American Society of Plumbing Engineers

BYLAWS

Adopted September 18, 1964

Approved by the ASPE Delegates October 11, 2026

ASPE
American Society of
Plumbing Engineers™

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 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 Categories: Members shall be assigned a membership category by the Society Vice President, Membership, based on the following category criteria:

a) **Full Member:** Eight (8) years of experience in plumbing engineering or a 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 within the discipline of plumbing engineering and design that does not meet the requirements of any other membership category. Members in this category who meet the requirements of any other category may apply for a membership category change.

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) **Student Member:** Any individual attending a recognized university, college, community college, vocational, or technical trade school, either while full or part time, in class or internship/co-op, 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.

f) **Retired Member:** Any member who has been a member in good standing for a minimum of twenty (20) years who has reached the age of sixty-five (65) years and is no longer active in the profession may apply for a membership category change from their current membership category to Retired Member. Members in this category will not be eligible to serve as a Society officer and will receive at their request *Plumbing Engineering Design Handbook* materials electronically and shall pay substantially reduced annual dues.

g) **Honorary Member:** The Board 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.

h) **Life Member:** Society, after nomination, shall grant upon verification of credentials, Life Membership status to any retired person who has been a member in good standing for a minimum of 25 accumulated years. All rights and privileges of one's membership shall also apply 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.

i) **Multiple Chapter Member:** Any member of a Chapter may apply for membership in multiple Chapters. The member must designate what Chapter will be their "Home" Chapter. The member can only serve as a Convention delegate for their "Home" Chapter. As determined by the Board, some restrictions may apply, such as assisting multiple Chapters Board of Directors as needed.

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.

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

2.6 Nonpayment of Dues: Membership of any member who shall fail to pay the annual dues after being duly notified by the Society with three (3) reminders and/or invoices in the three (3) months prior to the member's anniversary date shall expire on the member's anniversary date, and all membership privileges shall thereupon cease.

2.7 Reinstatement: An expired or withdrawn membership may be reinstated, including original membership number, by the Board at any time if all the member's dues are paid in full from and after the date of expiration.

2.8 Removal: A member may be subject to removal for actions not in the best interest of the Society. These actions include but are not necessarily limited to a conviction of a felony or a crime of moral turpitude, actions unbecoming of a member, or a violation of the Society's Code of Conduct or Code of Ethics. The Board shall take action as prescribed in Section 2.8C.

A. Region Director: Chapter Presidents may, by two-thirds (2/3) vote of the Presidents within the Region, submit a petition to the Board stating reasons why a Region Director should be removed. The Board shall take action as prescribed in Section 2.8C. A Region Director is automatically removed if their permanent residence moves outside the geographic boundaries of the Region.
B. Society or Chapter Board Officer: A Society or Chapter Board Officer may, by two-thirds (2/3) vote of the respective officers thereof, remove an officer for failure to attend regularly scheduled meetings or to perform the duties of the office they hold. In the event there is sufficient evidence for removal of the member for other reasons as prescribed in Section 2.8 Removal, Preferment of Charges will be prepared, and the Board would proceed as prescribed in Section 2.8C.
C. The Board shall review petitions or information received, to determine if sufficient evidence validates removal of a member. If such evidence exists, the Board shall by two-thirds (2/3) vote of the respective officers thereof vote to remove the member. The Board shall prepare a Preferment of Charges along with 30-day notice stating the time and place of a confidential hearing (sent by registered mail) in front of an impartial Panel appointed by the Board.

Should the Board determine that insufficient evidence exists for removal, the Board may elect to resolve the issue through censure or other appropriate action. Once Preferment of Charges has been issued, the issue is decided by the panel and is final.

Panel member selection:

- One (1) member from each Region. The members shall elect a Panel Chairman.
- Society Board (or Staff) members are not eligible to serve on the Panel.
- Chapter Board members or members involved in the preparation of a petition to remove a member are not eligible to serve on the Panel.
- Panel Members will be required to sign a confidentiality agreement.

Vacancies on the Board, caused by this process, shall be filled in accordance with Section 5.5: Vacancies.

2.9 **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.

2.10 **Member Category Change:** Any member may request a membership change by submitting an application to do so. Applications are available through the Society Office.

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 and shall be made available on the Society 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 Society shall forward to each Chapter 20% of all monies received from dues of members attached to that Chapter. Dues received from Multiple Chapter Members will be set at 47-1/2% of dues that apply to the member's membership classification. Chapter dues rebate will be adjusted, as determined by the Board, to provide adequate funds to support the additional member. 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.

