

INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS

BYLAWS

Adopted: October 8, 2003
Amended: March 31, 2004
Amended: November 12, 2005
Amended: November 10, 2006

100. ORGANIZATION

- 101. Organizational Structure.** International Association of Electrical Inspectors, a Texas nonprofit corporation ("IAEI"), shall consist of an International Board of Directors and such Sections, Chapters and Divisions as may be authorized under these Bylaws.
- 102. Management.** The management and control of the affairs and business of the IAEI shall be vested in the International Board of Directors.
- 103. Jurisdiction.** The International Board of Directors shall have jurisdiction over all Sections, Section Districts Chapters or other subdivisions. A Section shall have jurisdiction over all Chapters and Divisions within its assigned territory, subject to the provisions of the IAEI Articles of Incorporation and Bylaws.
- 104. Disciplinary Powers.** The charter of a Section, Chapter, or Division may be revoked or suspended, or the Section or Chapter or Division or their officers disciplined by the International Board of Directors, if it persists, after due notice, in disobeying the Articles of Incorporation of IAEI, or amendments thereto, or Bylaws, or the orders of the International Board of Directors, or, if through dissension among its members, the order and direction of its affairs are so disturbed as to prevent the proper operation of the Section or Chapter or Division, or if any condition arises which may in the opinion of the International Board of Directors require such action. Such action by the International Board of Directors shall be by a two-thirds (2/3rds) vote. Whenever a charter of a Section, Section District, or Chapter or Division shall have been revoked or suspended by the International Board of Directors, the International Board of Directors may restore such charter upon such terms and conditions as it may determine.
- 105. Committees.** There shall be such Committees (Standing or Special) as the International Board of Directors shall determine to be necessary for the efficient operation of IAEI.
- 106. Representatives to Other Organizations.** There shall be such Representatives to other organizations or their Committees as the International Board of Directors shall determine to be necessary to represent the interests of IAEI.

107. Offices. IAEI may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the International Board of Directors may from time to time determine or as the activities of IAEI require.

200. ADMINISTRATION.

201. Officers. The officers of IAEI shall consist of an International President from one Section and one International Vice President from each of the other Sections, a Vice President for International Affairs, an International Secretary, and an International Treasurer.

(A) Duties. The duties of all officers shall be such as usually pertain to their offices. They include those shown below and others as may be assigned by the International Board of Directors.

(B) International President. Duties of the International President shall be:

- (1)** Appoint Standing Committees and Representatives to Other Organizations as provided in the Articles of Incorporation and Bylaws.
- (2)** Appoint Special Committees as directed by the International Board of Directors or as may be necessary to handle special situations.
- (3)** Attend the annual meetings of all Sections.
- (4)** Attend other meetings as directed by the International Board of Directors.
- (5)** Perform such other duties as may be assigned by the International Board of Directors.

(C) International Vice Presidents. Duties of the International Vice Presidents shall be:

- (1)** First Vice President shall serve as Chairman of the Fiscal Affairs Committee and as International Treasurer.
- (2)** Perform such functions as may be assigned by the International President or the International Board of Directors.

(D) Vice President for International Affairs. The International Board of Directors shall appoint a Vice President for International Affairs. The Vice President for International Affairs shall be an ex-officio, non-voting member of the International Board of Directors. Duties of the Vice President of International Affairs shall be:

(1) Represent the International Board of Directors in the international arena by promoting IAEI and its goals as designated by the International Board of Directors and perform such duties under the direction of the CEO/Executive Director.

(2) Provide a viewpoint and counsel to the International Board of Directors on opportunities in the international arena.

(3) Perform such functions as may be assigned by the International President, the International Board of Directors, or the CEO/Executive Director.

(4) Attend the meetings of the International Board of Directors and Executive Committee.

(E) International Secretary. Duties of the International Secretary shall be:

(1) Execute all legal and other documents required by law, the Articles of Incorporation or Bylaws to be signed by IAEI's secretary.

(2) Perform such functions as may be assigned by the International President or the International Board of Directors.

(F) International Treasurer. Duties of the International Treasurer shall be:

(1) Execute all legal and other documents required by law, the Articles of Incorporation or Bylaws to be signed by IAEI's treasurer.

(2) Perform such functions as may be assigned by the International President or the International Board of Directors.

(G) CEO/Executive Director. The International Board of Directors shall appoint a CEO/Executive Director, who shall be an employee of IAEI, and shall establish terms of employment and compensation. The CEO/Executive Director shall be an ex-officio voting Inspector Member of IAEI. Duties of the CEO/Executive Director shall be:

(1) Under the direction of the International Board of Directors, manage the affairs of the organization, assume professional and executive responsibility for the work of the organization, give independent critical or technical advice to the International Board of Directors, effectively promote public relations and represent IAEI with other organizations, and make Section and Chapter visits as authorized by the International Board of Directors.

(2) Be in charge of the International Office, its staff and operations, and be

custodian of all property, equipment and funds belonging to IAEI, for which the CEO/Executive Director shall be responsible to the International Board of Directors.

- (3) Perform such other duties as may be assigned by the International Board of Directors.
- (4) Furnish a surety bond in such amount as required, the cost of which shall be paid by the IAEI.

(H) Election.

- (1) **General.** The International President, International Vice Presidents and International Secretary shall be elected by the International Board of Directors from its membership. The First International Vice President shall serve as International Treasurer. In the event of the death, resignation, ineligibility or inability to act of the International President or International Vice Presidents, the other Director from the same Section, provided the Director is not a Past International President, shall immediately fill such vacancy for the unexpired term. If the other Director is a Past International President, the Section shall present a candidate for a special election to fill the unexpired term. In the event of the death, resignation, ineligibility or inability of the International Secretary to act in said capacity, the International President shall immediately present the name of a candidate to fill the unexpired term to the International Board of Directors for its approval at its next meeting.
- (2) **Designated Time for Election of Officers.** Officers shall be elected by ballot immediately preceding the annual International Board of Directors meeting, and shall take office as the first order of business at that meeting.
- (3) **International Officer Candidates.** Except for the office of CEO/Executive Director, International officer candidates shall be those Directors who serve for their Sections as candidates for office. The International President and First, Second, Third and Fourth International Vice Presidents, respectively, shall be proposed for election by advancing by one step the existing First, Second, Third, Fourth and Fifth International Vice Presidents, respectively. In the event an existing officer is not elected at the Annual Meeting of his Section to continue as the Section candidate for office, his successor, elected and designated as candidate for office by the Section, shall be proposed for the office.
- (4) **Failure to Receive a Majority Vote.** In the event a candidate for office is not then elected by a majority vote of the International Board of Directors, the candidate's Section shall be so notified and the Section shall then present a new candidate for office for election.

