible to become a Regular Member. A governmental unit shall be entitled to one (1) Regular Member vote and shall designate its representative to exercise its vote pursuant to Subsection 8.2C. An individual who ceases being the official representative of a governmental unit may still qualify to be a member of the Association if such person otherwise qualifies hereunder as a Regular Member or other category of membership.
- B. An individual desiring to advance the purposes of the association.

**2.3 Life Member.** An individual of any age, the combined total of his/her age and years as a Voting Member in the Association equals or exceeds ninety-two (92), shall be eligible to become a Life Member. A Life Member shall receive all benefits of a Regular Member but shall be exempt from payment of annual dues.

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**2.4 Senior Member.** An individual of age sixty-two (62) years or greater shall be eligible to become a Senior Member. A Senior Member shall receive all benefits of a Regular Member and shall pay dues as determined in accordance with these Bylaws.

**2.5 Organization Member.** National or international institutes, societies, trade or professional associations, associations or organizations desiring to recognize, advance and support the Association and its purposes shall be eligible to become Organization Members. An Organization Member shall have one (1) vote in the affairs of the Association and shall pay dues as determined in accordance with these Bylaws. An Organization member shall designate in writing one (1) person to exercise its one (1) vote in a manner prescribed by the Board of Directors.

**2.6 Honorary Member.** An individual who, in the determination of the membership of the Association acting on the recommendation of the Board of Directors, has rendered to the Association exceptional services of the highest order over a substantial period of years shall be eligible to become an Honorary Member. Each Honorary Member shall have all the rights and benefits of a Regular Member, except that an Honorary Member shall not be entitled to vote and shall be exempt from the payment of annual dues. An Honorary Member shall hold no office or directorship in any governing body of the Association, and shall not be appointed a member of any committee.

**2.7 Student or Apprentice Member.** An individual enrolled as a full-time student or apprentice in a recognized school or other institute of learning pursuing a program leading to a diploma or a certificate of competence in engineering, architecture or the mechanical arts. A Student or Apprentice Member shall have all the rights of a Regular Member except a Student or Apprentice Member shall not be entitled to vote, but shall be eligible to participate in all other affairs of the Association. Dues for this category of membership shall be determined in accordance with these Bylaws.

**2.8 International Member.** An individual currently residing outside the United States of America and Canada desiring to advance the purposes of the Association. An International Member shall have all the rights of a Regular Member except an International Member shall not be entitled to vote; shall not be eligible to hold any office or directorship in any governing body of the Association and shall receive all services provided to members in electronic format.

**2.9 Radiant Professionals Alliance Member.** An individual, governmental unit or organization desiring to recognize, support and advance the radiant heating and cooling industry and the art and science of the manufacturing, design, installation and maintenance of radiant heating and cooling systems. By way of example, and not by way of limitation, an organization would be dealer, distributor, manufacturer, national or international institutes, societies, trade or professional associations. A Radiant Professionals

Alliance Member shall have all the rights of a Regular Member except a Radiant Professionals Alliance Member shall not be entitled to vote, but shall be eligible to participate in all other affairs of the Association.

**2.10 ASSE National Chapter of IAPMO Member.** An individual who is a Member in good standing of the ASSE National Chapter of IAPMO, desiring to recognize, support and advance the plumbing and mechanical industries. An ASSE National Chapter of IAPMO Member shall have all the rights of a Regular Member except an ASSE National Chapter of IAPMO Member shall not be entitled to vote, but shall be eligible to participate in all other affairs of the Association.

**2.11 eMember.** An individual desiring to advance the purposes of the Association. An eMember shall have all the rights of a Regular member except, an eMember shall not be entitled to vote; shall not be eligible to hold any office or directorship in any governing body of the Association; shall be ineligible for membership-level pricing; and shall receive all services provided to members only in electronic format.

**2.12 Dispensing Equipment Alliance Member, National Chapter of IAPMO.** A member in good standing of the Dispensing Equipment Alliance, National Chapter of IAPMO. A Dispensing Equipment Alliance, National Chapter of IAPMO Member shall have all the rights of an E-Member.

**2.13 Admission to Membership.** Membership shall be by application to the Association and shall state the category of membership requested. The Board of Directors, or any committee to which the Board of Directors may delegate, shall determine all qualifications for membership. In order that one Industry (as such term is defined below) does not unduly dominate the Association, the Board of Directors may, in the Board of Directors' sole and absolute discretion, restrict the number of persons from one Industry becoming Regular Members in order that one particular Industry does not have a disproportionate number of Voting Members in relation to the total number of Voting Members from other Industries. For purposes of this paragraph 2.9, the term "Industry" singular and "Industries" plural shall mean a particular type or segment of manufacturer, distributor, contractor, trade, or trade association. By way of example, and not by way of limitation, a particular Industry would be copper pipe and copper fittings manufacturers and/or distributors; or air conditioning and refrigerating systems manufacturers and/or distributors; or plumbers; or mechanical contractors. The Board of Directors shall make such determination of what constitutes a particular "Industry" in such Board of Directors' discretion.

**2.14 Other Categories of Membership.** The Board of Directors may add, delete, or modify additional categories of voting or non-voting membership, having such rights and responsibilities as the Board of Directors shall determine.

