

**RESTATED AND AMENDED BYLAWS
OF
INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS
(A NONPROFIT CORPORATION)**

**ARTICLE ONE
NAME, PURPOSES, POWERS AND OFFICES**

Section 1.1. Name. The name of this corporation is INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS (the "Corporation").

Section 1.2. Purposes. The purpose for which the Corporation is organized is as set forth in its Restated and Amended Certificate of Formation.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code (the "BOC"); provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from Federal income tax as an organization described in Section 501(c)(6) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places within or outside the State of Texas as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

**ARTICLE TWO
MEMBERS, SECTIONS, CHAPTERS AND DIVISIONS**

Section 2.1. Members. The Corporation shall have members in differing classes with rights, duties and responsibilities. The Corporation shall have five classes of individual memberships and additional corporate memberships that will include individual members. Individual member classes are (1) professional member, (2) senior professional member, (3) young professional member, (4) student member, and (5) honorary member. Within each class, the Board of Directors may create levels of members within a class. Any person, firm, group, association or corporation interested in the objects of Corporation shall be eligible to become members. The Board of Directors may define additional qualifications for each class, such as the age limits for the senior professional member and the young professional member. Each member who meets the qualifications for a class and pays the dues for their class shall become a member. Except for student members, each individual member and each individual that is part of a group membership shall be entitled to vote on matters submitted to the members. Members shall pay dues as set by the Board of Directors. The members shall have a term that matches the dues requirements for their class. Only members who are current on their dues shall be entitled to a vote. At the time of adoption of these Bylaws, the Corporation will have differing classes of individual members and group members. The Board of Directors shall adopt a plan to incorporate all existing members into the new membership classes as soon as practical. The Corporation shall track the category of each member. Members shall be of the enforcer category or of the non-enforcer category. These two categories shall be defined in the Operating Rules of the Corporation. This tracking is for the purposes of representing the Corporation on technical or other

panels when an outside agency requires the Corporation to be represented by an individual from the enforcer category, or in order to fill the seats on the International Board of Directors as per Section 3.2. A member's category designation shall not affect their membership in any way other than as described herein.

Section 2.2. Annual Business Meetings. An annual business meeting of the membership shall be held each year, at such time and place as shall be determined by the Board of Directors of the Corporation and communicated to the Corporation's members. The annual member meeting shall be set within thirty (30) days after the last Section meeting and before the annual meeting of the Board of Directors. At such annual business meeting, the voting members shall receive updates on the Corporation's activities and transact such business as shall be included in the notice and agenda for the meeting. Written notice of the place, date and time of each annual business meeting of membership shall be delivered not less than thirty (30) nor more than sixty (60) days before the date of such meeting, either personally, by hand delivery, by mail, by facsimile transmission or by email to the Corporation's members, at such members' address as it appears on the books of the Corporation at the time such notice is given. The annual business meeting of the membership described in this section shall not take the place of any Section, Chapter, or Division meeting.

Section 2.3. Special Meetings. Special meetings of the membership may be called by the Chairman of the Board of Directors, by majority of the Board of Directors, or upon request of ten percent (10%) of the voting members. Written notice of the place, date, time and purpose of each special meeting of the membership shall be given to the Corporation's members not less than seven (7) nor more than sixty (60) days prior to the date thereof. No business shall be transacted at a special meeting of the membership except as stated in the notice of such meeting.

Section 2.4. Place of Meetings. Meetings of the membership shall be held at such places as may from time to time be determined by the Board of Directors or as may be specified in the respective notices or waivers of notice thereof.

Section 2.5. Record Date. Only those individuals who are members of the Corporation at least thirty (30) days immediately prior to the day upon which the Corporation transmits notice of any meeting to its members shall be entitled to receive notice of such meeting.

Section 2.6. Quorum and Manner of Acting. The presence, at Corporation's Members' meeting, of at least two percent (2%) 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 2.7. Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the members, including the election of officers and Directors, may be taken without a meeting if the Corporation 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 Corporation must equal or exceed the quorum that would have been required had there been a meeting (i.e., the Corporation must have received a valid ballot from two percent (2%) 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 Corporation 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 an internet or other electronic-communications-based protocol as determined by the Board of Directors.