4.2 Place and Notification: The place for the Convention shall be chosen by the Society Board a minimum of two (2) and not more than six (6) years prior to the established date. Notification of the place shall be communicated to the delegates at each Convention.

4.3 Purpose: The major purpose of the Convention shall be to hold a Society Business Meeting whereby the official business of the Society shall be conducted, to include, but not necessarily be limited to, the election of directors and officers and act on proposed amendments to these Bylaws.

4.4 Business: All questions of business conducted by the Board at any Society 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, which would include, but is not necessarily limited to, the cancellation of a Convention or the need of a Special Business Meeting required because of unanticipated circumstances that the Board deems it necessary to hold such a Meeting.

Notification of a Special Business Meeting to the Chapters and the delegates shall be no later than fourteen (14) days following the determination of the need of such a meeting. Notification shall include the reason for the Special Meeting, the meeting agenda, the date of the meeting, and complete instructions.

Virtual Meeting

Virtual Meetings shall be held using the latest technology available that will allow Board members, delegates, and any special guests to participate in real time. Voting shall be accomplished and recorded by secure means, with results published within seven (7) days of the close of a Virtual Meeting.

4.5 Voting: In order to do business at any Business Meeting, a Quorum consisting of a minimum of twenty-five (25) percent of the total number of delegates present and voting must exist. Each delegate, Board Officer, Presidential delegate, and the Education and Research Foundation delegate shall have one (1) vote. The President shall vote only in the case of a tie. Voting for officers shall be by secret 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. Ballots shall be preserved by the Board and turned over to the succeeding Board for destruction.

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 and tabulation method of the delegates is required, all such arrangements shall be reviewed and approved by the Society Board and the Nominating Committee.

The ballot results shall be tabulated by a third-party service. All ballot tabulations shall be provided within fifteen (15) days of the published official candidate ballot return date to the Society Board and Nominating Committee. 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 10/20/2024)

Chapter Category[1]	Elected Chapter Officers and Qualifications (minimum)[2,4]	Number of Members[4]	Number of Delegates[4]
A	1. President 2. Vice President, Technical/Legislative 3. Vice President, Membership 4. Secretary and/or Treasurer	20–30	3
B	1. President 2. Vice President, Technical 3. Vice President, Legislative 4. Vice President, Membership 5. Secretary and/or Treasurer	31–60 61–90	4 5
C	1. President 2. Vice President, Technical 3. Vice President, Legislative 4. Vice President, Membership 5. Treasurer 6. Administrative Secretary 7. Corresponding Secretary	91–130 131–170 171–210 211–250 251–290 291–330 331–370 371–410 411–450[3]	6 7 8 9 10 11 12 13 14

1. Chapter category may not change other than at the time of election of officers.
2. Shall be any member in good standing
3. Greater than 450 members, 1 delegate per each additional 40 total members
4. Any member type (except Students)

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 Amendments: Any member may propose amendment to the Bylaws. Proposed amendments must be submitted and received by the Society office no later than one-hundred twenty (120) days prior to the Convention Business Meeting. The office shall submit the same to the delegates no later than forty-five (45) days prior to the Convention Business Meeting. Revisions shall be made

available to the delegates no later than ten (10) days prior to the Convention Business Meeting.

In the event the above "cut-off" dates occur on a Saturday, Sunday, or national holiday, the date shall be the first business day preceding the 120th and 45th days.

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.

An affirmative vote of three-fourths (3/4) of the delegates present and voting at any Society Business Meeting shall be necessary for the adoption of an amendment. Delegate-approved amendments shall not become effective until the close of the Business Meeting held in accordance with the Bylaws.

4.8 Finance: The Board shall establish the official delegate travel-related allowance, and inform the Chapters, no later than sixty (60) days prior to a Society 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 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 for a special exception and appropriate Board action.

4.9 Business Meeting Minutes: The Board shall approve the minutes of a Society 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 as follows:

- 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, 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 candidate's interest; a statement of inclinations, interests, and affiliations; participate in interview process; 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 **Removal:** See Article 2 – Membership – 2.8: Removal.

5.4 **One Vote Per Board Member:** Each elected member of the Board shall only be permitted to have one (1) vote as a member of the Board regardless of the number of officer positions any one individual may hold on the Board.

