

BYLAWS

OF

Electrical Inspectors

ASSOCIATION OF

SOUTHEASTERN WISCONSIN INC.

ARTICLE I Purposes and Objectives

Section 1. Purposes.

- (a) To promote uniform administration, interpretation and enforcement of the National Electrical Code and SPS316 of the Wisconsin Administrative Code
- (b) To periodically review new materials, methods of construction, devices and equipment for adoption into the above mentioned codes.
- (c) To educate, through seminars and training sessions, members of the entire electrical industry.

Section 2. Objectives.

- (a) To promote high professional and ethical standards in the field of electrical inspection.
- (b) To establish and maintain a good working relationship with the electrical industry.
- (c) To organize periodic educational and informational meetings.

ARTICLE II Offices

Section 1. Principal Office. The corporation shall have such office within the State of Wisconsin as may be designated from time to time by resolution of the Board of Directors.

Section 2. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

ARTICLE III Membership

Section 1. Members, classes of: The Corporation shall have two (2) classes of voting members and one (1) class of non-voting members, designated as follows:

(a) **Inspector Members.** Inspector members shall be individuals who are certified electrical inspectors with valid credentials in the State of Wisconsin. To qualify for membership as an inspector member, individuals must be actively engaged in enforcing the National Electrical Code (currently contained in Wisconsin Administrative Code SPS316 as an electrical inspector in the employ of a municipality, or as an employee of an independent inspection agency operating under contract with a municipality. Inspector members shall be voting members.

(b) **Honorary Members.** Honorary members shall be individuals who were former inspector members of the corporation for a minimum of ten (10) years and who are now retired from active electrical inspection duties. Honorary members shall have all of the privileges that are bestowed to inspector members. However, honorary members cannot hold office or be a Director of the Board.

(c) **Associate Members.** Associate members shall be any individuals having an interest in enforcement of the National Electrical Code who desire membership in the corporation but do not qualify for membership as an inspector member or an honorary member. Associate members shall be non-voting members and cannot hold office or be a Director of the Board.

Section 2. Qualification. Members specified in Section 1 of this Article shall have paid, and continue timely to pay, the dues or annual registration fees required of them under the particular class of membership which they select. Any inspector member who has not paid annual dues by March 1st shall not be entitled to vote until such dues have been paid.

Section 3. Dues, Registration Fees. The Board of Directors shall review the amount of the annual dues for the inspector members each November and make a dues recommendation to the members at the December meeting. The amount approved by the voting members shall be effective for the ensuing year. Honorary and associate members shall pay an annual registration fee of Ten Dollars (\$10.00).

Section 4. Termination of Membership. (a) The failure of a member to pay dues within twenty (20) days after the mailing of a second notice of dues payable or to meet other qualifications required for membership shall result in the member being automatically dropped from membership.

(b) In addition, any member, trustee, or officer of the Association may be expelled from membership, or removed from office, for good cause by the vote of a majority of the directors then in office, or by the voting members of the Association.

(c) The membership of an individual shall terminate upon the death of a member.

Section 5. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 6. Privileges of Membership.

(a) Voting. Each inspector or Honorary member who has paid the required dues shall have one vote upon each matter submitted to a vote at any meeting of the corporation. Associate Members as designated in these Bylaws shall not have voting privileges.

(b) Other Privileges. Other membership privileges include participation in various activities, programs and publications of the corporation as may be designated from time to time by the Board of Directors.

(c) Member in Good Standing/Re-imbusement. To be a member in good standing one must be a paid member for 90 days prior to the date of the event for re-imbusement and attend four (4) meetings each calendar year to qualify for special items and re-imbusements offered by the Association. Any re-imbusement decisions can be appealed to the Board of Directors.

Section 7. Membership Year. Annual memberships shall extend for twelve months from January 1 through December 31 in each year. New members joining the corporation between January and June must pay a full year dues; those joining after June will be assessed one-half (1/2) of the annual dues.