Section 2.8. Dues. Annual membership dues, if any, shall be in an amount set by the Board of Directors. Notification of upcoming annual dues shall be sent to members at least thirty (30) days prior to the expiration of their membership and dues must be paid by their renewal date. If dues are assessed, failure to pay dues by the renewal date shall be cause for automatic removal from membership.

Section 2.9. Removal. Any member may be removed from membership by the two-thirds (2/3) vote of the Board of Directors only for cause, which is defined as a willful action or conduct detrimental to the interests of the Corporation, or to its programs, policies, objectives or the harmonious relationship of its members, as determined by the Board of Directors.

Section 2.10. Sections. The Board of Directors shall divide the territory of the United States, Canada and any other country or parts of said country into Sections. The Corporation shall have jurisdiction over Sections. Each Section must adopt governing documents published and approved by the Corporation. All changes, deletions and amendments to Section governing documents must be approved by the Board of Directors before they become effective. All Members of the Corporation will automatically become members of the Section where they are located. Each Section shall provide reports to the Corporation in the form required by the Corporation by the due date set by the Board of Directors. A Section shall not have any members other than Corporation's Members.

Section 2.11. Chapters. The Board of Directors may authorize the creation of a Chapter upon presentation of an application signed by at least ten (10) Members that are located in the same proximate location. The Corporation shall have jurisdiction over Chapters. Each Chapter must adopt governing documents published and approved by the Corporation. All changes, deletions and amendment to Chapter governing documents must be approved by the Board of Directors before they become effective. All Members of the Corporation will automatically become members of the Chapter or Division depending on their physical address. Members may elect to change to a different

Division of Chapter by notifying the Corporation of the change. Each Chapter shall provide reports to their Section in the form required by the Corporation by the due date set by the Board of Directors. A Chapter shall not have any members other than Corporation's Members.

Section 2.12. Divisions. The Board of Directors may authorize the creation of a Division upon presentation of an application signed by at least ten (10) Members that are located in the same proximate location. The Corporation shall have jurisdiction over Divisions. Each Division must adopt governing documents published and approved by the Corporation. All changes, deletions and amendment to Divisions governing documents must be approved by Board of Directors before they become effective. All Members of the Corporation will automatically become members of the Division or Chapter depending on their physical address. Members may elect to change to a different Division of a Chapter by notifying the Corporation of the change. Each Division shall provide reports to their Chapter in the form required by the Corporation by the due date set by the Board of Directors. A Division shall not have any members other than Corporation's Members.

ARTICLE THREE BOARD OF DIRECTORS

Section 3.1. General Powers; Delegation; Board Officers. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, by the Certificate of Formation or by these Bylaws. In fulfillment of these responsibilities, the Board of Directors is to communicate and make periodic reports to the members concerning the activities of the Corporation. The Board of Directors shall have jurisdiction over all Sections, Chapters, Divisions, and members. At the meeting after the member annual meeting, the Board of Directors shall elect from its members its officers of Chair, Vice-Chair, and Recording Secretary. The Board officers are distinct from Officers described in Article Seven and shall exist solely to serve the needs of the Board of Directors. Board officers shall serve for one (1) year, with no limit on the number of consecutive terms while they serve as a Director.

Section 3.2. Number of Directors.

- a. *Section Directors*. Each Section shall be represented on the Board of Directors by a representative who shall be elected by the Section from its members of the enforcer category. Section Secretaries are eligible to run for this position.
 - a. *Alternate Directors*. Each Section shall elect an alternate for its elected Director. While serving in place of a Director, Alternates shall exercise the full privileges of that Director. The individual Sections shall determine how the Alternates are elected.
- b. *Other Directors, Enforcer Category*. The members shall elect two (2) at-large Directors from among the entire membership. These Directors shall be members of the enforcer category. Section Secretaries are eligible to run for this position.