(I) Term of Office. The initial officers of IAEI (other than the CEO/Executive Director)

shall be elected by the International Board of Directors at their organizational meeting, and they shall hold office until their successors are chosen and qualified at the first annual meeting of the International Board of Directors, or until their respective deaths, resignations, removals or disqualifications from office. Thereafter, each elected officer (other than the Vice President for International Affairs) shall be elected and hold office for a period of one (1) year or until such officer's successor is elected and qualified, or until such officer's earlier death, resignation, removal or disqualification from office. The Vice President for International Affairs shall serve at the pleasure of the International Board of Directors without the necessity of periodic reappointment. The CEO/Executive Director shall be appointed by the International Board of Directors, shall serve at the pleasure of the International Board of Directors without the necessity of periodic reappointment and may be removed at any time by the International Board of Directors whenever the International Board of Directors concludes in its sole discretion that the interests of IAEI will be served thereby; provided, that any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

(J) Two Offices. Except as otherwise provided in these Bylaws, any two (2) offices may be held by the same person; provided, however, that the offices of International President and International Secretary shall not be held by the same person.

(K) Compensation. The elected officers shall not receive any compensation for services in their capacities as such. The compensation of the CEO/Executive Director of IAEI shall be fixed from time to time by the International Board of Directors, and the compensation of the other employees and agents of IAEI shall be fixed by the CEO/Executive Director.

(L) Resignation. An officer may resign at any time by delivering written notice to the International President or the International Secretary. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

(M) Removal. An elected officer may be removed from office for misconduct or other good cause by a two-thirds (2/3rds) vote of the International Board of Directors following a hearing at which the affected individual shall have the right to be heard.

202. International Board of Directors

(A) Number of Directors. Each Section shall be represented on the International Board of Directors by three separate representatives, two of whom shall be elected Directors (one of those Directors shall be a candidate for an International officer) and one of whom shall be the Section Secretary who also serves as a Director. No individual shall be permitted to hold more than one of these positions at the same time. Each section shall elect two (2) Directors to the International Board of Directors, one of whom shall be designated by the Section as a candidate for office. Each Section shall elect alternates for these Directors, designated in order of precedence as first, second, etc.; alternates shall exercise the full privileges of an elected Director while serving in place of the director. Each Section Secretary shall represent his Section with full privileges as an ex-officio

voting member of the International Board of Directors, provided the Secretary is an Inspector Member eligible under the provisions of Section 202, Paragraph (B) hereof. A Section Secretary who continues to act as such following retirement may have the privilege of attending International Board of Director meetings without any official status as a member, provided said Section Secretary does not change membership classification as a retired Inspector Member.

(1) International Junior Past President. The International Junior Past President shall be an ex-officio member and Chairman of the International Board of Directors.

(2) International Senior Past Presidents. International Senior Past Presidents shall be ex-officio members of the International Board of Directors without voting privileges, provided they remain eligible as provided in Section 202, Paragraph (B) hereof.

(3) CEO/Executive Director. The CEO/Executive Director shall be an ex-officio member of the International Board of Directors without voting privileges.

(4) Vice President for International Affairs. The Vice President for International Affairs shall be an ex-officio member of the International Board of Directors without voting privileges.

(B) Eligibility. Only Inspector Members of the Section in good standing and regularly engaged in the inspection of, or the technical supervision of inspectors of, electrical materials, devices, appliances or installations, for the purpose of preventing injury to persons or damage to property, on behalf of Federal, State, Provincial, County, Municipal or recognized testing laboratories, shall be eligible for election as International Directors or to vote for International Directors. For the purposes of this section, the phrase "regularly engaged in" shall mean the person's primary occupation, which shall consist of an average of twenty (20) or more hours each week.

(C) Residence. Each member of the International Board of Directors shall be a resident of the Section he represents.

(D) Election. Elected Directors and their alternates shall be nominated and elected, as determined by the Sections.

(E) Term. The initial Directors of IAEI shall be those persons named in the Articles of Incorporation as the initial directors, and they shall hold office until their successors are chosen and qualified at the first annual meeting of the International Board of Directors, or until their respective earlier deaths, resignations, removals or disqualifications from office. Thereafter, Directors shall be elected for a period of one (1) year, or until their successors are elected and qualified, or until their earlier respective deaths, resignations, removals or disqualifications from office.

(F) Vacancies. In the event of the death, resignation, ineligibility or inability to act of a member of the International Board of Directors, the right to fill the vacancy thus created for the unexpired term shall be vested in that member's Section.

(G) Resignation. Any Director may resign at any time by delivering written notice to the International Board of Directors, to the International President or to the International Secretary. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

(H) Removal. A Director may be removed from office for misconduct or other good cause by a two-thirds (2/3rds) vote of the International Board of Directors following a hearing at which the affected individual shall have the right to be heard.

(I) Meetings.

(1) The first annual meeting of the International Board of Directors shall be held in the month of November, 2003, at such time and place as shall be designated from time to time by the International President. Thereafter, the Annual International Board of Directors Meeting shall be held as soon as practicable following the fall Section meetings, at the call of the International President. In the event the International Junior Past President is unable to preside as Chairman of the International Board of Directors, the International President, or in the event of the International President's absence, the ranking International Vice President shall preside. Written or printed notice stating the place, day and hour of each annual meeting of the International Board of Directors shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the International President or the International Secretary, to each director entitled to vote at such meeting.

(2) Special meetings of the International Board of Directors may be called at any time by the International President or upon written request of six (6) members of the International Board of Directors on at least two (2) days notice to each Director. Except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purposes of, any special meeting of the International Board of Directors need be specified in the notice or waiver of notice of such meeting.

(3) At all meetings of the International Board of Directors, the presence of a majority of the Directors then in office and entitled to vote at such meeting shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. Directors present by proxy may not be counted toward a quorum. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum

shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

(J) Voting of International Directors.

