

INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS

MICHIGAN CHAPTER WESTERN SECTION BYLAWS

As Adopted: March 11, 2020

ARTICLE ONE - NAME

Section 1. Name. This organization shall be known as the Michigan Chapter, International Association of Electrical Inspectors (IAEI).

ARTICLE TWO - PURPOSES

Section 1. The purpose and objectives of the Chapter shall be to promote within the Chapter the purpose and objectives of the IAEI as set forth in IAEI's Restated and Amended Certificate of Formation. As an affiliate of IAEI, the Chapter is subordinate to IAEI and subject to IAEI's Rules and Policies. The Chapter has no authority to act except as authorized by IAEI and these Bylaws. Upon dissolution, all assets shall be distributed to IAEI.

ARTICLE THREE - NON-PROFIT ORGANIZATION

Section 1. The affairs of the Chapter shall not be conducted for profit.

ARTICLE FOUR - ORGANIZATION

Section 1. The Chapter shall consist of a Board of Directors, an Advisory Committee, and the members as may be authorized by the Restated and Amended Certificate of Formation and Bylaws of the IAEI and these Bylaws.

Section 2. Management. The management and control of the affairs and business of the Chapter shall be vested in the Chapter Board of Directors as provided for herein.

ARTICLE FIVE - MEMBERSHIP AND DUES

Section 1. Territory. Membership in the Chapter shall be limited to those persons who reside or are employed in the State of Michigan, except for additional memberships as provided for in the Bylaws of the IAEI.

Section 2. Applications. Applications for membership shall be submitted to the International Office and may be subject to the approval of the Chapter or Section Board of Directors.

Section 3. Classification. Membership shall be classified as provided in the Restated and Amended Certificate of Formation and Section 2.1 Bylaws of the IAEI.

Section 4. Dues and Initiation Fees. There shall be no initiation fee for any class of membership. Dues shall be prescribed in the Bylaws of the IAEI and in the IAEI Membership Policy. Dues or assessments in addition to those levied by the IAEI and the Chapter may be levied upon approval of the Chapter Board of Directors, the Section Board of Directors, and the IAEI Board of Directors.

Section 5. Removal. Any member may be removed from IAEI and Chapter membership by the two-thirds (2/3rds) vote of the IAEI's Board of Directors only for cause, which is defined as a willful action or conduct detrimental to the interests of the IAEI, or to its programs, policies, objectives or the harmonious relationship of its members, as determined by the IAEI's Board of Directors.

Section 6. Honorary Membership.

- a. Honorary Membership may be conferred by the Chapter upon members who have performed such meritorious service as the Chapter wishes to recognize. A Chapter Honorary Member shall pay no dues; the Chapter shall assume liability for payment to the IAEI's Office unless the member is also accorded IAEI's Honorary Membership.
- b. Honorary membership may be awarded posthumously. Membership dues are not applicable to Honorary members granted posthumously.
- c. Proposals for Chapter Honorary Membership shall be submitted in writing to the Chapter Secretary or Secretary/Treasurer and shall state the basis for proposing this honor. The proposal shall be reviewed by the Chapter Board of Directors; upon endorsement of two thirds (2/3rds) of the Board of Directors, the proposal shall be submitted to the Chapter membership for final approval at any regular or special meeting.

ARTICLE SIX – BOARD OF DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board of Directors shall consist of the President, Vice President(s), Secretary, Treasurer, and nine (9) Members who are elected to the Board. One (1) member of the board of directors shall be elected as the Western Section Representative. The Immediate Past President, at their option, may serve as an ex-officio member of the board of directors with full voting privileges. The positions of Secretary and Treasurer may be held by one individual or by separate individuals. However, no one individual shall have more than one vote. At all times, the Board of Directors must have at least three (3) members.

- a. Six (6) Chapter Board of Director position(s) must be filled by an Enforcer, as defined in IAEI's definition of Enforcer.

Section 2. Officers. The officers of the Chapter shall consist of a President, 1st, 2nd, 3rd, Vice President(s), a Secretary, and a Treasurer. All (but the Secretary or Secretary/Treasurer) shall serve without pay.