- c. *Other Directors.* The members shall elect two (2) at-large Directors from among the entire membership. These Directors shall not be members of the enforcer category. Section Secretaries are eligible to run for this position.
- d. *Other Directors, Expertise.* The members shall elect three (3) at-large Directors selected for their expertise as per Section 3.4(b). These Directors may be members or non-members of the Corporation. These Directors may be of the enforcer category or not. Section Secretaries are eligible to run for this position. If a candidate(s) cannot be located to fulfill the requirements of Section 3.4(b) than any member of the Corporation is eligible to run for this position, subject to the rules within these Bylaws.
- e. *Secretary Directors.* The Section Secretaries shall be represented on the Board of Directors by two (2) representatives. These Directors shall be elected by the Section Secretaries from among the sitting Section Secretaries.
- f. *Minimum Directors.* The number of Directors shall never be decreased to less than three (3) and that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Neither ex-officio members nor alternates are included in the count for minimum directors. The Board of Directors shall at all times consist of a majority comprised of enforcer-category members.
- g. *Ex-Officio Members.* The following individual shall be an ex-officio member of the Board of Directors:
 - a. President/CEO. The President/CEO shall be an ex-officio member of the Board of Directors without voting privileges.
- h. *More Than One Director Position.* No individual shall be permitted to hold more than one position on the Board of Directors.
- i. *Special Transition Rules.* Beginning with the transitional Board of Directors which shall be selected during the 2019 Annual Board Meeting and constitute the 2020 Board of Directors, all six Section Secretaries shall serve on the Board of Directors and there shall only be one (1) Director elected as per Section 3.2(c) and zero (0) Directors elected as per Section 3.2(d). At each Annual Board Meeting after 2019, one Section Secretary will be replaced by a Director elected by the membership as per Section 3.2(c) in the first year and as per Section 3.2(d) in subsequent years. The Section Secretaries shall select the Section Secretary to be replaced. Each year the number of Section Secretaries shall be reduced by one until only two (2) Secretaries remain on the Board of Directors by virtue of their office and selection by all Section Secretaries as per Section 3.2(e). During this transition period, each Section Secretary shall serve a one-year term. After the transition period, the Secretaries selected to serve as Director shall serve a three-year (3) term that is staggered so that no more than one Section Secretary is elected by the Section Secretaries annually.

Section 3.3. Term of Directors. Directors shall hold office for a three-year term and until their successors are chosen and qualified, or until their respective earlier deaths, resignations, retirements, disqualification or removals from office. No Director may serve more than six (6) consecutive, complete years on the Board of Directors. The Section Secretaries may not select a Section Secretary to serve on the Board if the Secretary will exceed this term limit during their elected tenure on Board. After an individual has not served for at least 12 consecutive months, that individual is again eligible to serve as a Director, restarting a new six year term limit.

- a. *Special Transition Rules.* A Director who is selected for a one-year term during the transitional period shall be eligible to be subsequently elected to two (2) full three-year terms of office. A Director who is selected for a two-year term during the transitional period shall be eligible to be subsequently elected to two (2) full three-year terms of office. A Director who is selected for a three-year term during the transitional period shall be eligible to be subsequently elected to one (1) full three-year term of office. This rule expires December 31, 2027.

Section 3.4. Qualifications and Elections of Directors.

- a. *Qualifications.* Only Members who are in good standing are eligible to serve as a Director. Each Director must reside within the Section that they represent.

- b. *Nominating Committee.* The Nominating Committee's purpose is to receive nominations for each open Director position, qualify the nominees, and verify the willingness of such nominee to serve as a Director. The Nominating Committee shall have six members who shall be nominated by the Chair and appointed by the Board of Directors, one from each Section. The Nominating Committee shall recommend at least one nominee for each open position. The Chair of the Nominating Committee shall be named by the Chairman of the Board from those affirmed by the Board of Directors. The members of the committee shall serve a one-year term, subject to re-nomination by the Chair and re-selection by the Board of Directors. The Nominating Committee shall give preference to nominees for the at-large positions described in Section 3.2(d) to the following disciplines: legal matters, financial matters, nonprofit governance matters, adult education and training matters, or other disciplines as the Corporation may need to best serve the Corporation. If nominees with the desired expertise cannot be located, then any member of the Corporation is eligible to be nominated, subject to the rules within these Bylaws.

