

American Society of Plumbing Engineers

# BYLAWS

Adopted September 18, 1964

Approved by the ASPE Delegates September 30, 2018



## ARTICLE 1 - ORGANIZATION

- 1.1 Name:** This mutual benefit nonprofit corporation duly organized under the Corporation Laws of the State of California shall be known by the name of American Society of Plumbing Engineers (ASPE), and is hereafter called the "Society."
- 1.2 Purpose:** The objects of the Society shall be:
- To further the interests of the members through the development of their technical expertise, and to enable them to better perform the responsibilities of their positions.
  - To improve the profession of plumbing engineering and thereby benefit the general public.
  - To assist in solving professional problems among the engineering community as such problems affect the profession and the general public.
  - To promote research in the field of plumbing engineering, and to extend the body of professional knowledge and expertise.
  - To facilitate the exchange of information throughout the professional practices and responsibility, statistical research, governmental regulations, standards and/or certifications, standardized methods of keeping book and records, and related topics of interest to members.
  - To advance the general scientific interest and education of the plumbing engineering profession, to inculcate the desire for scientific advancement in the field among members of this Society, and to provide appropriate recognition of significant accomplishments in this area.
  - To foster greater cooperation and understanding between the members of the Society and the plumbing officials and other related professionals with whom they interact.
  - To encourage participation by members on such public interest bodies as code committees and standards committees.
  - To establish, register, and gain public acceptance of a Society certification mark indicating a specific degree of professional expertise.
  - To sponsor an engineering course of study.
- 1.3 Bylaws:** The Society shall be governed by these Bylaws and any amendments thereto. Procedures not specifically mentioned herein shall be determined by resolution of the Society Board of Directors (and hereafter referred to as the Board unless another Board, such as Chapter, is referenced) provided such resolution does not conflict with these Bylaws.
- 1.4 Stationery:** Official stationery of the Society shall be used only for its official business, and then only by its officers, directors, committee members, and members of the Society's staff.
- 1.5 Offices:** The Society shall maintain offices in a location that is in the best interests of, and which shall best advance the mission and goals of the Society. The Board of Directors shall present a proposed relocation of the Society office for ratification by the delegates at the Convention.

## ARTICLE 2 - MEMBERSHIP

**2.1 Qualifications:** The Society shall be open to any individual involved and/or having a special interest in the design, specification, manufacturing or drawing of plumbing systems.

**2.2 Membership Classifications:** Members shall be assigned a membership category. Category shall be assigned by the Society Vice President, Membership, who shall make assignments based on the following classification criteria:

**(a) Full Member:** Eight (8) years of experience in plumbing engineering or related engineering field, a minimum of four (4) years of which must have been in a position of responsibility for the engineering and/or design of plumbing systems or components.

A maximum of four (4) years of experience may be waived by the Society Vice President, Membership for: (a) Education: one-half (1/2) year for each completed year in a curriculum related to plumbing engineering; (b) Engineering Registration: four (4) years for Professional Engineer registration in a field that includes plumbing engineering; (c) CPD certification: two (2) years.

**(b) Associate Member:** Any individual involved in the engineering and/or design of plumbing systems or components and not meeting the requirements of a Full Member.

**(c) Affiliate Member:** Any individual involved in producing or marketing a plumbing product who does not meet the qualifications or requirements for membership in any other grade.

**(d) Presidential Member:** The outgoing President of the Society shall become a Presidential Member upon installation of a successor and shall retain all rights, privileges, and responsibilities of a Full Member.

**(e) Governmental Member:** Anyone employed by the municipal, state, or federal governments for one of the following reasons: (a) The checking and/or inspection of plumbing plans and installations; (b) The formulation of codes, rules, requirements, and regulations pertaining to the planning, designing, and installation of plumbing systems, or any portion of a plumbing system; (c) The research and developing of plumbing system and design criteria.

Exception: Persons employed by municipal, state, or federal governments for the purpose of designing and/or specifying plumbing systems shall be eligible for membership as Full Members or Associate Members, provided they have fulfilled the experience required as outlined for each respective classification.

**(f) Special Member:** Anyone employed by or doing business as a contractor or having a special interest in engineering and/or design of plumbing systems or components who does not meet any of the qualifications for membership in any other grade.

Exception: Persons employed by contractors or separate divisions of contractors for the exclusive purpose of designing and/or specifying plumbing systems shall be eligible for membership as Full Members or Associate Members, provided they have fulfilled the experience required as outlined for each respective classification.

- (g) **Student Member:** Any individual attending a recognized university, college, community college, vocational, or technical trade school full time or part time in a curriculum related to plumbing design. Student Members are considered to be an introductory level to the Society. Student membership shall be limited to five (5) years after which time the membership shall be upgraded to an applicable membership classification as deemed appropriate by the Society. Other member classifications shall not be permitted to downgrade to a Student Member classification.
- (h) **Retired Member:** Any member who has been a member in good standing continuously during the past ten (10) years in the Society who has reached the age of sixty (60) years and is no longer active in the profession. Members in this category will not receive Plumbing Engineering Design Handbook materials and shall pay substantially reduced annual dues.
- (i) **Honorary Member:** The Board of Directors may recommend, upon its own initiative or when so requested by the two-thirds (2/3) majority vote of a chapter's membership, Honorary Membership for anyone deemed worthy by action or contribution to the Society or the plumbing profession. Such recommendations shall be ratified by a two-thirds (2/3) majority vote of delegates at the Society's Convention. Proposed recommendations shall be presented to the delegates forty-five (45) days prior to the Society's Convention.
- (j) **Life Member:** The Board of Directors, after nomination by a chapter Board of Directors, may grant upon verification of credentials, Life Membership status to any retired person who has been a Member in good standing continuously during the past fifteen (15) years and has demonstrated significant contributions to the chapter and/or the Society. The Life Member shall also have reached the age of sixty (60) years and no longer working full time in the profession. All the rights and privileges of his/her membership shall also pertain to this membership category, except that Life Members shall not be required to pay annual dues and shall not receive Plumbing Engineering Design Handbook materials.