Section 3. Eligibility. The eligibility of Board of Director members and officers shall be established as follows:

- a. Any member in good standing shall be eligible to be elected to the Chapter Board of Directors.
- b. Only Members, as defined in Section 2.1 of the IAEI Bylaws, in good standing, shall be eligible to be elected as officers and Directors. Student members are not eligible to serve on the Board of Directors or as an Advisory Committee member.

Section 4. Duties. The Board of Directors shall have general charge of the affairs of the Chapter, including the authority to direct expenditures and audit the accounts of the Treasurer, as provided for herein.

Should any emergency arise in the carrying out of these Bylaws where a strict compliance with the letter of the

same cannot be obtained or where other sections of the Bylaws do not provide a means for meeting the emergency, the Board of Directors may take whatever action it may deem advisable for the good of the Chapter, but such action shall be consistent with the spirit of these Bylaws and shall be submitted for approval at the next meeting of the Chapter.

The duties of all officers shall be such as usually customary for their offices as described in the Chapter's Policy Manual, or as may be assigned by the Board of Directors.

The Secretary or Secretary/Treasurer shall keep the records of the Chapter and the Board of Directors. The Secretary, Secretary/Treasurer or Treasurer may be authorized to expend the funds only as authorized by the Board of Directors. All accounts shall be audited, at Chapter expense if any is incurred, at the close of each fiscal year, and the audit shall be submitted to the International Board of Directors and shall be made available to the members of the Chapter at the next Chapter member Meeting.

Section 5. Terms of Office. Members of the Board of Directors and the officers shall be elected and hold office for two (2) years or until their successors are elected and installed commencing at the annual meeting when elected.

Section 6. Vacancies. In the event of the death, resignation or inability to act of any members of the Board of Directors or officer, or when such member becomes ineligible for membership in the membership class occupied when elected, the term of office automatically ceases and it shall be the duty of the President, subject to approval by the Board of Directors, to appoint a member to serve the unexpired term. A vacancy in the office of President shall be filled by the Board of Directors. All replacements must meet the same requirements for office as the original office holder. This appointment shall extend only to the current term of office.

Section 7. Resignation. Any Director or Advisory Committee member may resign at any time. The resignation shall be made in writing and be delivered to any of the following: The Board of Directors, the President, or the Secretary or Secretary/Treasurer. The resignation shall take effect at the time specified therein or, if not time is specified therein, at that time of its receipt by any of the proper recipients stated above. No acceptance of a resignation shall be necessary to make it effective.

Section 8. Removal. Any Director or Advisory Committee member may be removed, either for or without cause, by a two-thirds (2/3) vote of the Board of Directors, at any regular or special meeting of the Board of Directors. The affected individual shall have the right to be heard at the meeting where the voting for removal is to take place. Further, any Director or Advisory Committee member who has an unexcused absence from three consecutive, regularly scheduled meetings of the Board of Directors will be automatically terminated from the Board of Directors. The President will notify such a Director or Advisory Committee member of their termination within thirty-days of the third missed meeting. When a Board action regarding the removal of a Director or Advisory Committee member is to take place, the required notice must be given in advance of the meeting and included in the agenda.

ARTICLE SEVEN - ELECTIONS

Section 1. Time. The election of members of the Board of Directors, officers, and Advisory Committee shall take place bi-annually at the Annual Meeting of Members.

Section 2. Nominations. Prior to the Annual Meeting, the President shall appoint a Nominating Committee of five (5) Members who shall nominate candidates for all offices, Advisory Committee positions, and members of the Board of Directors. The Nominating Committee shall submit its report to the membership in the last business session of the Annual Meeting.

Not less than five (5) Members in good standing may nominate a candidate for any of the offices to be filled, provided such nominations shall be in writing, bear the signatures of the members so nominating, and be placed in the hands of the Chapter Secretary or Secretary/Treasurer at least ten (10) calendar days prior to the election at the Annual Meeting of Members.

Section 3. Election Procedure. The names of all properly proposed candidates shall be submitted to the members for election by ballot. Any member shall be elected who shall receive a majority of the votes cast; provided, however, that when there is only one candidate for an office, an election may be declared by the unanimous consent of those members in attendance who are eligible to vote.

Section 4. Voting. Only Members in good standing shall be eligible to vote for candidates for office. Student members are not eligible to vote.