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, and to serve as chair of the Board; 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 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 Vice President, Education, shall be responsible for educational and professional development programs.

d) **Vice President, Legislative:** The Vice President, Legislative, shall be responsible for all activities pertaining to codes or ordinances as they pertain to this Society.

e) **Vice President, Membership:** The Vice President, 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 Vice President, 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 meetings and all intra-Society correspondence. This officer shall be responsible for notifying each member of the Board 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 - THE BOARD

6.1 Members: The Board 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 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 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. Special meetings of the Board 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. The Board shall submit official approved minutes for all meetings to all members within two weeks of approval.

6.3 Purpose: Subject to limitations of these Bylaws and of the Corporation Law of the State of California, the Board 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 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 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 may from time to time determine and direct.

6.7 Chapter Operations Manual: The Board 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, who shall fix salary, term of employment, and other conditions. The Board 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.

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. The Executive Director may sign, thereunto authorized by the Board, all contracts, leases, deeds, and other instruments. The Executive Director shall be an ex-officio non-voting member of the Board, shall attend all meetings of the Board, 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. The Executive Director shall also serve as an ex-officio member, unless otherwise stipulated, of all committees, boards, and councils established by the Board.

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 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 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 leave the Board meeting 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.

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 or Society 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 Society 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: Requirements and responsibilities for the position of Region Director are outlined in Article 5 – Officers.

Should a Region Director not be elected at a Convention Business Meeting, the incoming President shall appoint an eligible member to the Board as prescribed in Article 5, Section 5.5: Vacancies.

9.5 Removal: See Article 2 – MEMBERSHIP – 2.8: Removal.

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

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 Society 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, 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 any proposed amendments for accuracy, completeness, and coordination with other sections of the Bylaws and proposed amendments. The committee submits a report to the Board with recommendations.

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 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 a Society Chapter Board or other significant Society leadership position. The committee shall serve for a period of two (2) years. In the event no Past President is available to serve as the Chair, the President shall appoint a Chair with the majority approval of the Board.

For all board officers, the committee shall prepare the official candidate ballot, which includes the name of all applicants that meet the qualifications for the position they are seeking.

The Nominating Committee shall review the applications, interview all the applicants and references, and submit the applications along with the official candidate ballot 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 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 the candidate shall be required to complete and submit an application indicating candidate's interest; a letter or other correspondence indicating approval of family and employer to undertake the requirements of a member to the Board; a statement of inclinations, interests, and affiliations; and a complete biographical record with photograph. The Nominating Committee shall verify the submitted material, perform an interview, 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 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.

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 Plumbing Design Technician program, and Green Plumbing Design program.

10.16 Reports: All standing and special committees shall submit to the Board 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, and the Board 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.

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 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 may sign. The Board 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.

All contracts authorized by the Board shall be signed by at least one (1) authorized officer of the Society.

11.4 Compensation: The Board, 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.

11.5 Compensation of Others: The Board 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, 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 and Director of Communications, Marketing & Publication 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 newsletter and/or website and/or create a Chapter page on social media outlets. All newsletters, websites, and social media pages 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." Chapters shall not publish any information or opinions that are detrimental to the Society or that besmirch another industry entity/individual. If found, such language shall be removed immediately. Expenses for Chapter newsletters, websites, and social media pages 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 that the petitioning members have complied with the prerequisites for charter. The Board 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 Article 4 – Convention – Section 4.6 – Schedule 1. A Chapter's category is updated only at the time of the annual election of Chapter officers. 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 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. 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 approval of a Chapter's Annual Report shall be required for a Chapter to receive a dues rebate, send delegates to the Society 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 with the next set of revisions to the Society 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 the petition for formation.

The Board 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 the Society. 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.

14.13 Local Option: Nothing in these Bylaws shall hinder the Chapter from making arrangements for such items as meeting nights, meeting program, social functions, and other consideration of strictly local interest and concern, providing they do not nullify, negate, or contravene any Article contained in these Bylaws, further provided the Chapter shall assume financial responsibility for such arrangements.

ARTICLE 15 - GENERAL

15.1 Rules of Order: Robert's Rules of Orders, latest revision, shall be the authority on all points pertaining to procedures at any Society Business Meetings not covered in these Bylaws.

15.2 Renumbering: The Board may, by two thirds (2/3) vote, renumber Articles or Sections of these Bylaws, providing such renumbering does not in any way change the intent of these Bylaws.

END OF BYLAWS

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