**2.3 Rights, Privileges, and Limitations:** The rights and privileges of a member shall be personal and shall not be delegated or transferred. Any member may attend meetings, participate in any and all discussions, or serve on any committee in any capacity except as specifically precluded hereinafter.

A member may choose to be an at-large member and not attached to any existing chapter.

All rights, title, and interest of a member in the Society and its property shall cease on the termination of the membership by death, resignation, or otherwise, and shall vest in the Society.

**2.4 Application:** An applicant for membership shall submit an application to the Society on a current form approved by the Board of Directors.

**2.5 Admission:** Approval of an application shall be by the Society Vice President, Membership.

- 2.6 Withdrawal:** A member in good standing may request and receive a withdrawal from the Society provided that the request for withdrawal is submitted in writing to the Board of Directors, provided further the member's dues are currently paid and there is no other indebtedness to the Society.
- 2.7 Nonpayment of Dues:** Membership of any member who shall fail to pay the annual dues after being duly notified by the Society with three reminders and/or invoices in the three months prior to the member's anniversary date shall expire on the member's anniversary date, and all membership privileges shall thereupon cease.
- 2.8 Reinstatement:** An expired or withdrawn membership may be reinstated, including original membership number, by the Board of Directors at any time if all the member's dues are paid in full from and after the date of expiration.
- 2.9 Removal:** The Board of Directors may, by a two-thirds (2/3) vote of all the members thereof, censure, suspend, or expel any member for misconduct or for actions not in the best interest of the Society, after written preferment of charges, thirty (30) days' written notice of hearing sent by registered mail, and an adequate opportunity to be heard before the Board of Directors or a committee of one or more members designated by the Board of Directors. Preferment of charge may be initiated by a chapter's Board of Directors.
- 2.10 Transferring:** A member in good standing may transfer to another chapter or to member-at-large status by making written request to the Society Vice President, Membership.
- 2.11 Advancement:** When a member wishes to change their membership grade classification, completion of the Application for Advancement is required.

## ARTICLE 3 - DUES

- 3.1 Annual Dues:** Annual dues for each membership classification shall be set by a two-thirds (2/3) majority of the full Board of Directors and shall be made available on the ASPE website and identified on the application for membership.
- 3.2 Payment of Dues:** Dues shall be submitted to the Society on or before each member's anniversary date (defined to be the date the member was accepted into the Society) for deposit in the Society's account.
- 3.3 Military Service:** A member in good standing who enters full-time active duty in the Armed Forces of the country in which the member resides shall be exempt from all dues for the length of the military service.
- 3.4 Disbursements:** At the end of each month the Treasurer shall authorize the Society Director of Finance to forward to each chapter 20% of all monies received from dues of members attached to that chapter. Dues of members not attached to any existing chapter shall be totally disbursed to the Society's treasury.

## ARTICLE 4 - CONVENTION

- 4.1 Time:** At a minimum of once every two (2) years, in the even number years,

a Convention of delegates shall be held. The exact date and time of the Business Meeting shall be set by the Board of Directors.

In the event of extraordinary circumstances such that an ASPE Business Meeting is unable to be conducted, the Board of Directors shall proceed with a mail ballot or other suitable and secure voting method of the delegates to conduct the necessary business of the Society.

- 4.2 Place and Notification:** The place for the Convention shall be chosen by the ASPE Board of Directors a minimum of two (2) and not more than six (6) years prior to the established date. The Board of Directors shall be required to give a minimum notice of 180 days to the membership, chapter officers, and elected delegates upon the need for a supplemental ASPE Business Meeting. The Board shall be required to communicate, annually, to the membership the schedule of future Convention locations.
- 4.3 Purpose:** The major purpose of the Convention shall be to hold an ASPE Business Meeting whereby the official business of the Society shall be conducted, to elect directors and officers, conduct lawful business as may be brought before the elected delegates, and act on proposed amendments to these Bylaws.

In the event the Board deems it necessary such as in the event of extraordinary circumstances such that a Convention is unable to be conducted, the Board may convene a special supplemental ASPE Business Meeting or institute other voting ballots of the delegates to conduct business vital to the interests of the Society due to such events as changes in local, state, or federal laws or regulations that may affect the conduct of the business of the Society or its membership.

- 4.4 Business:** All questions of business conducted by the Board of Directors at any ASPE Business Meeting shall be decided by a majority of the delegates qualified to vote and present at said meetings. In the event of extraordinary circumstances, a mail ballot or other suitable and secure voting method of the delegates is required to conduct the business of the Society, all questions of business shall be decided by a majority of delegates qualified to vote and returning a ballot. The President or presiding officer shall only vote in case of a tie.

It shall be required that a minimum of twenty-five (25) percent of the total number of delegate ballots in accordance with Section 4.8 of these bylaws be properly executed for a vote to be considered valid. In the event a vote is ruled to be null and void, a second ballot shall be made available within fifteen (15) days of such determination. Additional ballots shall be at the discretion of the majority vote of the ASPE Board of Directors.

- 4.5 Voting:** Voting for officers shall be by secret written ballot or other suitable and secure voting method as determined by the chair, except in such case where there is but one candidate for an office, that office may be elected by acclamation. All other business shall be voted upon in accordance with standard parliamentary procedures. Voting tabulation results shall be shared with the delegation for all ballots.