Section 3.5. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any Director shall be filled by that Director's Section if the Director is a Section representative. If the vacancy occurs in the office of Chairman, Vice-Chair, or Recording Secretary, the remaining members of the Board of Directors shall elect a replacement to fill those offices. Any Director elected or appointed to fill a vacancy shall hold office for the unexpired term for his or her predecessor in office, or until such Director's earlier death, resignation, retirement, disqualification or removal from office. Any Director elected or appointed to fill a vacancy shall be eligible to be subsequently elected to two (2) full three-year terms of office.

Section 3.6. Resignation. Any Director may resign at any time. The resignation shall be made in writing and it should be delivered to any of the following: the Board of Directors, to the Chairman, or to the Recording Secretary. 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 3.7. Removal. Any Director 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 called expressly for that purpose. The affected individual shall have the right to be heard at the meeting called expressly for the purpose of voting for removal. Further, any Director 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 Chairman will notify such a Director of their termination within thirty-days of the third missed meeting

Section 3.8. Place of Meeting. Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.9. Annual Meetings.

a. *In General*. An annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held each year following the annual meeting of the membership. At such annual meeting, the Directors shall transact any and all business as may properly come before the meeting. Newly-elected Directors shall assume the office at the conclusion of the Corporation's member annual meeting. They shall begin performance of their duties immediately following annual meeting of the membership.

b. *Presiding Party*. In the event the Chairman is unable to preside as Chairman, or in the event of the Chairman's absence, the Vice- Chairman shall preside.

Section 3.10. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board of Directors and communicated by written notice to all Directors. Except as otherwise provided by law, the Restated and Amended Certificate of Formation or these Bylaws, any and all business may be transacted at any regular meeting.

Section 3.11. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or upon written request of a majority of the members of the Board of Directors, upon not less than three (3) 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.

Section 3.12. Quorum and Manner of Acting. 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 Certificate of Formation 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 Certificate of Formation 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 shall not be present at 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.

Section 3.13. Voting Privileges of Directors and Proxy.

- a. Each elected Director and Section Secretary shall be entitled to one vote.
- b. In the event of the absence of a Section representative Director or Section Secretary and an alternate exists from that Section to serve, the Section Representative may execute a proxy in favor of another representative of his Section. The proxy shall be executed in writing and delivered to the Chairman prior to the opening of the Board of Directors meeting.
- c. If a Section Director is elected to serve as Chairman, he may execute a proxy in favor of another representative of his Section. The proxy shall be executed in writing and delivered to the Chairman after such election.
- d. If the Secretary of a Section is unable to attend a Board of Directors meeting, the Secretary may execute a proxy in favor of another Section Secretary. The proxy shall be executed in writing and delivered to the Chairman prior to the opening of the Board of Directors meeting.
- e. The Chairman is entitled to vote only in the event of a tie ballot.
- f. 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 Certificate of Formation, 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.
- g. 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.

Section 3.14. 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.

Section 3.15. Electronic Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, 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 Certificate of Formation 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 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 3.12 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 3.16. Balance and Equity. The Board of Directors shall take no action nor render any decision that would favor the interest of one Section, Chapter, or Division over another.

Section 3.17. Designating Ex-officio Members. The Board of Directors shall have authority to designate representatives as ex-officio Members of Corporation.

Section 3.18. Compensation. Directors shall not receive any compensation for their services as Directors or as members of standing or special committee of the Board of Directors. Notwithstanding the foregoing, Directors may receive reimbursement for expenses in accordance with the provisions of these Bylaws and may receive compensation for serving the Corporation in any other capacity.

ARTICLE FOUR COMMITTEES

Section 4.1. Designation. The Corporation shall have the following Standing Committees: Executive Committee, Governance Committee, Nomination Committee, Finance Committee and Audit 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 committees. The designation of such committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors or such Director by law. Each Standing Committee shall be chaired by a Director.