Section 8. Annual Meetings. The annual meeting of members, for the purpose of the installation of officers and for the transaction of such other business as may come before the meeting, shall be held at the discretion of the Board, in each year, at such time and place as the Board of Directors may determine. At each annual meeting of members, a report on the activities and financial condition of the corporation shall also be presented.

Section 9. Regular Meetings. Regular meetings of the members shall be held on the first Wednesday of each month or on such other date and at such place as may be determined by the Board of Directors. Election of officers shall occur at the regular meeting in November of each year.

Section 10. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL, on call of the President or Secretary, or shall be called by the Secretary upon written request signed and dated by not less than forty percent (40%) of all members of the corporation entitled to vote describing one or more purposes for which the meeting is to be held.

Section 11. Procedure at Meetings. Unless otherwise provided, Roberts Rules of Order shall govern all meetings of the corporation.

Section 12. Adjourned Meetings. Unless otherwise provided by the WNCL, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 13. Notice and Waiver of Notice.

(a) Notice. Notice of any meeting shall be given by oral or written notice delivered to each member in one of the methods described in Article V hereof not less than ten (10) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting to each member of record entitled to vote at such meeting. However, if notice is mailed by other than first class, registered mail, or via an electronic mail, notice must be mailed not less than thirty (30) days before the meeting date. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14. Quorum and Manner of Acting. Twenty percent (20%) of the voting members of the corporation present shall constitute a quorum for the transaction of business at any meeting of members. The vote of a majority of the members entitled to vote represented at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the WNCL, the Articles of Incorporation or Bylaws of the corporation.

Section 15. Conduct of Meetings. The President, and in his or her absence, the Vice President, and in their absence any other officer present shall call the meeting of the members to order and shall act as chair of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

ARTICLE IV Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

(a) The Board of Directors shall have the power to utilize Association monies to purchase necessary items related to Association needs without obtaining approval by membership vote up to a maximum of \$500.00. Necessary expenditures above \$500.00 will require membership approval.

Section 2. Number and Qualifications of Directors.

(a) The number of directors shall be seven (7) and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the WNCL, which at the time of adoption of these bylaws is three (3).

(b) The Board of Directors shall be comprised of the President, the Vice President, the Treasurer, Secretary, and Past President of the corporation, as well as two Board of Trustees members of the corporation, elected by the membership at the same time as other officers are elected. The Board of Trustees members shall be named Trustee #1 and Trustee #2.

Section 3. Term of Office. Each Board of Trustee member shall be a member of the Board of Directors for a term of two years. After serving as Trustee #1 that person shall automatically serve as Vice-President the following year. After serving as Trustee #2 that person shall automatically become Trustee #1 the following year. The terms of the other officers shall be as provided in Article VI, Section 2 of these Bylaws.

Section 4. Resignation. A director or officer may resign at any time by filing a written resignation with the President or the Secretary of the corporation.

Section 5. Removal. A director and/or officer may be removed from office with cause by the voting members of the Board of Directors either at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors for any cause, an interim director or officer shall be appointed by the Board of Directors of this corporation. An interim director shall serve until a successor

is elected upon expiration of the term of office for that director or officer.

Section 7. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose, unless otherwise prescribed by the WNCL, on call of the President or the Secretary, or shall be called by the Secretary at the written request of any two (2) of the directors.

Section 8. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution. ("place" may be defined as the location of where the regular scheduled membership meeting is to be held).

Section 9. Meetings by Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating directors may simultaneously hear each other during the meeting

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 10. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article V hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting. If less than such majority is present at a meeting the meeting shall be deemed as canceled.

Section 12. Manner of Acting. The act of a majority of the directors present 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 the WNCL, or the Articles of Incorporation or Bylaws of the corporation.

Section 13. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of the WNCL, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 14. Compensation. Directors of the corporation and/or any other member shall not receive compensation for serving as directors or for providing other personal services to the corporation. However, directors or other members may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 15 Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

Article V Committees

Section 1 Committees. The corporation shall have the following standing committees; each consisting of three or more members appointed by the President and having the responsibilities set forth below, as well as such other responsibilities as may from time to time be delegated by the Board. The chairperson for each committee shall be appointed for a term of one year.