In the event a mail ballot or other suitable and secure voting method is required to conduct the business of the Society, ballots shall be prepared and posted by the Society office and be made available to current delegates and shall include instructions indicating the final return date and that the contents are an official ballot and are confidential.

In the event an alternate suitable and secure voting method of the delegates is required, all such arrangements shall be reviewed and approved by the ASPE Board of Directors and the Nominating Committee.

The Nominating Committee shall act as an Election Ballot Tabulation Committee. All ballot counting shall be conducted at the Society office within fifteen (15) days of the published official candidate ballot return date. The ballot results shall be distributed to all chapters within thirty (30) days of the tabulation of votes and the results published to the entire membership in the next issue of the Society magazine or other appropriate communication to the Society membership.

- 4.6 Selection of Delegates:** All delegates shall be Members in good standing. Each chapter shall be represented at the Convention by the number of delegates specified in Schedule 1. Delegates should consist of the chapter's President, the chair or member of the Technical Committee, and the chair or member of the Legislative Committee.

Term of office for delegates shall expire upon next election of delegates. Delegates may not vote by proxy. Delegates may be removed from office by a two-thirds (2/3) vote of the chapter membership, subject to the procedures detailed in Section 2.9.

The number of delegates of each chapter shall be determined by the total number of members (excluding Student members) in good standing in the chapter, as of June 30th of the Convention year as specified in Schedule 1.

In addition to the above-stated delegates, Presidential Members and one member of the ASPE Education and Research Foundation Board of Directors shall be entitled to attend the Convention and vote and speak on all items as delegates-at-large.

### Schedule 1 Chapter Members, Officers, and Delegates (as of 10/30/2016)

Chapter Category <sup>1</sup>	Number of Total Members (excluding students)	Elected Chapter Officers and Qualifications (minimum)	Number of Delegates	Delegate Qualifications
A	20-30	1. President <sup>2</sup> 2. Vice President, Technical/Legislative <sup>2</sup> 3. Vice President, Membership <sup>2</sup> 4. Secretary and/or Treasurer <sup>2</sup>	3	Any member type (except Student)
B	31-90	1. President <sup>2</sup> 2. Vice President, Technical <sup>2</sup> 3. Vice President, Legislative <sup>2</sup> 4. Vice President, Membership <sup>2</sup> 5. Secretary and/or Treasurer <sup>2</sup>	3 for first 30 total members (excluding students); 1 per each additional 30 total members or fraction thereof (excluding students)	Any member type (except Student)
C	91+	1. President <sup>2</sup> 2. Vice President, Technical <sup>2</sup> 3. Vice President, Legislative <sup>2</sup> 4. Vice President, Membership <sup>2</sup> 5. Treasurer <sup>2</sup> 6. Administrative Secretary <sup>2</sup> 7. Corresponding Secretary <sup>2</sup>	4 for first 90 total members (excluding students); 1 additional for each 40 total members or fraction thereof (excluding students)	Any other member type (except Student)
<sup>1</sup> Chapter category may not change other than at the time of election of officers. <sup>2</sup> Shall be any member in good standing				

Any member without a chapter affiliation shall have the right to vote for a delegate to the Society Convention through the chapter nearest their place of residence or work, either by attending said election or by written ballot, provided they shall notify said chapter of their intent to vote at its election of delegates no later than March 1st of any Convention year. Any such member not affiliated with a chapter may also notify Society headquarters by March 1st of any Convention year and shall thereupon be assigned by the Society to the chapter nearest their place of residence or work, following which they shall have the right to vote at the subsequent election of delegates held by such chapter.

**4.7 Voting Power:** Each chapter delegate shall have one (1) vote; each member of the Board of Directors shall have one (1) vote; and each Presidential Member shall have one (1) vote, except the President or the presiding officer who shall only vote in case of a tie.

**4.8 Quorum:** A quorum to do business shall consist of a minimum of twenty-five (25) percent of the total number of delegates.

**4.9 Finance:** The Board of Directors shall establish the official delegate travel-related allowance, and inform the chapters, no later than sixty (60) days prior to an ASPE Business Meeting. The Board-approved delegate allowance, with the exception of the delegate representing the Education and Research Foundation, and operating expenses of the Convention and the Board of Directors shall be paid out of the treasury. The amount of Convention expenses of the delegates to be borne by the chapters shall be determined and paid for by the chapter represented by said members.

For a chapter to be eligible for the receipt of the delegate allowance, delegates shall attend and participate in all official delegate meetings and gatherings (e.g., a meeting or gathering that incorporates an attendance verification procedure such as a roll call). The amount of the delegate allowance to be paid to a chapter for an individual delegate shall be reduced in a proportionate amount to the number of absences of the delegate to the total number of official delegate meetings and gatherings and deducted from the chapter's next dues rebate disbursement. However, in cases of extenuating circumstances, a delegate or chapter may make application to the Board of Directors for a special exception and appropriate Board action.

**4.10 Business Meeting Minutes:** The Board of Directors shall approve the minutes of an ASPE Business Meeting and shall issue a copy to each chapter within ninety (90) days after the closing of the business meeting.

## ARTICLE 5 - OFFICERS

**5.1 Officers:** The officers of this Society shall be:

- President
- Vice President, Technical
- Vice President, Education
- Vice President, Legislative
- Vice President, Membership



- Vice President, Affiliate
- Secretary (ex-officio, non-voting — see Article 7, Section 7.2)
- Treasurer
- Region 1 Director
- Region 2 Director
- Region 3 Director
- Region 4 Director
- Region 5 Director

All elective officers, except for Region Directors and the Vice President, Affiliate, shall be Full Members in good standing, holding either the Professional Engineer (PE) license or the Certified in Plumbing Design (CPD) certification, and have been active members in good standing for a continuous period of not less than the immediately preceding twelve (12) months.