**2.15 Membership Dues.** Dues for Members shall be determined from time to time by the vote of the Board of Directors.

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Dues shall be payable on the annual anniversary date of the date membership status is obtained by the member. Dues not paid within three (3) months of the date on which payable are delinquent. When a member's annual dues become delinquent, that member shall automatically cease to be a member and shall forfeit all rights and privileges as a member. All monies collected from the dues specified herein shall be deposited with the treasurer of the Association.

**2.16 Magazine Subscription.** All members of IAPMO, regardless of membership classification, shall receive a subscription to Official Magazine as part of their membership. International Members and eMembers shall receive the subscription in electronic format only. Said Subscription shall be for a one- (1) year term and shall be automatically renewed upon annual payment of dues.

**2.17 Forfeiture of Membership.** A membership in this Association may be declared to be forfeited for cause by the Board of Directors for any of the following reasons:

- A. Conduct determined by not less than two-thirds (2/3) of the Board of Directors to be contrary to the best interests of the Association.
- B. If a member is found to have been convicted of a felony and the judgment of conviction has become final.
- C. If a member is found to have been declared of unsound mind by an order of a court of competent jurisdiction.

### ARTICLE 3 MEETING OF MEMBERS

#### 3.1 Annual Conference.

- A. One (1) meeting, to be known as the Annual Education and Business Conference, shall be held each calendar year. The Board of Directors shall select the time and place of the Annual Education and Business Conferences.
- B. Such selection of the Annual Education and Business Conference shall be made and notice thereof given as hereinafter provided, at least one (1) month in advance of the date thereof.
- C. Written notice of each Annual Education and Business Conference shall be given to each member, whether or not entitled to vote thereat, either personally or by sending a copy of such notice through the mail, charges prepaid, to such member's address appearing on the books of the Association, or as supplied by such member to the Association for the purpose of notice.
- D. All such notices shall be given to each member in the manner heretofore specified not less than one (1) month before each Annual Education and Business Conference and such notice shall specify the place, the days and the starting time of such conference. The notice may also include an agenda of the subjects to be presented for consideration by the membership.

E. Proposed amendments to the several, exclusively or jointly sponsored codes shall be presented to the membership by posting such proposed amendments on IAPMO's website or by mailing a printed or electronic version of same upon request in accordance with the Regulation Governing Committee Projects or the Regulations Governing Consensus Development of the Uniform Solar, Hydronics and Geothermal Code and Uniform Swimming Pool, Spa and Hot Tub Code at least thirty (30) days prior to the Annual Education and Business Conference or any special business meeting of the general membership. Such material first shall be submitted to the appropriate committee for their consideration and review. Nothing shall prevent the members of the Association from proposing an amendment to any code change proposal presented for their consideration, provided such change relates to the same subject matter and is presented pursuant to the Regulations Governing Committee projects or the Regulations Governing Consensus Development of the Uniform Solar, Hydronics and Geothermal Code and Uniform Swimming Pool, Spa and Hot Tub Code.

#### 3.2 Special Business Meeting.

- A. Special business meetings of the membership for any purpose whatsoever may be called at any time by the President, or by the Board of Directors.
- B. Except in special cases where no other express provision is made by statute, notice of such special business meeting shall be given in the same manner as for the Annual Education and Business Conference of members. Notice of any special business meetings shall specify, in addition to the place, hour and day of such meetings, the general nature of the business to be transacted.

#### 3.3 Quorum.

- A. A majority of those members who are present and entitled to vote at any meeting of the Annual Education and Business Conference or of any special business meeting of the membership (but not less than one hundred (100) Voting Members) shall constitute a quorum and shall have power for the transaction of business until adjournment.
- B. When any meeting, whether annual or special, is adjourned for thirty (30) days or more, notice of the adjournment shall be given as in the case of an original meeting.

**3.4 Closed Business Meetings.** When necessary for the orderly conduct of Association business, the presiding officer of any Board of Directors meeting and the Chairman of any committee, with the exception of IAPMO's Consensus Code Committees appointed pursuant to Section 6.4 of these Bylaws which shall operate in accordance with the Regulations Governing Committee Projects or the Regulations Governing

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Consensus Development of the Uniform Solar, Hydronics and Geothermal Code and Uniform Swimming Pool, Spa and Hot Tub Code, may call a closed session limiting the participants thereof to current members of the Board of Directors and/or Committee conducting the meeting, as the case may be. This Section 3.4 shall not apply to any membership meetings.

**3.5 Members Entitled to Vote.** The term "member(s) present and entitled to vote" as used in this Article 3 means a person who is and for at least the preceding one hundred eighty (180) days was a member entitled to vote, who is physically present at the Annual Conference or special business meeting at which the vote is taken, and who has paid whatever registration fee has been established by the Board of Directors for attendance at such conference or meeting. The limitations upon, and the procedures governing, a person's status as a member entitled to vote, are set forth in Section 8.2.

