

**Notice to IAPMO Members  
Regarding proposed Bylaws amendments  
October 2012**

Greetings IAPMO members:

On Thursday morning, September 27, 2012, during the business session of the 83<sup>rd</sup> Annual Education and Business Conference, those eligible members in attendance were asked to vote on proposed amendments to the IAPMO bylaws.

As you may have read recently, IAPMO has proposed the realignment of the American Society of Sanitary Engineering (ASSE), a long-time supporter of IAPMO, within The IAPMO Group. Although the amendments are dependent upon a favorable vote of the ASSE membership at their annual meeting this November, the IAPMO Bylaws Committee is preparing for the realignment by way of proposing certain amendments to the Bylaws. The proposed revisions are subject to the completion of the IAPMO / ASSE transaction.

The Resolution below, as well as the Bylaws amendments, were overwhelmingly approved, but are subject to a favorable vote of the ASSE membership as noted above.

**Resolution**

WHEREAS the International Association of Plumbing and Mechanical Officials is a membership-based association which works in concert with government and industry to implement comprehensive plumbing and mechanical systems around the world, and

WHEREAS, the membership of the International Association of Plumbing and Mechanical Officials has been made aware of a proposed transaction between IAPMO and the American Society of Sanitary Engineering (ASSE) wherein IAPMO would acquire certain assets of ASSE, and

WHEREAS, given the proposed transaction between IAPMO and ASSE, the membership of the International Association of Plumbing and Mechanical Officials has voted to amend Sections 2.1 and 2.11 of the Bylaws to provide for the addition of a non-voting category of membership in the Association known as "ASSE National Chapter of IAPMO Member", and

WHEREAS, given the proposed transaction between IAPMO and ASSE, the membership of the International Association of Plumbing and Mechanical Officials has voted to amend Sections 5.1, 5.2(F) and 5.2(G) of the Bylaws to provide for the increase by one in the number of Directors of the Association, in order to include one Director representing the ASSE National Chapter of IAPMO elected At Large from the Board of Directors of the ASSE National Chapter of IAPMO;

BE IT RESOLVED it is deemed by the Association just and reasonable that, *subject to and conditioned upon the Closing of the transaction by which IAPMO acquires certain assets of The American Society of Sanitary Engineering*, the Association approves the revised bylaws as attached, thereby creating a new non-voting category of membership for members of the ASSE National Chapter of IAPMO and increasing the number of Directors by one in order to include one Director representing the ASSE National Chapter of IAPMO elected At Large from the Board of Directors of the ASSE National Chapter of IAPMO.

**Proposed Bylaws Change #1**

**ARTICLE 2  
MEMBERSHIP**

**2.1 Categories of Membership.** There shall be ten (10) ~~nine (9)~~ categories of membership as follows:

*Voting Members are the following:*

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

*Nonvoting Members are the following:*

- (e) Honorary Member
- (f) Student or Apprentice Member
- (g) Introductory Member
- (h) International Member
- (i) Radiant Professional Alliance Member

**(j) ASSE National Chapter of IAPMO Member**

**Proposed Bylaws Change #2**

**ARTICLE 2  
MEMBERSHIP**

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

**Proposed Bylaws Change #3**

**ARTICLE 5  
DIRECTORS**

**5.1 Number of Directors.** The Board of Directors shall consist of sixteen (16) ~~fifteen (15)~~ persons comprised of three (3) Directors from each District (designated as District Directors); two (2) Directors representing Contractors elected At Large from any district; ~~and~~ one (1) Director representing Labor elected At Large from any district; and

**one (1) Director representing the ASSE National Chapter of IAPMO elected At Large from the Board of Directors of the ASSE National Chapter of IAPMO** (designated as Directors At Large); the President, Vice President and immediate Past President. If the President or Vice President is removed or resigns from office pursuant to the terms of Section 4.3, then such person shall neither be considered a Past President nor continue to be a member of the Board of Directors in any capacity.

#### Proposed Bylaws Change #4

### ARTICLE 5 DIRECTORS

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

A. The Directors shall be elected from the Voting Members at the Annual Education and Business Conference of the general membership, but if any such conference is not held, or the Directors are not elected thereat, said Directors shall be elected at any special business meeting of the general membership held for that purpose. Directors shall take office immediately.

B. All Directors shall hold office for a term of three (3) years or until their respective successors are elected.

C. No person shall be eligible to serve as a District Director of this Association: (i) until such person has been (either individually or as an official representative of a governmental unit that is a Voting Member) a Voting Member in good standing during not less than thirty-six (36) of the sixty (60) months next preceding the date of such person's nomination for membership on the Board of Directors; and (ii) such person at the time such person becomes a Director of the Association, is employed by a governmental unit as a plumbing, mechanical or combination inspector or is employed by a governmental unit as an administrator of such inspectors or as a plans examiner.

D. No person shall be eligible to serve as a Director At Large representing Contractors unless such person at the time such person becomes a Director At Large of the Association is (i) a **Voting Member** member of IAPMO and (ii) is a principal of an entity that is in the business of installing or maintaining a plumbing or mechanical product, assembly or system.

E. No person shall be eligible to serve as a Director At Large representing Labor unless such person at the time such person becomes a Director At Large of the Association is (i) a **Voting Member** member of IAPMO and (ii) is a member of the United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada.

F. **No person shall be eligible to serve as a Director At Large representing the ASSE National Chapter of IAPMO unless such person at the time such person becomes a Director At Large of the Association is (i) a Voting Member of IAPMO and (ii) is a Director of the ASSE National Chapter of IAPMO.**

~~G~~F. The Board of Directors shall devise procedures to arrive at the following distribution of Directorships as soon as possible:

~~One (1) District Director shall be elected from each District each year. One (1) Director At Large shall be elected each year, **excepting the Director representing the ASSE National Chapter of IAPMO, whose election shall occur in the year in which his or her term expires.**—In order to arrive at a balance of three (3) District Directors from each District and three (3) Directors At Large, with one (1) District Director from each District to be elected to a three (3) year term each year and one (1) Director At Large to be elected to a three (3) year term each year, the Board may declare terms shorter than three (3) years when necessary.~~

~~————— No incumbent District Director or Director At Large shall have that Director's term of office shortened. A term shortened by the Board shall be declared prior to the elections.~~

**H**G. No Director may serve as a Board member more than six (6) years consecutively. However, Directors shall not be prohibited from completing the full term of any position to which they were duly elected, except as provided in Sections 5.9A, 5.9B and 5.1.

~~H.~~ Notwithstanding anything to the contrary set forth in these Bylaws, no person shall serve as a Director (including but not limited to, in the capacity of an Immediate Past President, President, Vice President, Secretary or Treasurer, or any combination thereof) of this Association for more than twelve (12) years during such person's lifetime. This Section ~~5.215-2H~~ may only be amended by either (a) the majority vote of Voting Members at any Annual Education and Business Conference or special membership meeting; or (b) by a two-thirds (2/3) vote of the entire Board of Directors.

#