All Region Directors shall be Full Members in good standing of a chapter within the region he or she is serving and shall have held a position(s) as a chapter officer for not less than four (4) years.

The Vice President, Affiliate, shall be a Full Member or an Affiliate Member in good standing for not less than four (4) years.

**5.2 Election and Term of Office:** All officers, except for Region Directors and Secretary, shall be elected at the Convention, on an at-large basis by all delegates. Region Directors shall be elected at the Convention by a majority of the chapters comprising the appropriate region, whereby each chapter is given one vote. All officers shall be elected for a term of two (2) years.

Each officer shall hold office until a successor shall be installed or until the officer shall resign or shall be removed or otherwise disqualified to serve.

All candidates for office shall be required to complete and submit an application indicating candidates' interest; a statement of inclinations, interests, and affiliations; and a complete biographical record.

Officers shall take office immediately upon installation following election.

No President shall serve more than two terms consecutively.

**5.3 Recall, Removal, or Resignation:** An elective officer shall be deemed to be disqualified and shall be removed from office for conviction of a felony or declaration of incompetency by an order of court or for ceasing to be an active member or for physical infirmity which makes it impossible to continue to discharge the duties as an officer.

Any elective officer shall be subject to recall for conduct unbecoming an elective officer. A petition for the recall of any elective officer shall be signed by not less than fifteen (15) percent of the active total membership and shall be presented to the Board of Directors.

However, Region Directors shall be additionally deemed to be disqualified and shall be removed from office in the event they cease to be a member in good standing of a chapter in the region or the individual's permanent residence moves outside the boundaries defining the region. Any chapter president within the region in question, having reason to suspect a Region Director of conduct detrimental to the stated purposes and goals of the

Society, may file a petition, signed by at least two-thirds (2/3) of the region presidents, with the Board of Directors specifically stating all charges against said party.

For Region Directors, as an alternate process, a petition for the recall of any region director shall be signed by not less than a minimum of fifteen (15) percent of the active total membership in the affected region representing a cross-section of no less than three (3) chapters in the affected region and shall be presented to the Board of Directors. Upon receipt of this petition, the Board of Directors will take immediate action to determine the validity of the charges and then take such action as deemed necessary within the framework of the ASPE Bylaws.

A hearing shall then be held before the Board of Directors at least fifteen (15) days after written notification to all parties, and to sustain the recall a vote of two-thirds (2/3) of the full Board of Directors shall be necessary. If the official is recalled, the vacant position on the board shall be filled in accordance to section 5.5 Vacancies, of these bylaws. An official may resign at any time by giving written notice to the Board of Directors. At the next scheduled Convention, a new officer and/or Region Director shall be elected.

Appointed officers are subject to removal from office with or without cause by a majority vote of the Board of Directors.

- 5.4 One Vote Per Board Member:** Each elected member of the Board of Directors shall only be permitted to have one (1) vote as a member of the Board of Directors regardless of the number of officer positions any one individual may hold on the Board of Directors.
- 5.5 Vacancies:** A vacancy occurring in the office of President shall be filled by the succession thereto of the next elective officer in line as herein stated. A vacancy occurring in the other elective offices may be filled by Presidential appointment, with Board approval, for the remainder of the unexpired term.
- Succession of Officers in order to the position of President:
    - Vice President Technical
    - Vice President Education
    - Vice President Legislative
    - Vice President Membership
    - Treasurer

**5.6 Duties of the Officers:**

- (a) President:** It shall be the duty of the President to preside at all Conventions; to call all special meetings of the Board of Directors, and to serve as chair of the Board of Directors; to administer the affairs of the Society in conformity with these Bylaws; to appoint all committees not otherwise provided for and to serve as ex-officio member of such committees except the Nominating Committee; and to perform such other duties as their office may require. The President shall submit the proposed budget for the next fiscal year to the Board of Directors on or before May 1st of the current fiscal year. The approved budget shall be used by the Treasurer and the Board for allocations of funds for the appropriate fiscal year.

- (b) **Vice President, Technical:** In the absence of the President, the Vice President, Technical 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 of, the President. The Vice President, Technical shall also be responsible for planning, organizing, and directing the technical activities of the Society.
- (c) **Vice President, Education:** The VP, Education shall be responsible for educational and professional development programs.
- (d) **Vice President, Legislative:** The VP, Legislative shall be responsible for all activities pertaining to codes or ordinances as they pertain to this Society.
- (e) **Vice President, Membership:** The VP, Membership shall be responsible for recruiting new members, approving new member applications, planning all membership activities, and maintaining a file on Society members.
- (f) **Vice President, Affiliate:** The VP, Affiliate shall be responsible for all activities pertaining to the representation of the Affiliate Members and other duties as directed by the President.
- (g) **Executive Director/CEO Secretary:** The Secretary shall be responsible for keeping minutes of the Convention and Board of Directors meetings and all intra-Society correspondence. This officer shall be responsible for notifying each member of the Board of Directors and/or chapters of all meetings or official activities at least seven (7) days prior thereto, setting forth therein the time, place, and program. The Secretary shall distribute to each Board member copies of the minutes of all Board meetings including all reports made to the Board within fifteen (15) days following each Board Meeting.
- (h) **Treasurer:** The Treasurer shall be the Chief Financial Officer of the Society, and shall be responsible for the collection and disbursement of all Society monies.
- (i) **Region 1 Director:** The Region 1 Director shall be responsible for overseeing the activities within the Region and other duties as directed by the President.
- (j) **Region 2 Director:** The Region 2 Director shall be responsible for overseeing the activities within the Region and other duties as directed by the President.
- (k) **Region 3 Director:** The Region 3 Director shall be responsible for overseeing the activities within the Region and other duties as directed by the President.
- (l) **Region 4 Director:** The Region 4 Director shall be responsible for overseeing the activities within the Region and other duties as directed by the President.
- (m) **Region 5 Director:** The Region 5 Director shall be responsible for overseeing the activities within the Region and other duties as directed by the President.