### ARTICLE 4 OFFICERS

#### 4.1 Officers.

- A. The Officers of the Association shall be President, Vice President, Secretary and Treasurer.
- B. Except as set forth in Section 5.1, Officers do not have to be Directors.
- C. The office of Secretary and Treasurer may be combined into one (1) office. The Secretary and/or Treasurer shall be appointed from the Voting Members.
- D. Officers shall be chosen from among the Voting Members.
- E. No person shall be eligible to serve as an Officer of this Association unless such person has been a Member entitled to vote and in good standing during not less than thirty-six (36) of the sixty (60) months next preceding the date of such person's nomination for office. No person shall be eligible to serve as an Officer of this Association unless: (i) such person at the time of such appointment is a member entitled to vote (or an official representative of a governmental unit Voting Member), and (ii) such person at the time of such appointment is employed by or retired from a governmental unit as a plumbing, mechanical or combination inspector or is employed by or retired from a governmental unit as an administrator of such inspectors or as a plans examiner.

#### 4.2 Election and Term of Office.

- A. The President and Vice President of this Association shall be elected by the Voting Members at each Annual Education and Business Conference, but if any such Annual Education and Business Conference is not held, Officers shall be elected at a special meeting of members held for that purpose. The

offices of Secretary and Treasurer shall be appointed by the newly elected or re-elected President and ratified by the Board of Directors.

- B. Each Officer shall hold office as hereinafter set forth in this section or until such person shall resign, or shall be removed or otherwise disqualified to serve, or such person's successor shall be elected or appointed. If an Officer resigns, or shall be removed or otherwise disqualified to serve, prior to completing that Officer's term of office, then a new Officer shall be appointed to complete that Officer's term by the President subject to ratification by the Board of Directors (and if such resigned, removed or disqualified Officer is President then the President shall be appointed by the Board of Directors for such remaining term).
- C. The terms of office are as follows:  
President - one (1) year  
Vice President - one (1) year  
Secretary - one (1) year by appointment  
Treasurer - one (1) year by appointment

Officers shall take office immediately upon installation following election.

- D. No President or Vice President shall serve more than two (2) terms consecutively in each such office.
- E. No person shall be eligible to serve as a President or Vice President in this Association until that person has been a member of the Executive Committee or Board of Directors for a period of not less than twelve (12) consecutive months immediately preceding such person's election to their office, or, has served as Secretary and/or Treasurer of the Association for a period of not less than twelve (12) consecutive months immediately preceding such person's election to their office. No person shall be eligible to serve as a President or Vice President in this Association immediately following service as a Secretary and/or Treasurer in this Association unless such person has previously served as a District Director (as set forth in Section 5.1).

#### 4.3 Recall, Removal or Resignation.

- A. An elective Officer may be deemed to be disqualified and may be removed from office by resolution of the Board of Directors if such person is convicted of a felony, or is declared to be an incompetent by an order of court; or if such person shall cease to be a Voting Member or the qualified voting representative of a Voting Member, or if such person shall become unable, by reason of physical infirmity, to continue to discharge such person's duties as an Officer.
- B. The President and/or Vice President shall be subject to removal from office with or without cause by a two-thirds (2/3) vote of the Board of Directors.
- C. An Officer may resign at any time by giving written notice to the Board of Directors.
- D. Appointive Officers (which excludes the offices of President and Vice President) are subject to removal from office with or without cause by a majority vote of the Board of Directors.



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**4.4 President.** The President shall be the Chairman of the Board of Directors and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the Association. The President shall preside at all meetings of the members and all meetings of the Board of Directors. The President shall be an ex-officio member of all committees, except the nominating committee, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws. The President shall be elected from the Voting Membership by a majority vote of the Voting Members present and entitled to vote at each Annual Education and Business Conference.

**4.5 Vice President.** In the absence of the President, the Vice President shall perform all 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. The Vice President shall have such other powers and perform such other duties as, from time to time, may be prescribed for the Vice President by the Board of Directors or by the Bylaws. The Vice President shall be elected from the Voting Membership by a majority vote of the Voting Members present and entitled to vote at each Annual Education and Business Conference.

**4.6 Secretary.** The Secretary shall keep, or cause to be kept, a book of minutes, at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Director's meetings, the number of members present at business meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at such office as the Board of Directors may order, a list of members and their addresses, the number and class of members, and the date of their admission to membership.

The Secretary shall give, or cause to be given, notice of all meetings of the members of the Board of Directors required by the Bylaws or by any law to be given, and the Secretary shall keep the Seal of the corporation in safe custody.

The Secretary shall perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

**4.7 Treasurer.** The Treasurer shall maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and all income of any sort and kind derived by the Association from any of its activities. The books of accounts shall be at all reasonable times open to inspection by any Voting Member provided such Member makes written demand for inspection at a reasonable time and further provided that such inspection is for a purpose reasonably related to such person's interests as a Member.

The Treasurer shall promptly deposit all monies and other valuables in the name of, and to the credit of, the Association with such depositories as shall be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association in such manner as may be ordered by the Board of Directors and shall render to the President or Board of Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. At the discretion of the Board of

Directors, the Treasurer shall, before taking office, furnish to the Board of Directors a fidelity bond in such penal amounts as the Board may require, the cost thereof to be borne by the Association.

### ARTICLE 5 DIRECTORS

**5.1 Number of Directors.** The Board of Directors shall consist of sixteen (16) persons composed of three (3) Directors from each District (designated as District Directors); one (1) Director representing Contractors elected At Large affiliated with the Plumbing Heating Cooling Contractors Association; one (1) Director representing Contractors elected At Large affiliated with the Mechanical Contractors Association of America and one (1) Director representing Labor elected At Large from any district; (designated as Directors At Large); the President, Vice President, IAPMO Immediate Past President and ASSE International Chapter of IAPMO, LLC Immediate Past President. If the President or Vice President is removed or resigns from office pursuant to the terms of Section 4.3, then such person shall neither be considered a Past President nor continue to be a member of the Board of Directors in any capacity. The Director position of IAPMO Immediate Past President is exempt from term limits upon service including, but not limited, to the limits upon service set forth in Sections 5.2(B), (H) and (I) of these bylaws.