ARTICLE EIGHT - MEETINGS

Section 1. Board of Directors Meetings. Meetings of the Board of Directors are to be held as follows:

- a. Meetings of the Board of Directors shall be held prior to all Education Seminars.
- b. A meeting of the Board of Directors shall be held each year.
- c. Special meetings of the Board of Directors may be called by the President or upon written request of a majority of the members of the Board of Directors, upon not less than ten (10) nor more than sixty (60) days' notice to each Director, either personally, by hand delivery, by mail, by facsimile transmission, or by electronic mail transmission. The time, day, place, and purpose for which the special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.
- d. The dates and location of all Board of Directors meetings shall be determined by the President and the Secretary or Secretary/Treasurer. Due notice of meetings shall be sent to all members by the Secretary or Secretary/Treasurer.
- e. The President, or in the event of the President's absence the ranking Vice President, shall preside at meetings of the Board of Directors.
- f. At all meetings of the Board of Directors, the presence of a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the incorporation documents filed with the Secretary of State or by these Bylaws. The act of a majority of the Directors present in person 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 law, by the chapter documents filed with the Secretary of State or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board of Directors. If a quorum is not present at the beginning of any meeting of the Directors, the Directors present 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.

- g. **Written Consent of Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Directors or all of the members of the committee, as the case may be. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document.
- h. **Electronic Meetings.** Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members, members of the Board of Directors or members of any committee designated by such Board of Directors may, unless otherwise restricted by statute, by the Chapter documents filed with the Secretary of State, by the International Bylaws, or by these Bylaws participate in and hold any meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to hear and communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 1 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.

Section 2. Chapter Meetings. Meetings of the Chapter are to be held as follows:

- a. Three Meeting/Education Seminars per year.
- b. Other regular or special meetings may be called by the President or upon the written application of six (6) Members of the Chapter. Due notice of meetings shall be sent to all Chapter Members by the Secretary.
- c. Meetings shall be conducted in accordance with the procedures prescribed by the Bylaws of the IAEI.
- d. The President, or in the event of the President's absence, the ranking Vice President, shall preside at Chapter Meetings.
- e. **Quorum and Manner of Acting.** The presence, at Chapter Members' meeting, of at least five percent (5%) of the voting Members shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 3. Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the Members, including the election of Officers, Directors, and Advisory Committee members, may be taken without a meeting if the Chapter delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by the Chapter must equal or exceed the quorum that would have been required had there been a meeting (i.e., the Chapter must have received a valid ballot from five percent (5%) or more of its voting members.)
- c. Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written ballots shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Chapter in order to be counted.
- e. To the fullest extent allowed by law, the election process may be completed by written ballots delivered to members and received from members by electronic mail or by internet or other electronic-communications-based protocol as determined by the Board of Directors.

ARTICLE NINE- COMMITTEES

Section 1. Designation. The Chapter shall have the following Standing Committees: Audit Committee, Budget Committee, Governance Committee, Advisory Committee, Education Committee, Membership Committee, Meeting Location Committee, Inspectors' School Committee, and Website Committee.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish or discontinue any other committees. The Board of Directors may establish the number of persons on such boards or committees. The designation of such advisory boards or committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board or such Director by law. Each Standing Committee shall be chaired by a Director. No committee shall have the authority of the Members or Board of Directors to:

- (a) Amend the Certificate of Formation;
- (b) Adopt a plan of merger or a plan of consolidation with another Chapter;
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Chapter;
- (d) Authorize the voluntary dissolution of the Chapter;
- (e) Revoke proceedings for the voluntary dissolution of the Chapter;
- (f) Adopt a plan for the distribution of the assets of the Chapter;
- (g) Amend, alter, or repeal the Bylaws;
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Chapter;

- (i) Approve any transaction to which the Chapter is a party, and that involves a potential conflict of interest; and
- (j) Take any action outside the scope of authority delegated to it by the Members or Board of Directors.

Section 2. Members of Committees. Except as required by resolution or these bylaws, committee members are not required to be Directors or members of the Chapter. The President shall appoint one or more members to Committees with the approval of the Board of Directors. Any Committee member may be removed by the Board of Directors whenever in the Board of Director's judgment, the best interests of the Chapter shall be served by such removal. Any person who is a member of any committee shall be entitled to vote on committee actions.