## ARTICLE 6 - BOARD OF DIRECTORS

- 6.1 Members:** The Board of Directors shall consist of the twelve (12) elected officers and one (1) ex-officio non-voting member, per Article 5 – Officers, Section 5.1 Officers: establishes the authorized Directors.
- 6.2 Meetings:** The Board of Directors shall meet on written notice at least twice a year and shall require that each Board member be present at the designated meeting location. The meeting place shall be designated by resolution of the Board of Directors or the Society President (and hereafter referred to as President unless reference is being made to a Chapter President). Special meetings may be called by a majority of the Board of Directors. Special meetings of the Board of Directors shall not require that all Board members be present at a designated meeting location. Special meetings may be held utilizing telecommunications, electronics, or other technologies designed for group participation. Special meetings shall be subject to all requirements of a regular Board meeting including the maintaining of official minutes.
- 6.3 Purpose:** Subject to limitations of these Bylaws and of the Corporation Law of the State of California, the Board of Directors shall have charge of all business affairs and shall consider all matters concerning the welfare of this Society.
- 6.4 Quorum:** Two-thirds (2/3) of the Board of Directors shall constitute a quorum necessary for the transaction of business. Members unable to attend the meeting may designate any other Board member to present material to the Board for consideration, and if necessary for a quorum, a vote may be obtained by the use of telecommunications, electronics, or other technologies designed for group participation.
- 6.5 Agenda:** The subject matter and detailed agenda for regular Board meetings shall be mailed or delivered by telecommunication or electronic means to all directors fourteen (14) days prior to said meeting. The subject matter and detailed agenda for special Board meetings shall be mailed or delivered by telecommunications or electronics to all directors not later than five (5) days prior to said meeting.
- 6.6 Appointments:** The Board of Directors may authorize the appointment or employment of such persons as the business of the Society 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.
- 6.7 Chapter Operations Manual:** The Board of Directors shall publish and distribute a Chapter Operations Manual, to establish appropriate policies and procedures for chapter operations.

## ARTICLE 7 - EXECUTIVE DIRECTOR

- 7.1 Employment and Function:** The Executive Director shall be retained by the Board of Directors, who shall fix salary, term of employment, and other conditions. The Board of Directors may remove the Executive Director from office by a vote of two-thirds (2/3) of the Board. The Executive Director shall employ all such professional and clerical staff necessary to carry out the business of the Society, as authorized by the Board of Directors.

**7.2 Description:** The Executive Director shall be the chief executive and principal operating officer of the society and shall have general supervision, direction and control of the affairs and business of the Society, subject to the direction and control of the Board of Directors. The Executive Director may sign, thereunto authorized by the Board of Directors, all contracts, leases, deeds and other instruments. He/she shall be an ex-officio non-voting member of the Board of Directors, shall attend all meetings of the Board of Directors and shall participate in their deliberations.

The Executive Director shall act as the Secretary and as such shall be a non-voting member of the Board of Directors. The Executive Director shall also serve as an ex-officio member, unless otherwise stipulated, of all committees, boards, and councils established by the Board of Directors.

In the official position as the Secretary of the Society, the Executive Director shall be responsible for keeping minutes of the Society Business meetings, the Board of Directors meetings and all intra-Society correspondence. As Secretary and officer of the society, the Executive Director shall be responsible for notifying each member of the Board of Directors and/or chapters of all meetings or official activities at least seven (7) days prior thereto, setting forth therein the time, place and program. The Secretary shall distribute to each Board member copies of the minutes of all Board meetings including all reports made to the Board within fifteen (15) days following each board meeting.

When issues related to the employment of the Executive Director are to be discussed, the Executive Director shall absent himself or herself at the request of the Chair.

## ARTICLE 8 - INDEMNIFICATION

**8.1 Indemnification:** Each person who is a director, officer, or employee of the Society at the effective date of this amendment, or who prior thereto has been or subsequent thereto shall be, such a director, officer, or employee shall be indemnified by the Society against liabilities incurred as a result of and expenses (including attorney fees) reasonably sustained in the defense, or in the compromise or settlement of any civil, criminal, or other action, suit, or proceedings, by or in behalf of whomsoever brought, to which such person may be a party or in which they may otherwise be involved by reason of their being or having been a director, officer, or employee of the Society, provided, however, that:

- (a) In the event of final adjudication of such action, suit, or proceeding, such person shall not be adjudged liable for negligence or misconduct in the performance of duty or, if so adjudged, the court shall find, upon submission of the question to it, that such negligence or misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or
- (b) In the event that such action, suit, or proceeding is compromised or settled before final adjudication thereof, independent counsel shall find either that such person acted without negligence and that their action did not constitute misconduct in the performance of duty or that any negligence or consequence to warrant the withholding of the indemnity provided herein.

- 8.2 Rightful Heirs:** The foregoing rights of indemnification shall, in the case of the death of a director, officer, or employee, inure to the benefit of their heirs and their estate.

## ARTICLE 9 - REGIONAL ORGANIZATION

- 9.1 Regional Areas:** The geographic area of the Society shall be divided into regional areas by the Board of Directors.

- 9.2 Regional Meetings:** Each region shall hold a Regional Meeting at least once each year scheduled in the spring. The Regional Meeting should be attended by the Region Director and the chapter representative from each chapter in the region. Each chapter representative should be Chapter President, but any Full Member designated by the chapter board may be the representative. The representative's reasonable travel expenses should be paid by the chapter.