#### **5.2 Board of Directors Election and Term of Office.**

- A. The Directors shall be elected from the Voting Members at the Annual Education and Business Conference of the general membership, but if any such conference is not held, or the Directors are not elected thereat, said Directors shall be elected at any special business meeting of the general membership held for that purpose. Directors shall take office immediately.
- B. All Directors shall hold office for a term of three (3) years or until their respective successors are elected. Excepted from the preceding sentence is the Immediate Past President, whose term shall commence upon the election of his or her successor as President of this Association and shall conclude upon the expiration or conclusion of the term of said successor.
- C. No person shall be eligible to serve as a District Director of this Association: (i) until such person has been (either individually or as an official representative of a governmental unit that is a Voting Member) a Voting Member in good standing during not less than thirty-six (36) of the sixty (60) months next preceding the date of such person's nomination for membership on the Board of Directors; and (ii) such person at the time such person becomes a Director of the Association, is employed by a governmental unit as a plumbing, mechanical or combination inspector or is employed by a governmental unit as an administrator of such inspectors or as a plans examiner.
- D. No person shall be eligible to serve as a Director At Large representing Contractors unless such person at the time such person becomes a Director At Large of the Association is (i) a Voting Member of IAPMO and (ii) is a principal of an entity that is in the business of installing or maintaining a plumbing or mechanical product, assembly or system, or (b)(ii) employed as the chief executive of: (A) a

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national or an affiliated chapter of the Plumbing Heating Cooling Contractors Association or (B) a national or an affiliated chapter of the Mechanical Contractors Association of America.

- E. No person shall be eligible to serve as a Director At Large representing Labor unless such person at the time such person becomes a Director At Large of the Association is (i) a Voting Member of IAPMO and (ii) is a member of the United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada.
- F. The Board of Directors shall devise procedures to arrive at the following distribution of Directorships as soon as possible:
  - One (1) District Director shall be elected from each District each year. One (1) Director at Large shall be elected each year.
- G. No Director may serve as a Board member more than six (6) years consecutively. However, Directors shall not be prohibited from completing the full term of any position to which they were duly elected, except as provided in Sections 5.9A, 5.9B and 5.1.
- H. Notwithstanding anything to the contrary set forth in these Bylaws, no person shall serve as a Director (including but not limited to, in the capacity of President, Vice President, Secretary or Treasurer, or any combination thereof) of this Association for more than twelve (12) years during such person's lifetime. This Section 5.2H may only be amended by either (a) the majority vote of Voting Members at any Annual Education and Business Conference or special membership meeting; or (b) by a two-thirds (2/3) vote of the entire Board of Directors.

**5.3 Powers.** Subject to limitations of the Articles of Incorporation, or any Association's standing committee's written operating procedures approved by the Board of Directors, or these Bylaws, and of the Corporation Code of the State of California, as to any action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors.

**5.4 Board of Directors Meetings.** Not less than two (2) meetings of the Board of Directors shall be held each year, one of which shall be held immediately preceding the Annual Education and Business Conference. Each such meeting shall be called by the Chairman of the Board of Directors.

**5.5 Special Business Meetings of Board of Directors.**

- A. Special business meetings of the Board of Directors shall be held whenever called by the Chairman of the Board of Directors, or in the event of the Chairman's absence, disability or refusal to act, by the Vice President, or any five (5) members of the Board of Directors.
- B. No special meeting of the Board of Directors shall be called or held without first setting forth the object and purpose of such special meeting in such notice as may be required by these Bylaws. Any and all business may be transacted at such special meetings.

**5.6 Place of Board of Directors Meetings.** Meetings of the Board of Directors may be held at any place designated by resolution of the Board. In the absence of such a resolution, meetings of the Board of Directors shall be held at the principal office of the Association for the transaction of its business.

**5.7 Notice of Meetings.**

- A. Notice of the time and place of meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (4) by telegram, charge prepaid; (5) by facsimile or; (6) by electronic mail provided one of the aforesaid methods of communication is also used. All such notices shall be given or sent to the Director's address, facsimile number, electronic mail address or telephone number as shown on the records of the Association.
- B. Notice sent by first-class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, electronic mail or telegram shall be delivered, telephoned, faxed, electronically mailed or given to the telegraph company at least seventy-two (72) hours before the time set for the meeting.
- C. The notice shall state the time and place of the meeting.
- D. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to such Director.
- E. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of adjournment.

**5.8 Quorum for Board of Directors Meeting.**

- A. A majority of the number of Directors fixed by these Bylaws shall be necessary to constitute a quorum for the transaction of business.
- B. Every act or decision done or made by a majority of the Directors present at a Board of Directors meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors.