- (1) Each elected Director and each ex-officio Director (Section Secretary) shall be entitled to one vote, except that if an ex-officio Director is not an Inspector Member such ex-officio Director's vote shall be exercised by the International officer from his Section.
- (2) In the event of the absence of an elected Director, or an alternate from his Section to serve in his place, his vote shall be assigned to another representative of his Section by proxy executed in writing by such Director.
- (3) In the event an elected Director is required to serve as chairman of an International Board of Directors meeting in place of an absent International Junior Past President, his vote shall be assigned to another representative of his Section by proxy executed in writing by such Director.
- (4) In the event the Secretary of a Section is unable to attend an International Board of Directors meeting, or serve as a voting ex-officio member for his Section, his vote shall be assigned to another representative of his Section by proxy executed in writing by such Director.
- (5) The International Junior Past President, serving as Chairman of the International Board of Directors, is entitled to vote only in the event of a tie ballot.
- (6) The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the International Board of Directors.
- (7) No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

(K) Actions Without Meetings. Any action required or permitted to be taken at any meeting of Directors or committees of Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of Directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by Directors or committee members without a meeting by less than unanimous written consent shall be given to those Directors or

committee members who did not consent in writing to the action. Every written consent of the Directors or committee members shall bear the date of signature of each person who signs the consent. No written consent shall be effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to IAEI in the manner required by law, a consent or consents signed by not less than the minimum number of Directors or committee members that would be necessary to take the action that is the subject of the consent are delivered to IAEI by delivery to its registered office, registered agent, or principal place of business, or by delivery to an officer or agent of IAEI having custody of the books in which proceedings of meetings of Directors are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the CEO/Executive Director or the International Secretary of IAEI. A telegram, telex, cablegram or other electronic transmission by a Director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Director or committee member, shall be regarded as signed by the Director or committee member for purposes of this Paragraph (I).

(L) Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the International Board of Directors or members of any committee designated by such International Board may, unless otherwise restricted by statute, the Articles of Incorporation or these Bylaws, participate in and hold a meeting of such International Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system, provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Paragraph (K) shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

(M) Designating Ex-officio Inspector Members. The International Board of Directors shall have authority to designate representatives as ex-officio Inspector members of IAEI.

(N) Compensation. Directors shall not receive any compensation for their services as Directors or as members of a standing or special committee of the International Board of Directors. Notwithstanding the foregoing, Directors may receive reimbursement for expenses in accordance with the provisions of Section 203, Paragraph (E) hereof and may receive compensation for serving IAEI in any other capacity.

203. Budget and Finance.

- (A)** Members of the International Board of Directors and alternates shall be furnished an audited financial statement for the last fiscal year, an estimated financial statement for the current fiscal year, and a proposed budget for the ensuing fiscal year at least twenty (20) days prior to the Annual International Board of Directors Meeting.
- (B)** The accounts of IAEI shall be audited annually.
- (C)** A summary of the audit shall be published in the IAEI News.
- (D)** Expenses incurred by officers, members or employees traveling on IAEI business shall be paid by the International Office only in accordance with the procedure approved by the International Board of Directors; all expense money shall be accounted for on expense account forms provided by the International Office.
- (E)** Reimbursement for actual expenses incurred in the conduct of official IAEI business will be paid by the International Office to the following:
- (1)** CEO/Executive Director for the expenses incurred in the performance of assigned duties.
 - (2)** International Office staff for travel approved by the CEO/Executive Director.
 - (3)** The International President for travel to any NFPA Electrical Field Service Committee meeting; also, for such other travel as may be specifically authorized by the International Board of Directors.
 - (4)** The International President and his spouse if the spouse accompanies the International President for travel to the Annual Section meetings.
 - (5)** Other officers for such special travel as may be specifically authorized by the International Board of Directors.
 - (6)** Directors (except International Senior Past Presidents) or any alternate serving in place of an absent Director whose expenses will not be paid, and Section Secretaries for travel to regular or special meetings of the International Board of Directors or committee meetings held in connection therewith; also, for travel to special committee meetings as may be specifically authorized by the International Board of Directors.
 - (7)** Members of IAEI Committees for travel to committee meetings as may be authorized by the International Board of Directors.

- (8) IAEI representatives to other organizations or committees for travel while serving as an official IAEI representative to such organization or committees to the extent approved by the International Board of Directors.

204. Committees.

(A) The following shall be the Standing Committees of the IAEI:

- (1) Articles of Incorporation and Bylaws Committee,
- (2) Fiscal Affairs Committee,
- (3) Education/Certification Committee,
- (4) Executive Committee of the International Board of Directors,
- (5) Membership Committee,
- (6) National Electrical Code Clearing Committee,
- (7) Codes and Standards Committee,
- (8) Long Range Planning Committee.
- (9) Public Affairs Committee

(B) The scopes of the Standing Committees shall be as approved by the International Board of Directors.

(C) Members of Standing Committees shall be appointed by the International President to serve from the time of their appointment until the close of the International President's term of office. Appointments to Standing Committees shall be confirmed by the International Board of Directors. Standing Committees shall submit an annual report to the International Board of Directors. The CEO/Executive Director is an ex-officio voting member of the Education Committee, National Electrical Code Clearing Committee, Codes and Standards Committee, and Membership Committee.

(D) Members of Special Committees may be appointed by the International President for a specific purpose as authorized by the International Board of Directors. Appointments to Special Committees shall be confirmed by the International Board of Directors. Special Committees shall continue and the members shall be reappointed each year at the discretion of the International Board of Directors until a final report is rendered.

(E) A complete list of the membership of all Standing Committees and current Special Committees shall be published in at least one IAEI publication annually.

(F) The presence of a majority of the members of a committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

205. Representatives to Other Organizations.

(A) IAEI members may be officially designated to represent the IAEI with other organizations, or to serve on their committees. Upon confirmation by the International Board of Directors, representatives so designated, whether appointed by the International President or another organization, shall serve continuously until retirement, resignation or removal. Representatives shall submit reports regarding their activities at least annually to the International Board of Directors through the International Office.

(B) A complete list of the official IAEI representatives to other organizations shall be published in at least one IAEI publication annually.