- a. Advisory Committee. The Advisory Committee shall consist of twelve (12) members in good standing. A minimum of eight (8) of the twelve (12) Advisory Committee members shall be from the Enforcer Category. These members meet with the Board of Directors but serve in an advisory capacity and are not permitted to vote as Board of Directors Members.

Section 3. Term of Office. Each member of a Standing Committee shall continue as such until the end of the President's term of office and until such member's successor is appointed, unless the Standing Committee is sooner terminated, or unless such member is removed from such committee or shall cease to qualify as a member thereof.

Section 4. Chair. Unless otherwise designated by these Bylaws, one or more members of each committee shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members under Section 2. above.

Section 5. Vacancies. Vacancies in the membership of any Standing Committee may be filled by the remaining members of such Standing Committee with the approval of the Board of Directors.

Section 6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. Any such adopted rules shall be subject to alteration by the Board of Directors whenever in the Board of Director's judgment, the best interests of the Chapter shall be served by such alteration. Each committee shall keep minutes of proceedings and provide the same to the Chapter's Secretary or Secretary/Treasurer.

Section 8. Non-Standing Committees. The Non-Standing Committees of the Chapter shall be established by the President with approval of the Board of Directors.

- a. Term of Appointment. Non-Standing Committees shall be appointed by the Chapter President to serve from the time of their appointment until the close of the President's term of office.

Section 9. Committee Scopes. The scopes of the Non-Standing Committees shall be as approved by the Board of Directors.

Section 10. Special Committees. Special committees may be appointed by the Chapter President for a specific purpose as authorized by the Board of Directors. Special committees shall continue at the discretion of the Board of Directors until a final report is rendered.

ARTICLE TEN - FISCAL YEAR

Section 1. The fiscal year of the Chapter shall be the calendar year January 1 through December 31.

ARTICLE ELEVEN - RULES OF ORDER

Section 1. The latest edition of Robert's Rules of Order shall govern the transaction of all business unless otherwise provided in these Bylaws. The Board of Directors may modify Robert's Rules of Order to suit a specific meeting if they are impractical for the type of meeting being held. The Board of Directors may also retroactively approve inadvertent deviations from Robert's Rules of Order.

ARTICLE TWELVE - AMENDMENT OF BYLAWS

Section 1. Proposed amendments to these Bylaws shall be approved by the Chapter Board of Directors by two-thirds (2/3rds) of the votes cast by Board members at any meeting of the Board of Directors or by two-thirds (2/3rds) of the votes of all the Members of the Board of Directors in the event of a mail ballot. Notice of proposed amendments shall be forwarded to each Member of the Board of Directors at least twenty (20) days prior to the date of the meeting or the indicated date upon which a mail ballot is due.

Section 2. Amendments approved by the Board of Directors shall become effective after approval by a two-thirds (2/3rds) vote of the Members voting at a Chapter meeting, or by two-thirds (2/3rds) of the votes cast by Members in the event of a mail ballot, and after final approval by the IAEI Board of Directors. Notice of proposed amendments shall be forwarded to each Member at least twenty (20) days prior to the date of the meeting or the indicated date upon which a mail ballot is due.

Section 3. The provisions of the Bylaws of the Chapter in force immediately prior to the approval of the amended Bylaws shall be superseded thereby.

Note: The word "President" used in this document refers to a title and is to be interpreted as meaning both genders.

ARTICLE THIRTEEN - NOTICES

Section 1. Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, or member of a committee of the Chapter may be given in any manner allowed by the state's Nonprofit Corporation Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the IAEI, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the IAEI. Without a preference designation, the person serving the notice shall give notice by mail.

Section 2. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be

deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Section 3. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE FOURTEEN - MISCELLANEOUS PROVISIONS

Section 1. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the state of incorporation. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. Interpretation. The IAEI Board of Directors shall be the final authority on interpreting these Bylaws.

Section 3. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 4. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Section 5. Power of Attorney. A person may execute any instrument related to the Chapter by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the IAEI to be kept with the Chapter records.

Section 6. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees, and agents of the IAEI, the Chapter and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

Michigan Chapter Bylaws

Updated model bylaws: 2020

Sent to Board and Membership on February 20, 2020

Approved by the Chapter Board of Directors on March 11, 2020

Approved by the membership at Chapter Meeting March 13, 2020

Sent to the IAEI March 19, 2020

Recorded - IAEI Michigan Chapter Bylaws March 19, 2020 - JV