**5.9 Recall, Removal or Resignation of Directors.**

- A. Any individual member of the Board of Directors shall be deemed to be disqualified and shall be removed from the Board of Directors by resolution of the Board of Directors if such individual is convicted of a felony, or is declared

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to be incompetent by an order of court; or if such person shall cease to be a Voting Member or the qualified voting representative of a Voting Member; or if such person, prior to the start of the final year of such person's term of office as a District Director, shall cease to be employed by a governmental unit as a plumbing, mechanical or combination inspector or by a governmental unit as an administrator of such inspectors or as a plans examiner; or if such person, prior to the start of the final year of such person's term of office as a District Director, shall cease to be employed by a governmental unit as a plumbing, mechanical or combination inspector or by a governmental unit as an administrator of such inspectors or as a plans examiner, or if such person shall become unable, by reason of physical infirmity, to continue to discharge such person's duties as a Director; or if such person shall absent him/herself from three (3) consecutive meetings of the Board of Directors without excuse satisfactory to the Board of Directors.

- B. Any Director may resign at any time by giving written notice to the Board of Directors.

### 5.10 Vacancies.

- A. All vacancies occurring in the Board of Directors, between Annual Education and Business Conferences, may be filled by a majority vote of the remaining Directors, though less than a quorum. Each Director so appointed shall hold office until such Director's successor is elected at the next immediate Annual Education and Business Conference, but shall in any event serve only the unexpired term of such Director's predecessor.
- B. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal or other disqualifications of any Director, or in case the members fail at any time to elect the full number of authorized Directors.

## ARTICLE 6 COMMITTEES

### 6.1 Executive Committee of the Association.

- A. The Executive Committee of the Association shall consist of six (6) persons, composed of three (3) members of the Board of Directors (one from each District), the current President, the current Vice President, and the Immediate Association Past President if such Past President is currently employed by a governmental unit (and if such Past President is not currently employed by a governmental unit then such member of the Executive Committee shall be appointed by the Board of Directors from the then current Board of Directors). The President shall serve as the Chairman and the Vice President shall serve as the Vice Chairman of the Executive Committee. A seventh (7th) member shall be appointed by the Board of Directors as an Alternate Member of the Executive Committee to serve upon call in the absence of any committee person.
- B. The members of the Executive Committee shall be appointed by the President and ratified by the Board of Directors to serve for a term of one (1) year. Any member of the Executive Committee shall forfeit that member's term appointment for failure to be present at any two (2) consecutive regular meetings without having obtained the consent of the committee.

- C. By authority of the Board of Directors, the committee shall meet on call of its Chairman and shall have full power to transact all interim business of the Association and exercise the powers of the Board of Directors between Director's meetings. However, the appointment or termination of the Association's Chief Executive Officer shall be made by the Board of Directors and not by the Executive Committee.
- D. The Executive Committee shall advise the Board of Directors, from time to time, of the general nature of the items which the Executive Committee is performing on behalf of the Association.
- E. Four (4) members of the Executive Committee shall constitute a quorum to conduct business, provided however that any business transacted in any meeting of the Executive Committee shall require at least three (3) consenting votes.
- F. The Executive Committee shall approve rules and regulations for the operation of all standing committees.
- G. Any member of the Executive Committee (other than the current President and the current Vice President of the Association) may be removed, with or without cause, by a majority vote of the Board of Directors.

### 6.2 Standing Committees.

- A. Standing committee members shall be appointed by the President and serve at the pleasure of the President, and their appointment shall be subject to the approval of the Board of Directors.
- B. Meetings of all standing committees shall be by call of their respective Chairman (unless otherwise specified in such standing committee's written operating procedures adopted by the Executive Committee), who shall render reports of their proceedings to the Board of Directors and to the membership at each Annual Education and Business Conference.
- C. The standing committees shall consist of the following:
- (1) **MEMBERSHIP COMMITTEE** — whose responsibility it shall be to secure and select new members on behalf of the Association. The Committee shall consist of a minimum of four (4) members and a Chairman and shall be appointed from the Voting Membership.
  - (2) **BYLAWS COMMITTEE** — whose responsibility it shall be to review all proposals for amendments to the Bylaws for presentation to the membership and/or the Board of Directors. The Committee shall consist of a minimum of four (4) members and a Chairman and shall be appointed from the Voting Membership.
  - (3) **AUDIT COMMITTEE** — whose responsibility it shall be to, from time to time but no less frequently than once per year, review for legitimacy some or all of the requests for expense reimbursement submitted by IAPMO members and IAPMO employees/consultants as well as some or all of the records of IAPMO credit card charges. The Audit Committee shall further have the option of reviewing any or all accounts of the properties and business transactions of the Association, including accounts of its assets,

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liabilities, receipts, disbursements, gains, losses, capital and all income of any sort and kind derived by the Association from any of its activities. The Audit Committee shall report the discovery of any improprieties to the Board of Directors of this Association as soon as practicable after such discovery; or, if no improprieties are discovered, at a minimum, report the results of its activities to the Board of Directors of this Association at the annual Board Meeting in which the Board reviews the annual budget. The Audit Committee shall consist of three (3) members (one from each of the Association Districts) and a Chairperson plus an alternate all of whom shall be appointed only from the then existing Board of Directors of this Association.

- D. The terms of the standing committee members shall coincide with the term of the President. However, the committees shall continue to serve until their successors are appointed.
- E. Each chapter may recommend to the President (which recommendation shall be only advisory) at least one (1) representative to serve on each standing committee, except as set forth in Section 6.2C of these Bylaws.
- F. A majority of Voting Members of any standing committee shall constitute a quorum.
- G. No Voting Member may serve on more than three (3) standing committees at one time.