206. Emblem and Registration. The name and marks of IAEI, including, without limitation, THE INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS, IAEI, and the IAEI emblem (collectively, the "Marks") are trademarks or registered trademarks of IAEI. Every member's use and reproduction of the Marks is subject to the IAEI Bylaws and the printing and other standards promulgated from time to time by IAEI. Members shall not use the marks for any purposes contrary to the purpose of IAEI, as set forth in the IAEI Bylaws or in such other documents or standards promulgated from time to time by IAEI. If any member uses the Marks for any purpose that IAEI deems, in its reasonable discretion, to be improper, such member shall immediately cease and desist in its usage of the Marks within ten (10) days after receipt of written notice by IAEI. New IAEI emblems may be obtained by members from the International Office of IAEI.

207. Fiscal Year. The fiscal year of IAEI shall be fixed by resolution of the International Board of Directors.

208. Rules of Order. The latest edition of Robert's Rules of Order shall govern the transaction of all business, unless otherwise provided in the Articles of Incorporation or these Bylaws.

209. Amendment Procedure. These Bylaws may be amended in accordance with the procedure prescribed in Article VII of the Articles of Incorporation.

300. MEMBERSHIP.

301. Eligibility. Any person, firm, group, association or corporation interested in the objects of IAEI shall be eligible to membership.

302. Classification. Membership shall be classified as follows:

(A) **Inspector Member.** A person engaged in the inspection of, or the technical supervision of inspectors engaged in the inspection of:

- (1) Electrical materials
- (2) Devices
- (3) Appliances
- (4) Or installations

For the purpose of:

- (1) Preventing injury to persons

- (2) Or damage to property
- On behalf of:
- (1) Federal
 - (2) State
 - (3) Provincial
 - (4) County
 - (5) Municipal
 - (6) Insurance organizations
 - (7) Rating Bureaus
 - (8) Recognized testing laboratories
 - (9) Or electric light and power companies

Members formerly so engaged may retain their membership by regular payment of dues until such time as they become employed in some gainful occupation of a class not included in the above requirements. (The term technical shall mean one technically trained in the field of electrical inspection.)

IAEI Staff members who were classified as an Inspector Member as per above shall retain that classification when their primary duties are to accomplish the six (6) goals as contained in Article IV of the Articles of Incorporation.

(B) Associate Member. An individual not qualified for Inspector membership but who is interested in promoting the objects of IAEI.

(C) Senior Associate Member. An individual not qualified for membership in the Inspector classification who has been an Associate Member in good standing of a Chapter or Division for not less than five years and who is interested in promoting the objectives of IAEI. This member shall be nominated for this classification by the Chapter or Division Board of Directors.

(D) Section Member. An organization or firm interested in promoting the objectives of IAEI, which operates within the territory of a single Section. Such Section member may have one (1) representative in the Section where their operations are conducted. Such representatives shall be entitled to the privileges of an Associate Member unless qualified under Section 302, Paragraph (A), above as an Inspector Member.

(E) National Member. An organization or firm interested in promoting the objectives of IAEI, which confines its operations to a single country. Such National Member may have one (1) representative in each Section within the boundaries of the country where operations are conducted. Such representative shall be entitled to the privileges of an Associate Member unless qualified under Section 302, Paragraph (A), above as an Inspector Member.

(F) International Member. An organization, firm, association or group which is interested in supporting the objectives of IAEI and which operates on an international basis. A member in this group may have one (1) representative for each Section. Such representatives shall be entitled to the privileges of an Associate Member unless qualified under Section 302, Paragraph (A), above as an Inspector Member.

(G) Sustaining Member. An organization, firm, association or group which is particularly interested in supporting the objectives of IAEI by paying dues not less than that shown in Section 310 hereof. Such Sustaining Member is entitled to one (1) representative for each Section. Such representatives shall be entitled to the privileges of an Associate Member unless qualified under Section 302, Paragraph (A), above as an Inspector Member. Sustaining memberships are further established as bronze, silver, gold and platinum types.

(H) Inspection Agency Member. A Municipal, County, State, Provincial, Federal Government or private inspection agency which makes electrical inspections of a type described in Section 302, Paragraph (A) which is interested in participating in attaining the objectives of IAEI. Such membership shall provide one Inspector membership for the electrical inspector principally engaged in electrical inspection for the inspection agency.

(I) Honorary Member.

(1) Honorary membership in IAEI may be conferred by the International Board of Directors upon members of national eminence who have contributed substantially to the advancement of IAEI. Ordinarily, International honorary membership shall be awarded to a member only following retirement from the occupation under which they qualified for membership in IAEI. International honorary membership may be awarded posthumously. An International Honorary Member shall pay no dues.

(2) Honorary membership in Sections, Section Districts, Chapters or Divisions may be conferred by Sections, Section Districts, Chapters or Divisions in accordance with the provisions of their Bylaws.

(3) Honorary Members shall retain all rights and privileges of their membership classification at the time the honorary membership is conferred unless they become employed in some gainful occupation of a different classification.

(J) Senior Member, Retired. A person who held membership in classifications (A), (B) or (C) of this Section 302 or held representative membership in classifications (D), (E), (F), (G) or (H) of this Section 302 continuously as set forth in these Bylaws.

NOTE: The Classification of Senior Member Retired will no longer be assigned to IAEI members effective July 1, 2001. IAEI Members holding the Senior Member Retired classification prior to July 1, 2001, will be permitted to maintain that classification as long as they meet the qualifications.

(K) Student Membership. A student enrolled in an approved college, university, vocational technical school or trade school specializing in electrical training, or approved electrical apprenticeship school, and other similar persons who are interested in promoting the objectives of IAEI, shall be entitled to the privileges of an Associate Member unless qualified under Section 302, Paragraph (A), above

as an Inspector Member. This classification is not available to new members. Existing student members may renew until graduation or July 1, 2006, whichever comes first.

303. Application.

- (A) Application for membership shall be made to the International Office.
- (B) Applications for all classifications of membership, other than National, International and Sustaining Members, shall be subject to approval by the Chapter and the Section, where a Chapter and Section exist; otherwise, by the International Board of Directors.
- (C) Applications for membership as National, International or Sustaining Members shall be subject to approval by the International Board of Directors.

304. Transfers

- (A) Membership in IAEI shall not be transferable, except that the designated representatives of Section, National, International and Sustaining Members, all classes, may be changed by the organization, firm, association or group holding such membership upon notification to the International Office.
- (B) Designated representatives of Inspection Agency Members may be changed by the holder of such membership upon notification to the International Office.
- (C) There shall be no proration of dues because of any transfer of membership.