The Regional Meeting shall be chaired by the Region Director. In the absence of the Region Director, a representative from the Board of Directors or ASPE staff member shall chair the meeting, or in their absence, the representatives present, and voting shall select, from their number, a chairman pro tem to conduct said meeting.

Action shall be taken by vote. Each chapter shall have one vote, and the Region Director shall have one vote, except when chairing the meeting, when they shall vote only in the event of a tie vote.

- 9.3 Joint Regional Meetings:** There shall be a Joint Regional Meeting held every second year at the ASPE Convention. This meeting shall be chaired by the Society President, and held for the purpose of amending the Chapter Operations Manual. Each chapter shall have a chapter representative. Action shall be taken in accordance with procedures specified in Section 9.2.

- 9.4 Region Director:** Each region shall nominate a candidate or candidates for the position of Region Director at the meeting held in the spring immediately prior to the Convention. The chair of the meeting shall be required on behalf of the chapters in his/her region, to submit the proposed candidate(s) to the Nominating Committee for consideration as the appropriate region representative on the board for the position of Region Director. Only Full Members shall be nominated for the position of Region Director.

- 9.5 Recall, Removal, or Resignation of Region Director:** For recall, removal, or resignation of elected officers see Article - 5; Section 5.4 of these bylaws.

## ARTICLE 10 - COMMITTEES

- 10.1 General:** Committees of the Society shall consist of standing committees and special committees.

- 10.2 Appointment:** Unless otherwise provided herewith, the President shall appoint committee chairs or create special committees. All committee appointments shall be published in the Society's publication or through other electronic means, within one hundred twenty (120) days after the close of the Convention.

- 10.3 Consultants:** The President may appoint any person or persons to serve

in a consulting capacity to any standing or special committee. Any fees or expense reimbursement must be specifically authorized in advance by the Board.

**10.4 Qualifications:** The Board of Directors shall prescribe the qualifications and approve the members of all standing committees.

**10.5 Standing Committees:** The standing committees shall meet as often as practical and shall be as follows:

- Technical & Research
- Long-Range Planning
- Finance
- Publications and Plumbing Engineering Design Handbook
- Legislative
- Membership
- Nominating
- Credentialing
- Bylaws
- Education

The President may from time to time appoint other, special committees as may be necessary.

**10.6 Technical and Research:** The Technical and Research Committee shall formulate a program to advance the technical skills, qualifications, and proficiency of the members of the Society and provide for appropriate research in the field of plumbing engineering.

The Technical and Research Committee shall form the basis of the Plumbing Engineering Design Handbook Committee. It shall assist the Society's periodical publication editors in the preparation and assimilation of materials. It shall work to initiate research projects aimed at improving the science of plumbing.

**10.7 Legislative:** The Legislative Committee shall assemble information and material to be used to clarify or resolve matters pertaining to codes, ordinances, or legislation. The Legislative Committee shall provide its advisory services to chapters, other associations, or government agencies involved in writing or enacting codes and legislation.

**10.8 Membership:** The Membership Committee shall aid the Society and the chapters in the retention and recruiting of new members. The committee shall review and comment on all retention and recruitment materials to be used by the Society; shall help plan local, regional, and national membership recruitment drives; and shall be responsible for the preparation and maintenance of a chapter membership retention and recruitment program.

**10.9 Publications and Plumbing Engineering Design Handbook:** The Publications and Plumbing Engineering Design Handbook Committee shall be responsible for coordinating the material to be published in ASPE publications and the Plumbing Engineering Design Handbook.

**10.10 Education:** The Education Committee shall include members representing each region and shall formulate a curriculum and other educational programs of the Society. The Education Committee shall also take responsibility for the educational programs for the Convention and Technical Symposium.

**10.11 Long-Range Planning:** The Long-Range Planning Committee shall make the necessary studies to prepare for, and recommend to the Board of

Directors, long-range planning on the aims and activities of the Society which in the opinion of the committee would affect the future welfare and growth of the Society.

**10.12 Bylaws:** The Bylaws Committee shall consist of full members representing each region and shall be responsible for review of the Bylaws of the Society and propose changes to the Board.

**10.13 Finance:** The Finance Committee shall recommend fiscal policy, preparation of annual budget, establish investment objectives, and perform long-range fiscal planning.

**10.14 Nominating:** The Nominating Committee shall consist of the chair, who shall be the immediate Past President, or the most immediate Past President available, willing, and able to serve, and seven (7) additional members, two (2) of whom shall be appointed by the President with the majority approval of the Board of Directors and who shall be representative of the membership type distribution of the Society members and the remainder shall be elected by the chapter presidents or their official representatives, at the first Chapter Presidents Region Meeting subsequent to the Convention. All committee members shall, with the exception of an at-large representative and an affiliate representative, have experience as a member of an ASPE chapter board of directors or the ASPE Board of Directors or as a region chair or other significant Society leadership position. The committee shall serve for a period of two (2) years.

For all board officers, the committee shall be responsible for providing a recommended slate of officers for presentation to the membership and for election as officers by the delegates.

The Nominating Committee shall oversee the preparation and submittal of the material for each individual chosen, shall attest to the accuracy of the information provided, and shall prepare a summary biography for distribution to the membership and the delegates not later than sixty (60) days prior to the date of the election.

Nothing in this bylaw shall exclude additional candidates being nominated from the floor or petitioning the committee for inclusion as a candidate.

All nominations from the floor shall require a second and a positive vote to include the candidate of at least twenty-five (25) delegates; written petitions for inclusion on the official candidate ballot shall require a minimum of fifty (50) Full or Associate Member signatures.