### 6.3 Special Committees.

- A. Special committees shall be appointed by the President, and in such manner as prescribed in Section 6.2.
- B. Meetings of all special committees shall be by call of their respective Chairmen, who shall render reports of their proceedings to the Board of Directors for ratification.
- C. A majority of any special committee members shall constitute a quorum.

### 6.4 Consensus Code Committees.

- A. Regulations Governing Committee Projects.
  - (1) There shall be appointed by the IAPMO Board of Directors an IAPMO Standards Council in accordance with Section 2 of the Regulations Governing Committee Projects.
  - (2) The IAPMO Standards Council shall operate in accordance with Section 2 of the Regulations Governing Committee Projects and shall possess the authority to establish and dissolve Technical Committees and Technical Correlating Committees in accordance with Section 3 et. seq. of the Regulations Governing Committee Projects.
- B. Regulations Governing Consensus Development of the Uniform Solar, Hydronics and Geothermal Code and Uniform Swimming Pool, Spa and Hot Tub Code.
  - (1) IAPMO shall be responsible for maintaining the secretariat for the *Uniform Solar, Hydronics and Geothermal Code* and *Uniform Swimming Pool, Spa and Hot Tub Code* and shall possess the authority to establish and dissolve technical committees for this purpose.

## ARTICLE 7 CHAPTERS

### 7.1 Organization.

- A. The general membership of the Association may be formed into chapters consistent with the geographical location and members therein Chapters. The term "Chapter(s)" as referred to in this Article does not include reference to National Chapters of IAPMO. Chapter meetings may be held for the purpose of furthering the objectives and sustaining interest on the part of the membership in the program of the Association. Such meetings shall be programmed primarily for educational purposes in the field of interests and activities of the Association members.
- B. No business shall be transacted by any Chapter on behalf of the Association except as provided in these Bylaws. Matters affecting policy and activities not provided herein shall be referred to the Board of Directors.
- C. A Chapter may be formed at any time upon presentation to the Board of Directors of a petition of such purpose. Such petition shall be signed by at least twenty-five (25) members or potential members, each of whom shall be eligible to serve as Officers and committeemen as prescribed in this Article 7.

The petition shall be accompanied by a copy of the proposed Chapter Bylaws; upon approval of the Board of Directors, a charter shall be issued.

A charter may be withdrawn for cause such as may be determined by the Board of Directors to include, but not limited to, activities contrary to the best interests of the Association.

Chapters shall also be governed by any laws of the state within which they are located, if any such laws are applicable.

- 7.2 **Meetings.** Meetings of the Chapters shall be held at such time and place as determined by a majority of the members of each Chapter.

- 7.3 **Chapter Officers.** Each chapter shall, on an annual basis, elect from the membership of said chapter:
  - A. A Chairman who shall be a Voting Member; and,
  - B. A Vice-Chairman who shall be a Voting Member; and,
  - C. A Recording Secretary who shall be a member of any classification; and,
  - D. A Treasurer who shall be a member of any classification. The Chairman shall preside over all chapter meetings. The Chairman will assist in verifying that all chapter members are members of IAPMO national. The Vice-Chairman shall serve in the absence of the Chairman. The Vice-Chairman will work with the Chairman to verify that all chapter members are members of IAPMO national.

The Secretary shall record all activities of each meeting and forward a copy of the minutes immediately thereafter to the Membership Department of IAPMO World Headquarters. The Secretary shall maintain a list of all Chapter members, including contact information. Said list will be provided to the Membership Department at IAPMO World Headquarters on a regular basis to



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ensure that the national office maintains a list of all chapter members. The Secretary shall notify each member by mail, electronic mail or other means of all Chapter meetings setting forth therein time, place and program. The Secretary shall work in coordination with the Chair and Vice-Chair to verify that all chapter members are members of IAPMO national.

The Treasurer shall maintain all records of financial accounts and transactions of the chapter. The Treasurer shall place all chapter funds on deposit in an accredited banking institution in the name of and to the credit of the chapter. The Treasurer shall present for payment only such demands for the necessary and authorized expenses for chapter activities. The Treasurer shall disburse chapter funds only when authorized by a majority of the chapter members present and entitled to vote at each chapter meeting. The Treasurer shall render a report of the activities of the Treasurer's office at each chapter meeting with a copy to the Membership Department of the Association.

### 7.4 Chapter Committees.

- A. The Chairman of each Chapter shall appoint all committees as provided by the Chapter Bylaws or as permitted by the Board of Directors. The committee Chairman shall be a Voting Member.
- B. No other committee shall be appointed or function with out first having secured the specific sanction and approval of the Board of Directors.

## ARTICLE 8 MEMBER VOTING QUALIFICATION AND PROCEDURES

**8.1 Application of Article.** Except as elsewhere specially provided in these Bylaws or in the operating procedures of a standing committee which are adopted by the Board of Directors, this Article 8 shall govern the procedural rights, restrictions upon, and the voting qualifications of, the various classes of members at any general, special or regional unit meeting of members, and at any committee meeting.