(a) Membership, Hospitality and Sunshine Committee. The Membership, Hospitality, and Sunshine Committee shall be responsible for soliciting new members, inviting prospective members and/or guests to meetings, welcoming new members and/or guests who attend meetings, provide cards, flowers or fruit baskets when necessary, and make all arrangements for the annual meeting.

(b) Bylaws Committee. The Bylaws Committee shall be responsible for recommending changes to these Bylaws as may be required from time to time and implementing amendments adopted by the members.

(c) Auditing Committee. The Auditing Committee shall include the Treasurer of the corporation and shall be responsible for examining the books and records of the corporation and reporting on the financial condition of the corporation to the members within one month after the expiration of the Treasurer's term of office each year.

(d) Code Committee. The Code Committee shall be responsible for studying and reporting interpretations of Code provisions to the Board of Directors and members.

(e) Presentations Committee. The Presentations Committee shall be responsible for making arrangements for facilities tours and guest speakers at meetings.

(f) Nominating Committee. The Nominating Committee shall be responsible for procuring a slate of candidates for each elective office prior to the November meeting of the members.

(g) Finance Committee. The Finance Committee shall be responsible for resolving Association financial issues.

(h) Information Technology Committee. The Information Technology Committee shall assess computer needs and establish recommendations for policy, software and hardware needs.

(i) Education/Seminar Committee. The Education/Seminar Committee shall be responsible for planning and implementing seminar activities and related functions. The Chairperson of this Committee shall be the Association's representative with the state involving educational seminars.

In addition to the foregoing, the Board by resolution may create additional committees having such powers as are then permitted by the WNCL and as are specified in the resolution.

Article VI Website

Section 1. The Association shall purchase and maintain a Website for the purpose of informing the membership and other interested individuals of our activities; and educate all members in matters relating to the "Electrical Code" interpretations as reached by the Association.

Section 2. The Responsibility of Website shall be under the direction of the Information Technology Committee. The Chairperson of such committee shall be in possession of the master password.

Section 3. Only the following members shall have access to posting items on the Website and shall post information only in their related areas of responsibility:

1. Secretary – Area of Responsibility – Minutes, By-laws, and Code related issues.
2. Information Technology Committee Chairman – Area of Responsibility – All other items of interest to the Association.(only factual information and not commentary shall be posted on the website)

Section 4. Any member wishing to have items of interest, or information related to Association matters posted on the Website, shall submit their material to the member having responsibility in that area of interest.

ARTICLE VII Methods of Giving Notice

Notice of any annual, regular or special meeting of members, any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the WNCL may be communicated in person, by telephone, facsimile or other form of wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- (a) When received.
- (b) When deposited in the U.S. mail, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE VIII Officers

Section 1. Number. The principal officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary. The Secretary and Treasurer will be the only officers to stand election every year. The person holding the office of President shall automatically become Past President. The person holding the office of Vice- President shall automatically become President and the person named Trustee #1 shall automatically become Vice – President. Only inspector members may become officers in the Association.

Section 2. Election and Term of Office. The Secretary and Treasurer of the corporation shall be elected annually by the voting members at the November meeting. A nomination for each of these offices shall be made by the nominating committee Chairman appointed by the President. Nominations may also be made from the floor at the business session of the November meeting. If the election of these officers is not held at such meeting, such election shall be held as soon thereafter as conveniently scheduled. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until the officer has resigned or has been removed in the manner hereinafter provided.

Section 3. Any officer elected by the voting members of the Association or appointed by the Board of Directors may be removed by the voting members of the membership, or by the Board of Directors whenever in their judgment the best interests of the corporation will be served thereby.

Section 4. Resignation. A director or officer may resign at any time by filing a written resignation with the President or the Secretary of the corporation.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be appointed by the Board of Directors for the unexpired portion of the term.

Section 6. The President. The President shall, when present, preside at all meetings of the members and the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint committees, assign duties and to delegate authority as he or she shall deem necessary. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint Chairpersons for all Standing Committees, as stated in Article V Section 1 of these by-laws, by the time of the next regular association meeting after installation.