305. Resignation. A member may resign from IAEI as a member in good standing, provided written notice is given to the International Office, and provided the member's dues are paid in full to the date upon which the resignation is submitted.

306. Suspension.

- (A) A member shall be suspended from membership in IAEI upon failure to pay dues within sixty (60) days after the end of the member's anniversary month.
- (B) A member may be suspended from membership in IAEI for misconduct or other good cause by a two-thirds (2/3rds) vote of the International Board of Directors following a hearing at which the affected individual shall have the right to be heard.

307. Reinstatement. A member suspended for nonpayment of dues shall be reinstated with full rights and privileges upon payment of current dues before the expiration of twelve (12)

months since the dues became payable.

308. International Honorary Membership Procedure.

(A) Proposals for International Honorary Membership shall be submitted to the International Office after approval by the proposing Section. Each proposal shall be reviewed by the Executive Committee of the International Board of Directors. Upon endorsement by at least two thirds (2/3rds) of these committee members the proposal shall be submitted to the International Board of Directors at its next Annual Meeting for final approval.

(B) The following factors among others shall be considered by the Executive Committee and Board of Directors as qualifications for International Honorary Membership:

(1) Outstanding contribution to electrical safety on a national basis.

(2) Outstanding contribution to IAEI on a national or international basis.

309. Additional Membership. A member may hold membership in any Section or Chapter other than the one with which the member is primarily affiliated, subject to approval of the Section or Chapter in which the member seeks additional membership. Such a member shall be entitled to the privileges of their membership classification in all Sections and Chapters with which they are affiliated, except that the member is entitled to vote only in the Section or Chapter of primary affiliation.

310. Membership Dues.

(A) **Initiation Fees.** There shall be no initiation fee for any class of membership.

(B) **Annual Dues.** The annual dues shall be as follows:

(a) Inspector Member	\$ 90.00
(b) Associate Member	90.00
(c) Section Member	100.00
(d) National Member	500.00
(e) International Member	500.00
(f) Sustaining Member	
Bronze	500.00
Silver	1,000.00
Gold	2,500.00
Platinum	5,000.00 or more
(g) Inspection Agency	180.00
(h) Senior Member, Retired	None
(i) Student Member	50.00 Renewal fee until July 1, 2006

Dues for Additional Membership in Sections, Chapters and Divisions shall be the same as the distribution of dues as shown in the Bylaws per year for each Section, Chapter and Division affiliation.

(C) Dues of members as set forth in Section 310, Paragraph (B) hereof, shall be due and payable upon application for membership, or for renewal of membership, during the anniversary month of such member's membership. For the purpose of special membership promotions specifically approved by the International Board of Directors, dues may be paid after making application for membership under the terms and conditions specifically approved by the International Board of Directors.

(D) All membership dues, other than for additional memberships, shall be paid directly to the International Office. Dues for additional membership affiliations shall be paid directly to each additional Section and Chapter with which affiliation is maintained.

(E) There shall be no refund of any portion of a member's dues upon resignation, suspension or transfer of membership. In the event of change of membership from one classification to another having a higher dues rate, the difference in the dues rates shall be assessed for the unexpired term to effect the change in classification.

(F) Any additional dues or assessments levied by a Section, Section District, Chapter or Division upon approval of the International Board of Directors shall be paid by the member directly to the Section, Section District, Chapter or Division.

(G) When a Section, Section District, Chapter or Division confers an honorary membership upon a member within its own group, the Section, Section District, Chapter or Division shall assume liability for the payment of that member's dues.

(H) To qualify as a Senior Member, Retired, the person shall have been a member for at least 20 continuous years, have reached the age of 55 years and not be engaged in any gainful occupation.

311. Dues Distribution. The International Office shall remit a portion of the membership dues to Sections and Chapters in accordance with the provisions of these Bylaws. The annual dues and distribution thereof to the International Office, Sections, Section Districts and Chapters shall be as follows:

	Int'l Office	Section	Chapter	Total
Inspector Member	\$ 75	\$ 5	\$ 10	\$ 90
Associate Member	75	5	10	90
Senior Associate Member	75	5	10	90
Section Member	76	15	9	100
National Member	500	None	None	500
International Member	500	None	None	500
Sustaining Member	100%	None	None	100%
Bronze	500			

Silver	1,000			
Gold	2,500			
Platinum	5,000 or more			
Inspection Agency Member	143	27	10	180
Senior Member, Retired	None	None	None	None
Student Member	45	None	5	50

(A) Where a Chapter Division exists, the Chapter per capita distribution of membership dues shall be shared with the Division at the rate of \$4.50 per Inspector, Associate and Senior Associate Member. Where a Section District exists, the member Chapters may share a per capita distribution of their membership dues with the Section District at a rate agreed to by the member Chapters. Any such distribution of membership dues shall be made by the member Chapters of the Section District. Where the Association receives more or less moneys than the established dues from dues paid with non-United States currency due to the exchange rate of currencies and any bank processing fees, the distribution of dues shall be based upon the proportion of moneys received to the established dues for that membership classification.

(B) Dues for members residing outside the territory of a Chapter and Section shall inure entirely to the International Office. Distribution of dues from members affiliated with a Chapter located outside the territory of a Section shall be 90% to the International Office and 10% to the Chapter.

(C) The International Office shall remit the accumulated portions of the Section, Chapter and Division distributions every six (6) months. Where a Section, Chapter or Division fails to file in a timely manner the tax returns and financial reports that are required, dues will not be distributed to that Section, Chapter or Division for that year.

312. Meetings. Meetings of the membership at large may be called upon authorization by the International Board of Directors and approval of two-thirds (2/3rds) of the Boards of Directors of the Sections. Written or printed notice stating the place, day and hour of each meeting of the membership at large shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the International President or the International Secretary, to each member entitled to vote at such meeting. The members present in person or by written proxy at a meeting of the membership at large held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. Each Inspector Member shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of the membership at large. Inspector members may vote in person or by written proxy. Associate Members and other membership classifications having the privileges of Associate Members shall not be entitled to vote on matters submitted to a vote at any meeting of the membership at large. Except as otherwise provided by any statute, the Articles of Incorporation or these Bylaws, the act of a majority of the members voting at a meeting of the membership at large at which a quorum is present shall constitute the act of the members.