Section 4.2. Members of Committees. Except as required by resolution or these bylaws, committee members are not required to be Directors or members of the Corporation. The Board of Directors shall appoint one or more members to Standing Committees. Additional members may be added by the Standing Committees with the approval of the Board of Directors. Any Standing Committee member may be removed by the Board of Directors whenever in the Board of Directors' judgment the best interests of the Corporation shall be served by such removal. The President/CEO shall appoint the members to all non-Standing Committees. Any person who is a member of any committee shall be entitled to vote on committee actions.

Section 4.3. Term of Office. Each member of a Standing Committee shall continue as such until the next annual meeting of the Directors of the Corporation 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 4.4. Chairman. Unless otherwise designated by these Bylaws, one or more members of each committee shall be appointed chairman, or co-chairman, by the person or persons authorized to appoint the members under Section 4.2.

Section 4.5. 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 4.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole 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 committee.

Section 4.7. 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 Corporation shall be served by such alteration. Each committee shall keep minutes of proceedings and provide same to the Corporation's Secretary.

Section 4.8. Funds. Any designated or otherwise restricted funds for use by or for any committee for activities or programs of such committee shall belong to the Corporation and be subject to the oversight and control of the Corporation. The expenditure of any designated or restricted funds shall require approval of the Board of Directors of the Corporation.

Section 4.9. Executive Committee. The Executive Committee shall consist of the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Recording Secretary of the Board of Directors, and four other Directors elected by the Board of Directors from nominations submitted by the Chair. The Executive Committee shall include at least one representative from each Section. The President\CEO shall be a non-voting member. The Executive Committee shall have the authority to act on behalf of the Corporation as delegated by the Board of Directors on matters that require action of the Board of Directors between Regular Meetings of the Board of Directors. The Chairman of the Board of Directors shall act as chairperson of the Executive Committee. Four voting members of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be approved by vote of at least four members of the Executive Committee.

Section 4.10. Governance Committee. The purpose of the Governance Committee is to assist the Board of Directors by keeping the Board of Directors informed of current best practices in corporate governance, reviewing corporate governance trends for their applicability to the Corporation, and updating the Corporation's governance principles and governance practices. The Committee shall be composed of at least 3 members, nominated by the Chair, and confirmed by the Board of Directors. The members of the committee shall serve a two-year term, subject to re-

nomination by the Chairman. The chairman of the committee shall be named by the Chairman of the Board of Directors from those affirmed by the Board of Directors.

Section 4.11. Finance Committee. The primary purpose of the Finance Committee is to provide financial oversight for the Corporation. The Finance Committee shall be composed of at least three Directors. The President/CEO shall be an ex-officio, nonvoting member of the committee. The members of the Finance Committee shall be nominated by the Chairman and confirmed by the Board of Directors. The members of the committee shall serve a one-year term, subject to re-nomination by the Chairman of the Board of Directors. The chairman of the committee shall be named by the Chairman of the Board of Directors from those affirmed by the Board of Directors.

Section 4.12. Audit Committee. The Audit Committee exists to assure to the Board of Directors that proper financial management is in place. The Committee shall have the authority to hire, dismiss, evaluate, and interact with the independent auditors and counsel regarding financial issues brought to the committee's attention. The Audit Committee shall be composed of at least three members of the Board of Directors who are independent from all employees and contractors of the Corporation. The members of the Audit Committee shall be nominated by the Chairman of the Board of Directors and affirmed by the Board of Directors. The members of the committee shall serve a one-year term, subject to re-nomination by the Chairman of the Board of Directors. The chair of the committee shall be named by the Chairman of the Board of Directors from those affirmed by the Board of Directors.

ARTICLE FIVE ACTION BY WRITTEN CONSENT

Section 5.1. Action may be taken by use of signed written consents by the number of members, Directors, officers or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date and signature of each person signing it. A consent signed by less than all of the Directors, officers, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery may be made by hand, by certified or registered mail, return receipt requested, by facsimile or by electronic mail (e-mail). The delivery may be made to the Corporation's registered office, registered agent, principal place of business, officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the Chairman or President/CEO.