All nominees from the floor for candidates to the Board of Directors shall be required to provide the Nominating Committee, at the time of nomination from the floor, with the same required material as any other candidates for office in accordance with bylaw section 5.2, Election and Term of Office. Specifically he/she shall be required to complete and submit an application indicating candidates' interest; a letter or other correspondence indicating approval of family and employer to undertake the requirements of a member to the Board of Directors, a statement of inclinations, interests, and affiliations; and a complete biographical record with photograph. The Nominating Committee shall verify the submitted material and advise the delegation if the candidate can be considered as an official candidate for the nominated office. In the event the committee accepts that the candidate



from the floor as an official candidate for the nominated office, the individual shall be responsible for and be required to have enough copies of all his/her candidate materials available for each delegate. All required information shall only be delivered to the Head Teller of the business meeting for distribution to the delegates; candidates may not distribute material to delegates.

Members of the Nominating Committee shall not be permitted to be candidates for office to the Board of Directors.

The reasonable travel expenses of the representative to the Nominating Committee shall be borne by the Society.

- 10.15 Credentialing:** The Credentialing Committee shall be responsible for overseeing all activities and events related to the Society's Credentialed offerings including but not limited to the Certified in Plumbing Design program, Certified in Plumbing Design Technician program and Green Plumbing Design program.
- 10.16 Reports:** All standing and special committees shall submit to the Board of Directors annual reports of their activities and shall submit progress reports at other times on request of the President.
- 10.17 Proceedings:** Each committee's actions, proceedings, findings, conclusions, and reports shall be subject to the direction and review of the Board of Directors, and the Board of Directors may take such steps or see that such steps are taken by the committees as may be appropriate to comply with the Bylaws and to make effective any resolution adopted by the Society or any resolution, rule, or directive of the Board of Directors.
- 10.18 Distribution:** Each committee's report shall be made available electronically to each delegate at the convention and, as requested, to each member in good standing.

## ARTICLE 11 - BANKING AND DISBURSEMENT

- 11.1 Banking:** All funds shall be regularly deposited in the name of the Society in a nationally recognized bank.
- 11.2 Disbursements:** The Executive Director/CEO and/or the Board of Directors shall authorize expenditures of the Society which shall be paid by check, and all checks must be signed by two (2) of the following: Director of Finance, Executive Director/CEO, President, or Treasurer, except that in event two (2) of the above signatures cannot be obtained due to illness or protracted absence for a period of at least thirty (30) days, any of the remaining members of the Board of Directors may sign. The Board of Directors may establish an office account, from which the Executive Director shall disburse funds necessary for the normal operation of the Society. The Treasurer shall review all payments.
- 11.3 Contracts, How Executed:** Any and all contracts which may be executed in the name of the Society shall be in such form as is consistent with law and with the Articles of Incorporation, and shall be authorized by the Board of Directors.
- All contracts authorized by the Board shall be signed by at least one (1) authorized officer of the Society.

- 11.4 Compensation:** The Board of Directors, as such, shall not receive salaries or wages for their services, provided, however, that nothing herein contained shall be construed to preclude reimbursement of any officer or committee member for any necessary expense incurred on behalf of the Society when first authorized by the Board of Directors.
- 11.5 Compensation of Others:** The Board of Directors is hereby empowered to disburse such funds as may be deemed necessary to compensate personnel for services rendered on behalf of the Society.

## ARTICLE 12 - FINANCES

- 12.1 Accounting Period:** The fiscal year and annual accounting period for the Society shall end on June 30th of each year.
- 12.2 Annual Audit:** The Director of Finance shall cause to be prepared for each fiscal year a complete accounting report. The reports shall be reviewed by a Certified Public Accountant and submitted to the chapters by the following September.
- An audited report, prepared by a Certified Public Accountant, shall be submitted to the Board of Directors, and reported to the delegates at each Convention, and a summary report shall be prepared for the membership.
- 12.3 Inspection of Books:** Each member of the Society shall have the right to inspect any and all books of the Society in accordance with sections 3003, 3004, and 3005, of the Corporation Code of the State of California.

## ARTICLE 13 - SOCIETY PUBLICATIONS

- 13.1 Society Publications:** The Board of Directors and Director of Publication & Standards shall oversee the publication of the Society's periodical publications. All expenses incurred as well as profits made by the sale of advertising in these, or any other publications, shall belong to the Society.
- 13.2 Chapter Publications:** Each chapter is authorized to publish a chapter publication to be known as the ASPE News. All publications disseminated by the chapter shall state clearly and conspicuously on the front page thereof the following: "Chapters are not authorized to speak for the Society." Expenses for these publications shall be paid by the chapter.

## ARTICLE 14 - CHAPTERS

- 14.1 Petition for Charter:** Charters shall be granted only on formal petition of twenty (20) or more members in good standing. Signatures must include a minimum of eleven (11) Full Members or Associate Members in one locale who have been affiliated with the Society for at least three (3) months, and have at least three (3) monthly meetings prior to submitting an application to the Society office.
- 14.2 Action of Petitions:** The Society office shall, upon receipt of the petition for a charter with the information as above described, notify the Board of Directors that the petitioning members have complied with the prerequisites for charter. The Board of Directors will then act upon the petition.