### 8.2 Motions, Debate and Member Voting Qualifications.

- A. Any member may make or second motions and actively participate in matters under discussion. Notwithstanding the aforesaid, the Consensus Code Committee process shall be solely regulated by the Regulations Governing Committee Projects and as otherwise authorized by the IAPMO Standards Council, or the Regulations Governing Consensus Development of the Uniform Solar, Hydronics and Geothermal Code and Uniform Swimming Pool, Spa & Tub Code. The right to vote in the consensus code process, however, is restricted to designated representatives of governmental units who are Voting Members and other persons who have been Voting Members for the period of one hundred eighty (180) days preceding the day upon which the vote in question is cast and who, with respect to the Annual Conference and/or special business meeting of the general membership, is physically present at such Annual Conference and/or special business meeting and has registered at least one hundred twenty (120) days before the date of the Annual Conference and/or special business meeting or otherwise meets the qualifications of Section 3.5.

- B. Each governmental unit which is a Voting Member is entitled to one (1) vote through its authorized representative. Additionally, each Voting Member who is not a governmental unit shall have one (1) vote. Thus, each governmental unit which is a Voting Member has one (1) vote, and each other Voting Member has one (1) vote (even if that other Voting Member is employed by a governmental entity).
- C. Each Voting Member who is a governmental unit shall designate, in such manner as the Association's Board of Directors may require, one (1) individual who is to act as its official representative for the purpose of casting its vote. No individual shall be so designated as a governmental unit representative who has not, for the thirty (30) days immediately preceding such designation been a plumbing, mechanical or combination inspector and such designation shall be deemed withdrawn, shall lapse immediately, and a new designation shall be required upon any change in such individual's status which results in such individual's failure to continue as a plumbing, mechanical or combination inspector. In the event that one (1) individual is designated as the official representative of more than one (1) governmental unit, such individual shall nevertheless be entitled to cast only one (1) vote.

### 8.3 Method of Voting.

- A. At all meetings, whether annual, special or chapter, voting on any resolution or other matter before the meeting shall be conducted in such manner as the Board of Directors shall determine by a resolution duly adopted with respect to the voting on such resolution or matter. In the absence of a resolution by the Board of Directors determining the manner of voting, the voting shall be conducted in such manner as the Voting Members shall determine.
- B. All voting must be done in person by persons qualified to vote. Voting by proxy and cumulative voting are expressly prohibited.
- C. A resolution adopted by the Board of Directors pursuant to Subsection 8.3A may be overridden by a vote of a majority of members present and entitled to vote.

**8.4 Order and Conduct of Business.** Except as otherwise provided in these Bylaws or in a standing committee's operating procedures adopted by the Board of Directors, the order of business at all meetings described in Section 8.1 shall be prescribed in the notice thereof, and the conduct of all meetings shall be in accordance with the provisions of the most current edition of *Robert's Rules of Order*, Newly Revised.

## ARTICLE 9 PUBLICATIONS AND CODES

### 9.1 Codes.

- A. The Association, from time to time, shall prepare and publish code and standards documents, which shall be in such form as to be available and readily usable by government agencies, industry and the trade.
- B. All such documents for publication of codes, standards and code amendments shall be prepared by the responsible committees of this Association as set forth in Article 6 of these Bylaws.
- C. All exclusively sponsored codes, or amendments thereto,

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shall be presented to the Voting Members of the Association in a manner as specified in Section 3.1(E) of these Bylaws at least thirty (30) days prior to the Annual Education and Business Conference or special meeting which is to vote on same.

- D. All proposed code changes to the Consensus Code Committee process shall be submitted in accordance with the Regulations Governing Committee Projects and as otherwise authorized by the IAPMO Standards Council, or the Regulations Governing Consensus Development of the Uniform Solar Energy and Hydronics and Swimming Pool, Spa & Tub Codes.

### 9.2 Publications.

- A. Standards, reports and similar documents may be published annually or at such other intervals as may be directed by the Board of Directors.
- B. At the discretion of the Board of Directors, all committee reports and publications shall be approved as to form and content.

**9.3 Contracts Affecting Codes and Publications.** Nothing in these Bylaws shall prevent this Association from entering into contracts concerning its codes, publications and related activities, with other nonprofit associations having similar purposes and engaged in similar activities. With respect to codes and publications, such contracts may provide for joint publication and may govern, in whole or in part, financial considerations, amendment procedures, content review and final approvals. No such contract shall impair or abridge this Association's ownership or copyright in any of its publications or codes. Each such contract shall require that all changes, initiated by the other contracting party or parties, to the text of one of this Association's codes or publications, be deemed work for hire by such party or parties for this Association.

## ARTICLE 10 ASSOCIATION BUSINESS ACTIVITIES

**10.1 Checks, Drafts and Funds.** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to the Association, shall be signed or endorsed by such person or persons, and in such manner as from time to time shall be determined by resolution of the Board of Directors.

**10.2 Contracts, How Executed.** Any and all contracts which may be executed in the name of the Association shall be in such form as not to be inconsistent with law and with the Articles of Incorporation and shall be approved by the Board of Directors or by their duly authorized representative when so designated by the Board.

All contracts authorized by the Board or its representatives, shall be signed by the President or in the President's absence by a duly authorized representative when so designated by the Board of Directors.