400. SECTIONS

401. Territory. The International Board of Directors may divide the territory of the United States,

Canada and any other country or parts of said country into Sections and consolidate, subdivide or rearrange these territories, provided, however, that any changes of the Section territories shall be made only with the consent of the Sections affected thereby. Further, a Section may include within its territory, that area of an adjoining country, that is not already a Section or part of an existing Section.

402. Name. Section names shall preferably be representative of the geographical location and shall be subject to approval by the International Board of Directors.

403. Officers. The officers of a Section shall be a President, one or more Vice Presidents, and a Secretary-Treasurer or a Secretary and a Treasurer, and such other officers, as shall be determined by the Section.

404. Section Board of Directors. The Section shall have a Section Board of Directors which shall govern the affairs of the Section as provided for in the Section Bylaws.

405. Membership.

(A) Inspector Members. Primary Section membership shall be in the Section in which the member holds primary Chapter membership. An Inspector Member shall be eligible to hold office and vote on all matters, except as set forth in Section 302 of these Bylaws.

(B) Associate Members. Primary Section membership shall be in the Section in which the member holds primary Chapter membership. An Associate Member shall not be eligible to hold office in the Section, unless permitted by the Section Bylaws to hold the office of Secretary or Treasurer, but shall have all the other privileges of membership, including the right to vote on matters other than:

- (1) Election of officers.
- (2) Code revisions.
- (3) Suspension of rules.
- (4) Resolutions.
- (5) Those affecting Inspector Members directly.

(C) Senior Members Retired. Primary Section membership shall be in the Section in which the member holds primary Chapter membership. This member shall not be eligible to hold office in the Section, unless permitted by the Section Bylaws to hold the office of Secretary or Treasurer, but shall have all the other privileges of membership, including the right to vote on matters other than:

- (1) Election of officers.
- (2) Code revisions.
- (3) Suspension of rules.
- (4) Resolutions.
- (5) Those affecting Inspector Members directly.

(D) A Section Member may have one (1) representative in the Section where their operations are conducted. Such representatives shall be entitled to the privileges of an Associate Member, except where they qualify for Inspector Member status in conformity with Section 302 of these Bylaws.

(E) National, International and Sustaining Members may have a representative in each Section where their operations are conducted. Such representatives shall be entitled to the privileges of an Associate Member, except where they qualify for Inspector Member status in conformity with Section 302 of these Bylaws.

(F) Inspection Agency Members shall be entitled to one (1) representative in the Section where the agency is located. Such representative shall be entitled to the privileges of an Inspector member classified in Section 302, Paragraph (H) of these Bylaws.

406. Meetings. Each Section shall hold an annual meeting, the time and place to be determined by the Section and approved by the International Board of Directors. All Section meetings shall be conducted in accordance with the "Manual for Preparation and Conduct of Section and Chapter Meetings," as approved by the International Board of Directors. Proxy voting shall be prohibited at Section meetings.

407. Bylaws. Each Section shall adopt Bylaws not inconsistent with the IAEI Articles of Incorporation and Bylaws. Such Bylaws and any amendments thereto shall be subject to approval of the International Board of Directors.

408. Section Districts.

(A) **Minimum Number of Chapters and Identification.** A group of two (2) or more Chapters within a State or Province may be authorized to form a Section District within the territory and under the jurisdiction of an existing Section. A Section District shall be designated as (State or Provincial name) District of (Section name) Section.

(B) **Officers.** The Officers of a District shall be a President, one or more Vice Presidents, a Secretary or Secretary-Treasurer and such other Officers as shall be determined by the Section.

(C) **Section District Board of Directors.** The District shall have a District Board of Directors which shall govern the affairs of the District as provided for in the Section Bylaws.

(D) **Membership.** Membership in a District may be held only by members in good standing of IAEI and is limited to members from the Chapters within the Section District.

(E) **Meetings.** The Officers and Section District Board of Directors shall hold an annual meeting. Membership meetings may be held as needed.

(F) **Scope of Meetings.** Section District meetings shall be limited to the welfare of the members and shall not consist of Code discussion, displays and the like, nor shall they be used as a substitute for Section and/or Chapter meetings.

(G) **Bylaws.** Each District shall adopt Bylaws not inconsistent with the Section Bylaws or the IAEI Articles of Incorporation and Bylaws. Such Bylaws and any amendments thereto shall be subject to approval of the Section Board of Directors and the International Board of Directors.

(H) **Dues.** Additional District assessments may be levied and collected by the District subject to the approval of the District Chapters, Section and the International Board of Directors.

409. Administration.

(A) The affairs of a Section shall be governed by the Section Board of Directors and administered by the Section officers in accordance with Section Bylaws as approved by the International Board of Directors.

(B) It shall be the responsibility of the Section to supervise the activities of all Chapters and Districts under its jurisdiction.

(C) A Section may be subject to dissolution where they fail to comply with any of the following conditions for three (3) consecutive years.

(1) No annual meeting.

(2) Non-submission of reports required by Section 410 of the IAEI Bylaws.

The dissolution of a Section is subject to review by the International Board of Directors, which may recommend such dissolution. In the event of the dissolution of a Section all remaining funds and property in its possession shall revert to the International Board of Directors. The territory of the dissolved Section shall be reassigned by the International Board of Directors.

410. Reports.

(A) Each Section shall submit reports annually to the International Office on forms furnished by the International Office as required by the International Board of Directors. The International Board of Directors shall have the right to audit Section accounts whenever it may be deemed necessary.

(B) Financial reports shall include all income and expenses of the Section annual meeting along with operating expenses to the degree of detail required by the International Board of Directors. Financial reports and tax returns shall be submitted in a timely manner as required by regulation or the International Office.

(C) A report of all actions taken at Section meetings shall be transmitted to the International Office as soon as possible after the close of the meeting.

(D) Section Districts shall submit reports annually to the Section District Chapters, the Section, and the International Office on forms furnished by the International Office and required by the International Board of Directors. The Section or International Board of Directors shall have the right to audit District accounts whenever it may be deemed necessary.

(E) A report of all actions taken at District meetings shall be transmitted to the Section Secretary and the District Chapter Secretaries as soon as possible after the close of the meeting.