- 14.3 Issuance of Chapter Charter:** The President or another member of the Board shall officiate at the presentation of the charter.
- 14.4 Chapter Category:** Each chapter shall, at the time it is chartered, designate its chapter category in accordance with Bylaw Schedule 1. A chapter's category is updated only at the time of the annual election of chapter officers, in accordance with Bylaw Schedule 1. The new chapter category determination must be submitted as part of the chapter's Annual Report in accordance with the Chapter Operations Manual.
- 14.5 Chapter Officers:** Each chapter, in accordance to its designated chapter category, shall be required to have the minimum number of chapter officers, with the requisite membership qualifications, as specified in Bylaw Schedule 1.
- 14.6 Renewal of Chapter's Charter:** The Board of Directors shall grant a renewal of charter to each chapter that furnishes a satisfactory Annual Report of its activities, membership, and finances to the Society. An Annual Report shall be considered satisfactory upon its review, approval, and acceptance by seventy-five percent (75%) of the Board of Directors. Chapters shall be required to submit the Annual Report at the Regional Meeting, but in no event later than thirty (30) days after the close of the Society's fiscal year. Seventy-five percent (75%) of the Board of Directors approval of a chapter's Annual Report shall be required for a chapter to receive a dues rebate, send delegates to the ASPE biennial Convention, or otherwise be considered in good standing and able to receive Society benefits and participate in Society activities.
- 14.7 Modification of the Chapter Operations Manual:** Proposed changes to the Chapter Operations Manual shall be presented to the chapters for consideration at the next Joint Regional Meeting, and shall be submitted to the Society office in typewritten form no later than ninety (90) days prior to the Joint Regional Meetings. The Society office shall submit same to the chapters within thirty (30) days of receipt of proposal. Approval by two-thirds (2/3) of all Chapter Representatives shall be required for enactment. All approved changes shall be distributed by the Board of Directors with the next set of revisions to the ASPE Policy & Operations Manual.
- 14.8 Chapter Termination:** Chapter properties and funds shall automatically revert to Society ownership in event said chapter shall, for any reason, cease to function.
- 14.9 Satellites of Chapters:** Satellites may be sponsored for formation by existing chapters. Satellites will be recognized only after solicitation to the Society office by the sponsoring chapter or after the submission of a formal petition for formation by eight (8) Members in good standing in one locale who have been members of the Society for at least three (3) months. Satellites shall be under the jurisdiction of a chartered chapter. All representation to the Society for the satellites shall be provided by and through the sponsoring chapter.
- 14.10 Actions of Petitions:** The Society office, upon receipt of the Petition for Formation of a Satellite with the information described above, shall notify the Board of Directors of the petition for formation. The Board of Directors will then act upon the petition.

- 14.11** The sponsoring chapter of a satellite shall, as a part of its Annual Report, submit a detailed report of the satellite's activities, including meetings, membership, and financial information.
- 14.12** The satellite shall consist of a minimum of eight (8) members of ASPE. There shall be a minimum of three (3) officers, consisting of a President/Vice President, Legislative, a Vice President, Technical/Vice President, Membership, and a Treasurer/Secretary. Officers shall be any member in good standing.

## ARTICLE 15 - ADOPTION AND AMENDMENTS

- 15.1 Adoption:** All members and chapters shall affirm adherence to these Bylaws.
- 15.2 Amendments:** Every proposed alteration, amendment, or addition to the Bylaws must be submitted to the Society's office in typewritten form at least one hundred twenty (120) days prior to the Convention. The Society's office shall submit the same to the membership forty-five (45) days prior to the Convention.
- Any proposed Bylaws change may be amended from the floor for the purpose of clarification or elimination of conflict, if such amendment does not violate the spirit or intent of the proposed Bylaws amendment. Such Bylaws amendments must be approved under the provisions of Section 15.3.
- At each revision of the Bylaws, the front page shall indicate the date of the last Convention and Articles renumbered as required.
- 15.3 Mail Ballots or Other Suitable and Secure Voting Method:** All Bylaw mail ballots shall be printed and posted by the Society office and mailed to current selected delegates and shall include a special marked return envelope indicating the final return date and that the contents are an official ballot and not to be opened.

In the event another suitable and secure voting method is to be used, preparations for the method shall be available for review and notice of method and access shall be communicated to current selected delegates. Within thirty (30) days of delegate notification, the alternative voting method shall become operational and all delegates so notified. Delegates shall have thirty (30) days to register their vote using the alternate suitable and secure voting method.

The Board shall select a Bylaw Ballot Tabulation Committee consisting of a chairperson and a minimum of five (5) members, all of whom shall be ASPE members in good standing representing each Region and/or other representation of the membership. The chairperson of the committee shall be the most immediate Past President available, willing and able to serve; additional committee members shall be named as representatives of membership constituencies. All ballot counting shall be conducted at the Society office within fifteen (15) days of the published final ballot return date. The ballot results shall be distributed to all Chapters within thirty (30) to sixty (60) days of the tabulation of votes and the results published to the entire membership in the next Society magazine or other appropriate communication to the Society membership.

- 15.4 Voting:** A quorum of delegates as specified in Section 4.8 of these bylaws shall be required for any votes at an ASPE Business Meeting. An affirmative vote of three-fourths (¾) of the delegates present and voting at an ASPE Business Meeting of three-fourths (¾) of the delegates voting and returning the mail ballot or voting by or other suitable and secure voting method shall be necessary for the adoption of an amendment.
- 15.5 Preservation of Ballots:** The ballots shall be preserved by the Board of Directors and turned over to the succeeding Board of Directors for destruction.
- 15.6 Local Option:** Nothing in these Articles shall be construed to hinder the chapter from making arrangements for such items as meeting nights, meeting programs, social functions, and other consideration of strictly local interest and concern, provided they do not nullify, negate, or contravene any Article contained in these Bylaws, further provided the chapter shall assume financial responsibility for such arrangements.
- 15.7 Renumbering:** The Board of Directors may, by two-thirds (2/3) vote, renumber existing Articles or Sections of these Bylaws, provided such renumbering does not in any way change the intent of these Bylaws.

## ARTICLE 16 - GENERAL

- 16.1 Rules of Order:** Roberts Rules of Order last revise shall be the authority on all points pertaining to procedures at meetings not covered by these Bylaws.

## END OF BYLAWS



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