Section 5.2. The Corporation will give prompt notice of the action taken to persons who do not sign the consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

Section 5.3. Any photographic, scanned, or similarly reliable reproduction of a consent in writing signed by a Director, officer, or committee member may be substituted or used instead of the original writing for any purpose for which the original writing could be used, if the reproduction is a complete reproduction of the entire original writing.

ARTICLE SIX NOTICES

Section 6.1. Manner of Giving Notice. Whenever, under the provisions of any law, the Certificate of Formation or these Bylaws, notice is required to be given to any member, Director, or committee member of the Corporation, 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 transmission, 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 the Corporation. 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 transmission shall be deemed to be delivered upon successful transmission or electronic mail transmission of such facsimile or electronic mail.

Section 6.2. Waiver of Notice. Whenever any notice is required to be given to any member, Director, or committee member of the Corporation under the provisions of any law, the Certificate of Formation 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.

ARTICLE SEVEN CORPORATE OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 7.1. Corporate Officers. Article 7 applies only to Corporate officers and does not apply to Board officers described in Article 3. The Corporate officers shall include a President/CEO and a Secretary. These officers shall have such duties as are described in these Bylaws and/or those duties assigned by the Board of Directors from time to time.

Section 7.2. Appointment. The Board of Directors shall nominate candidates for each officer position. The Board of Directors may create and appoint any additional such officers deemed necessary by the Board of Directors to carry out the exempt purposes of the Corporation.

Section 7.3. Two or More Offices. Any two (2) or more Corporate offices may be held by the same person, except that the President/CEO and Secretary shall not be the same person.

Section 7.4. Compensation. The compensation, if any, of all Corporate officers of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors shall delegate to a President/CEO the authority to fix the compensation of any or all of the other employees and agents of the Corporation. Any officer, employee or agent of the Corporation (including an officer, employee or agent who is a "disqualified person" with respect to the Corporation within the meaning of Section 4946 of the Internal Revenue Code and the regulations promulgated thereunder) shall be entitled to compensation and reimbursement of reasonable expenses (including reasonable advances for expenses anticipated in the immediate future) for the performance of "personal services" as defined in the Treasury Regulation Section 51.4942(d)-3(c) which are reasonable and necessary to

carry out the exempt purposes of the Corporation, provided that such compensation and reimbursement of reasonable expenses shall not be excessive.

Section 7.5. Term of Office; Removal; Filling of Vacancies. Each Corporate officer of the Corporation shall hold office from the time of his or her election as officer by the Board of Directors for a term of two (2) years or until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

Section 7.6. Resignation. Any officer other than the President/CEO may resign at any time by giving written notice to the President/CEO. The President/CEO shall submit his/her resignation to the Chairman of the Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 7.7. Removal. Any Corporate officer may be removed from such office for cause, as defined hereinafter, by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Directors called expressly for that purpose. "For cause" shall mean failure to complete the duties and/or responsibilities of the individual's office; willful actions or conduct detrimental to the interests of the Corporation, or to its programs, policies, objectives or the harmonious relationship of its members as determined by the Board of Directors, or removal from voting membership of the Corporation.

Section 7.8. Vacancies. A vacancy in any Corporate office shall be filled by the Board of Directors for the unexpired term.

Section 7.9. President/CEO. The President/CEO shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the day-to-day activities and affairs of the Corporation and shall have general and active control thereof. The President/CEO shall have general authority to execute, in the name of the Corporation, checks, promissory notes, bonds, leases, deeds, notices, contracts and, unless the Board of Directors shall order otherwise by resolution, any other papers and instruments as the ordinary conduct of the Corporation's business may require and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of chief executive officer of a corporation, except as otherwise provided by law, the Certificate of Formation or these Bylaws. The President/CEO shall attend and participate in meetings of the Board of Directors, Standing Committees, and committees without vote. The President/CEO shall have such other powers and duties as the Board of Directors may determine from time to time.