500. CHAPTERS.

501. Territory. A Chapter may be formed by ten (10) Inspector Members in good standing residing within a Section. The boundary limits may include any territory within a Section, subject to approval of the Section and the International Board of Directors. A Chapter may be formed by ten (10) Inspector Members in good standing residing outside the territory of a Section, subject to the approval of the International Board of Directors; such Chapter shall report directly to the International Office.

502. Name. Chapter names shall preferably be representative of the geographical location and shall be subject to approval of the Section and the International Board of Directors.

503. Officers. The officers of a Chapter shall be a President, one or more Vice Presidents, a Secretary or Secretary-Treasurer, and such other officers as shall be determined by the Chapter.

504. Membership. Primary Chapter membership shall be in the Chapter where the member

resides, is employed, or as otherwise specified in writing and may be held only by members in good standing of IAEI.

(A) An Inspector Member shall be eligible to hold any office in the Chapter, and shall be eligible to vote on all matters.

(B) An Associate Member shall not be eligible to hold office in the Chapter, unless permitted by the Chapter Bylaws to hold the office of Secretary or Treasurer, but shall have all the other privileges of membership, including the right to vote on matters other than:

- (1)** Election of officers.
- (2)** Code revisions.
- (3)** Suspension of rules.
- (4)** Resolutions.
- (5)** Those affecting Inspector Members directly.

(C) A Senior Member Retired, shall not be eligible to hold office in the Chapter, unless permitted by the Chapter Bylaws to hold the office of Secretary or Treasurer, but shall have all the other privileges of membership, including the right to vote on matters other than:

- (1)** Election of officers.
- (2)** Code revisions.
- (3)** Suspension of rules.
- (4)** Resolutions.
- (5)** Those affecting Inspector Members directly.

(D) A Senior Associate Member shall not be eligible to hold office in the Chapter, unless permitted by the Chapter Bylaws, but shall have all the other privileges of membership, including the right to vote on matters other than:

- (1)** Election of officers.
- (2)** Code revisions.
- (3)** Suspension of rules.
- (4)** Resolutions.
- (5)** Those affecting Inspector Members directly.

505. Dues. Additional dues may be levied and collected by the Chapter, subject to approval of the Section and the International Board of Directors.

506. Meetings. There shall not be less than one Chapter meeting each year. All Chapter meetings shall be conducted in accordance with the "Manual for the Preparation and Conduct of Section and Chapter Meetings," as approved by the International Board of Directors. Proxy voting shall be prohibited at Chapter meetings.

507. Bylaws. Each Chapter shall adopt Bylaws not inconsistent with the Section Bylaws or the IAEI Articles of Incorporation and Bylaws. Such Bylaws and any amendments thereto shall be subject to approval of the Section Board of Directors and the International Board of Directors.

508. Chapter Divisions. A local group of not less than five (5) Inspector Members may be authorized to form a Chapter Division within the territory of and under the jurisdiction of an existing Chapter. A Chapter Division shall be designated as (local name) Division of (Chapter name) Chapter. The provisions of this Article 500 applying to Chapters shall apply to Chapter Divisions. Additional Chapter Division dues may be levied and collected

by the Division, subject to approval of the Chapter and Section and the International Board of Directors.

509. Administration.

- (A) The affairs of a Chapter shall be governed by the Chapter Board of Directors and administered by the Chapter officers in accordance with the Chapter Bylaws as approved by the International Board of Directors.
- (B) It shall be the responsibility of the Chapter to supervise the activities of any Division under its jurisdiction.
- (C) A Chapter or Division may be subject to dissolution where they fail to comply with any of the following conditions for three (3) consecutive years.
 - (1) No annual meeting.
 - (2) Insufficient number of members to meet the minimum requirements specified in Section 501 and 508 of the IAEI Bylaws.
 - (3) Non-submission of reports required by Section 510 of the IAEI Bylaws.

The dissolution of a Division is subject to review by the Chapter Board of Directors, which may recommend such dissolution. In the event of the dissolution of a Division all remaining funds and property in its possession shall revert to the Chapter.

The dissolution of a Chapter is subject to review by the Section Board of Directors, which may recommend such dissolution. In the event of the dissolution of a Chapter all remaining funds and property in its possession shall revert to the Section. The territory of the dissolved Chapter shall be reassigned by the Section Board of Directors.

Action taken to dissolve a Chapter or Division is subject to the approval of the International Board of Directors.

510. Reports.

- (A) Chapters and their Divisions shall submit reports annually to the Section and the International Office on forms furnished by the International Office as required by the Section Board of Directors or the International Board of Directors. The Section or the International Board of Directors shall have the right to audit Chapter and Division accounts whenever it may be deemed necessary.
- (B) A report of all actions taken at Chapter meetings shall be transmitted to the Section Secretary as soon as possible after the close of the meetings.
- (C) Financial reports shall include all income and expenses of the Chapter or Division to the degree of detail required by the International Board of Directors. Financial reports and tax returns shall be submitted in a timely manner as required by regulation or the International Office.

600. PUBLICATIONS

601. IAEI News. A periodical named "IAEI News" may be published from time to time as determined by the International Board of Directors.

602. Proceedings. The Proceedings of the Annual Section Meetings shall be published as directed by the International Board of Directors.

603. Membership Directory. A Membership Directory shall be published as directed by the International Board of Directors. Copies are available upon request and payment of established fee.

604. Other Publications. IAEI may issue other publications when deemed warranted and may distribute same as directed by the International Board of Directors.

605. Advertising.

(A) Advertising may be included in any IAEI publication when considered desirable and in the best interests of IAEI and when approved by the IAEI News Editor.

(B) Advertising shall be permitted in any IAEI publication for electrical materials and devices that have been listed by qualified electrical testing laboratories. All advertising shall be subject to approval by the IAEI News Editor.

700. ELECTRICAL CODE PROCEDURE

701. Procedure for Processing Proposed Changes. In order to obtain IAEI endorsement of proposed changes in the National Electrical Code, or to the Canadian Electrical Code, Part 1, the following procedure shall be followed:

(A) Code proposals from members, Divisions or Chapters shall be approved by the Section and shall be forwarded to the CEO/Executive Director by the Secretary of the Section.

(B) The CEO/Executive Director shall prepare the proposals in the necessary form and forward them to the Codes and Standards Committee of IAEI.