**10.3 Assets of the Association.** No member of the Association shall have any right, title or interest in or to the whole or in part of the property or assets of the Association; and in the event of dissolution, liquidation, abandonment, or winding up of the affairs of the corporation the assets remaining after paying all debts and obligations (or adequately providing for the latter) shall be distributed to one (1) or more nonprofit organizations designated by a majority of the full Board of Directors, which organization or organizations shall have established its or their tax exempt status under Section 501(c) of

the Internal Revenue Code of 1986, as amended. In no event shall any assets inure to the benefit of or be distributed to any member, Director, Officer or employee of the Association. If the majority of the full Board of Directors is not in full accord as to the disposition of assets within one (1) year from the date of the event causing its dissolution, liquidation, abandonment or winding up, then such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the State of California in and for the County of San Bernardino.

**10.4 Corporate Records.** The Association shall keep in its principal office, for the transaction of business, the original or a copy of the Bylaws as amended, or otherwise altered to date, only certified by the Secretary, which shall be open to inspection by the Voting Members at all reasonable times during office hours.

The Association shall keep also a record of all members and of the respective type of membership which each member holds and all other information pertinent to the transaction of the business of the corporation.

**10.5 Inspection of Corporate Records.** The books of account, the minutes of proceedings of any meeting of the members, and the membership roster shall be open to inspection upon the written demand of any Voting Member at any reasonable time and for any purpose reasonably related to such Voting Member's interest as a member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

The granting of Honorary or Student or Apprentice membership shall not confer the inspection rights pertaining to Voting Membership which are enumerated in this section.

**10.6 Notices, How Given.** Unless otherwise specified in these Bylaws, whenever, under the provision of the Bylaws, notice is required to be given to any Director or to any member, it shall not be construed to mean personal notice, but such notice, if not given in any other manner authorized by law or in these Bylaws, may be given in writing by ordinary mail, by depositing the same in the post office or letter-box in the place where the principal office of the Association is situated, with postage prepaid, addressed to such member or Director at such address as appears on the books of the Association, or in default of such address, and if the address is not readily ascertainable to such Director or member at the general post office in the place where the Director or member was last known to reside, and such notice shall be deemed to have been given at the time the same shall be deposited in the mail.

**10.7 Employment of Personnel.** The Board of Directors may elect or authorize the appointment or employment of such persons as the business of the Association may require; each of whom shall function for such period, have such authority and perform such duties as are provided by these Bylaws and as the Board of Directors may, from time to time determine and direct.

**10.8 Compensation of Officers, Directors and Employees, and Expense Reimbursement.**

- A. Officers and Directors may receive compensation for their services as may be determined by Resolution of the Board to be just and reasonable as to the Association at the time the Resolution is adopted and such compensation shall be given in return for

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services actually rendered to the Association which relate to the performance of the purposes of the Association, provided, however, that nothing herein contained shall be construed to preclude reimbursement of any Officer, Director or committee person for any necessary expense incurred on behalf of the Association when first authorized by the Board of Directors or to establish and direct the payment of Salaries and expenses for such personnel as provided in Section 10.10.

- B. The Board of Directors is hereby empowered to disburse such funds as may be deemed necessary to compensate miscellaneous personnel for services rendered.
- C. The Treasurer of each chapter may be authorized to disburse such funds as deemed reasonable and necessary to compensate a chapter representative for expenses incurred on behalf of the chapter or the Association to attend meetings of any standing or special committee of which such person may be a member. The Board of Directors or Treasurer may reimburse members of the Conference Planning and Special Projects Committee and certain Association members who are governmental employees, active or retired, for expenses for attending the Association's Annual Education and Business Conference, committee meetings, Board of Directors meetings or special business meetings of the membership.

**10.9 Non-Liability.** The Association, its Board of Directors, Officers, and such independent management as it may retain, shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the Association, whether the same shall be due to the negligence of the Association, its Board of Directors, Officers, or independent management or otherwise; and each and every member or those that may hereafter become members, shall be deemed to have expressly released the Association, its Board of Directors, Officers and independent management, from any and all liability for such statements, errors and omissions, and

further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by the Association on behalf of its members.

**10.10 Indemnification.** Each present and future Director and Officer, whether or not then in office, shall be indemnified by the Association against expenses actually and necessarily incurred by or imposed upon such person (including but without being limited to judgments, costs and counsel fees) in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which such person shall be adjudged in such action, suit or proceedings to be liable for willful and wanton recklessness or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which such Director or Officer may be entitled, under any other bylaws, agreement, vote of the members, or as a matter of law, or otherwise.

### ARTICLE 11 AMENDMENTS

**11.1 Amendments.** These Bylaws, or any part thereof, may be amended or repealed, and new Bylaws may be adopted by either: (i) the vote of Voting Members alone, entitled to exercise the majority of the voting power at any Annual Education and Business Conference or special membership meeting; or (ii) a vote by the Board of Directors. An amendment to the Bylaws adopted solely by the Board of Directors may be overridden by a vote of two-thirds (2/3) of Members present and entitled to vote at any Annual Education and Business Conference.

### ARTICLE 12 EFFECTIVE CLAUSE

**12.1 Effective Clause.** These Bylaws, as amended, upon their adoption by a majority vote of those members entitled to vote, shall become effective immediately after the adoption by the Board of Directors at the Board of Directors meeting held on May 14, 2018.

The map below illustrates the Districts as defined in Article 1.5 of the Bylaws.