Section 7.10. Secretary. The Secretary shall see that notice is given of all annual, regular and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board of Directors as provided by the Board of Directors' Recording Secretary. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually

appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised as determined by the Board of Directors.

Section 7.11. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the appointed Corporate officers shall perform such other duties and services and exercise such further powers as may be provided by law, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President/CEO of the Corporation.

Section 8.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected in accordance with procedures established by the Board of Directors.

ARTICLE NINE MISCELLANEOUS

Section 9.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its members, Directors, or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its officers as provided in Section 7.4 of Article Seven hereof.

Section 9.2. Loans to Directors Prohibited. No loans shall be made by the Corporation to its Directors, and any Directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 9.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 9.4. Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the 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.

Section 9.5. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 9.6. Invalid Provisions. 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.

Section 9.7. 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.

ARTICLE TEN AMENDMENTS

Section 10.1. Amendments. These Bylaws may be amended or repealed, or new bylaws may be adopted by a two-thirds (2/3) vote of a quorum of the Board of Directors of the Corporation, at any regular or special meeting of the Directors called expressly for that purpose. The notice of the meeting shall set forth a summary of the proposed amendments.

ARTICLE ELEVEN INDEMNIFICATION

Section 11.1. Indemnification. To the maximum extent permitted or required by Chapter 8 of the Texas Business Organizations Code, as it now exists or as it may be amended in the future, the Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a Director or officer of the Corporation or (ii) while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against all expenses (other than taxes (including taxes imposed by Chapter 42 of the Internal Revenue Code), penalties, or expenses of correction), including attorneys' fees, to the fullest extent that a corporation may grant indemnification to a trustee under the Texas Business Organizations Code, as the same exists or may hereafter be amended. In addition to any indemnification to which a person may be entitled pursuant to the foregoing sentence of this Article, the Corporation shall indemnify a foundation manager (as defined in Section 4946(b) of the Internal Revenue Code) for Compensatory Expenses (as hereinafter defined) incurred by or imposed upon such person to the extent, and only to the extent, that when such payment or reimbursement is added to any other compensation paid to such person, such person's total compensation from the Corporation is reasonable under Chapter 42 of the Internal Revenue Code. As used herein, a Compensatory Expense shall mean (a) any penalty, tax (including a tax imposed by Chapter 42 of the Internal Revenue Code), or expense of correction that is owed by a person; (b) any expense not reasonably incurred by the person in connection with a proceeding arising out of a person's performance of services on behalf of the Corporation; or (c) any expense

resulting from an act or failure to act with respect to which a person has acted willfully and without reasonable cause.

The rights conferred by this Article shall be contract rights and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, or special legal counsel) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of Directors or members, agreement or otherwise.

The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Corporation, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of the status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person, if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income tax under the Internal Revenue Code or subject such person to excise tax under the Internal Revenue Code. For purposes of this Article, the term "expenses" includes court costs and attorneys' fees, and the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE TWELVE OPERATION AND TERMINATION

Section 12.1. Nonprofit Operation. The Corporation is organized and operated primarily for the purposes set forth under Article One of these Bylaws. It is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered or realization of any other form of private gain.

Section 12.2. Distribution of Assets. The Corporation pledges its assets for use in performing the Corporation's tax exempt functions. In the event the Corporation is to be terminated, after all liabilities and obligations of the Corporation are paid or provision is made therefore, the Corporation's Board of Directors shall distribute the remaining assets of the Corporation as they shall determine but only for purposes consistent with the purposes of the Corporation or to such organization or organizations organized and operated exclusively for tax exempt purposes and which are exempt under Section 501(c)(6) of the Code. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, to one or more organizations exempt under Section 501(c)(6) of the Code in a manner which best accomplishes the purposes of the Corporation. No Director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its termination.

Section 12.3. Decision Making Authority. The Corporation's voting members shall have the sole and exclusive right to vote on and make decisions regarding or in any way involving the dissolution, merger and consolidation of the Corporation and decisions regarding the sale of substantially all of the Corporation's assets.

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The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of International Association of Electrical Inspectors effective the 15 day of April, 2019.



David Clements
Secretary