(C) The Codes and Standards Committee shall review all proposals prior to the Annual International Board of Directors Meeting.

(D) Proposals approved by the Codes and Standards Committee shall be forwarded to the proper NFPA Code authorities or to the CSA Canadian Electrical Code, Part 1 authorities, as proposed Code changes endorsed by the IAEI International Office.

(I) Proposals may be referred back to the Section, along with a statement of reason for referral. Proposals rejected by the Codes and Standards Committee shall be presented to the International Board of Directors for consideration, with notice of such action to the Section. Proposals rejected by the International Board of Directors shall be returned to the Section. Proposals approved by the International Board of Directors shall be forwarded to the proper NFPA Code authorities, or to the CSA Canadian Electrical Code, Part 1, authorities, as proposed Code changes endorsed by the IAEI International Office.

800. CERTIFICATION

801. Inspector Certification. IAEI shall establish and administer an electrical inspector certification program to further the professionalism and credibility of electrical inspectors. The program shall be designed to assess the competency of individuals in technical knowledge for the purpose of mandatory or voluntary certification.

802. Program Criteria.

- (A) The testing program shall be designed to:
 - (1) Encourage the greatest possible recognition and reciprocal use of certifications by those agencies employing or otherwise making use of electrical inspectors.
 - (2) Provide valid and reliable measurement tools which can be used by licensing and certifying agencies, thus making the establishment of local certification programs unnecessary.
 - (3) Concentrate on the technical competency of the inspector rather than on code administration.
- (B) The program shall be designed to maintain minimum standards, as determined by IAEI, with respect to the technical knowledge necessary to ensure competency of the electrical inspector in the categories of recognized certification.
- (C) The program must have the flexibility needed to adapt the testing program to all important changes and developments in code enforcement requirements.
- (D) The program must maintain conformity with current standards of fair and objective measurement.

810. Certification Program.

- (A) IAEI shall:
 - (1) Establish an electrical inspector certification program designed to meet all IAEI program objectives and, if deemed necessary, to participate with other national, regional, state or provincial authorities, agencies or groups in established and recognized certification programs.
- (B) Inspector certification modules shall consist of not less than:
 - (1) Electrical Inspector, General
 - (2) Electrical Inspector, One- and Two-Family, and
 - (3) Electrical Inspector, Plan Review

815. Certification Program Administration. IAEI or its designee shall:

- (A) Publish notices in a timely manner of examination dates and locations, along with an application for taking the examination, in one or more of the IAEI publications.
- (B) Issue certificates to those who have met the program requirements including passing the appropriate examination.
- (C) Publish each name and test module passed in one or more IAEI publication.
- (D) Maintain records of those who have passed the appropriate examination.
- (E) Charge such fees as approved by the International Board of Directors from time to time for administration of the program.

820. Recertification Program.

- (A) IAEI shall establish and maintain an inspector re-certification program to effectively measure the level of competency being maintained by those holding IAEI inspector certification(s).
- (B) Renewal of IAEI electrical inspector certification shall be on a three-year cycle, or as the Electrical Code is updated.
- (C) Means of renewal of certification shall be by completing one of the following options:
 - (1) Satisfactorily passing a written examination as approved by the International Board of Directors.
 - (2) Obtaining not less than 2.4 Continuing Education Units (CEUs) or 24 contact hours recognized by the International Board of Directors in electrical related training in the three years, of which 0.8 CEUs or 8 contact hours shall be in electrical code changes.
 - (3) Attending not less than twenty-four contact hours of electrically-related educational program(s) approved by a governmental unit for continuing education in electrical code updates. Proof of governmental review and approval standards must be submitted with proof of attendance.
 - (4) Educational credits as described in (2) and (3) above may be combined.
- (D) Fees will be charged for re-certification or certification renewal as approved by the International Board of Directors.
- (E) Testing shall be required for applicants who have allowed their certification to lapse for more than one year beyond their renewal date.

825. Reciprocity. Where it is determined that other national, regional, state or provincial authorities, agencies or groups have and maintain equivalent certification and/or recertification programs to that established by this program, IAEI may enter into reciprocal agreements with such agencies or groups.

900. NOTICES

901. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any member, Director or committee member of IAEI, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail or other electronic transmission to the extent permitted by the Texas Nonprofit Corporation Act or by mail, postage prepaid, addressed to such member, Director or committee member at such person's address as it appears on the records of IAEI. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or by electronic transmission shall be deemed to be given upon successful transmission of such facsimile or successful delivery of such electronic transmission.

902. Waiver of Notice. Whenever any notice is required to be given to any member, Director or committee member of IAEI under the provisions of any statute, Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

1000. MISCELLANEOUS

- 1001. Loans to Directors Prohibited.** No loans shall be made by IAEI to its Directors. Any Directors voting for or assenting to the making of any loan to a Director, and any officer participating in the making thereof, shall be jointly and severally liable to IAEI for the amount of such loan until repayment thereof.
- 1002. Limitations on Liability and Indemnification.** Limitations on liability and indemnification of officers and Directors of IAEI shall be as provided in IAEI's Articles of Incorporation.
- 1003. Books and Records.** IAEI shall keep at its principal office correct and complete books and records of account, the activities and transactions of IAEI, minutes of the proceedings of the members, the International Board of Directors and any committee of IAEI, and a current list of the members, directors and officers of IAEI and their respective addresses. Any of the books, minutes, and records of IAEI may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 1004. Corporate Seal.** IAEI's seal, if any, shall be in such form as shall be adopted and approved from time to time by the International Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.
- 1005. Gender.** Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.
- 1006. Severability.** If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.
- 1007. Headings.** The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

* * * * *

The undersigned, being the duly elected and qualified International Secretary of IAEI, hereby certifies that the foregoing amended and restated Bylaws of IAEI were duly adopted by the International Board of Directors of the Corporation effective March 31, 2004.

James W. Carpenter, International
Secretary

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Nov 12, 2005 Amendments:

- (1) Added Public Affairs Committee to Section 204(A) as (9)
- (2) Moved Note From Section 405(C) to Section 302(J)
- (3) Added dissolution guidelines to Section 409 and Section 509

Nov 10, 2006 Amendments:

- (1) Reformatted Section 302 (A)
- (2) Added paragraph to Section 302 (A)