Section 7. The Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall maintain an accurate asset inventory list containing all Association properties and their location.

Section 8. The Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever, including the deposit of such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (b) send billing notices for and collect members' dues; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors, (d) give a yearly profit and loss statement at the next meeting after the audit committee makes their report; (e) the Treasurer shall provide any necessary financial information requested by the Auditing Committee; (f) the Treasurer shall obtain and maintain a credit card in the Associations name from the Banking institution the checking account is with; (g) the Treasurer shall, after the March regular meeting, send a second notice out to all members from the previous year members who have not paid their dues for the upcoming year.

Section 9. The Secretary. The Secretary shall: (a) keep the minutes of the member and Board of Director meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the WNCL; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. It shall be the responsibility of the Secretary of the Association to provide a list of paid up members by the April regular meeting.

ARTICLE IX Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article VII and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section I of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

ARTICLE X Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE XI Seal

The corporation has no corporate seal.

ARTICLE XII Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The President and/or Vice President shall have authority to sign, execute and acknowledge on behalf of the corporation, all documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation, provided, however, that an attestation is not required to enable a document to be an act of the corporation.

Section 2. Loans. No moneys shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE XIII Amendments

Section 1. By the Members. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the voting members of this corporation at any regular or special meeting thereof at which a quorum is present. Provided, however, that: (a) any proposed amendments to the Bylaws shall be subject to review by the Bylaws Committee not less than sixty (60) days prior to the meeting of the members at which such proposed amendment is to be considered, and (b) the notice of any meeting of the members at which a proposed amendment to the Bylaws will be considered shall state that one of the matters to be considered at the meeting is a proposed amendment(s) to the Bylaws.

Section 2. Implied Amendments. Any action taken or authorized by the voting members, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of voting members required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Revisions

December 27, 2000

Art III Section 3 Changed from:

Section 3. Dues, Registration Fees. The Board of Directors shall review the amount of the annual dues for the inspector members each November and make a dues recommendation to the members at the December meeting. The amount approved by the voting members shall be effective for the ensuing year. Honorary and associate members shall pay an annual registration fee of Ten Dollars (\$10.00).

Art. III, Section 7 omit the word “inspector”

May 13 2003:

Art. IV Sect.15:

Committees: Paragraph. rewrite

Part (a) rewrite to include “sunshine”

Add new parts: (g) Finance Committee, (h) Computer Committee, and (i) Education/Seminar Committee

August 5, 2004: Offices of Vice President/Treasurer were separated to create two separate offices. The two new offices are: Vice President, and Treasurer. The following sections of these bylaws were amended to reflect this change:

Article IV: Section 1 & 2

Article VI: Officers

November 3, 2004: Article IV “Board of Directors” Section # “Term in office” typographical error corrected to reflect August 2004 amendments. Trustee term on the board changed from two (2) to Three (3) years. This is consistent with the change in officers.

December 5, 2007

Art. III Section 8: Language allowing the Board of Directors to decide when the annual meeting is to be held.

5. Art. IV Section 15(i): Language that makes the Education Chairman the spokesman with the State on seminar issues.
6. Art. VI Section 5: Language setting date for Presidential appointments.
7. Art. VI Section 7: Language regarding date of Treasurers yearly profit and loss statement.
8. Art. VI Section 8: Language requiring the Secretary, the date for a yearly updated membership list.
9. Art. XI Section 1: Adding a plural to the word “Amendment” (typo).

October 7, 2009 Article IV . Add two board of Trustees members to the Board of Directors and eliminate the two Past presidents.

Article VI President and vice-president no longer stand for election

October 5, 2011

Article I: Added paragraph c to Section 1. Purposes

Article III Section 1: Changed to 2 classes of voting members and 1 class of non-voting members

Article III Section 1 (b): Added Honorary members cannot hold office or be a Board of Director.

Article III Section 1 (c): Added Associate members cannot hold office or be a Board of Director.

Article III Section 2: Changed date dues are to be paid to March 1st.

Article III Section 4 (b) to read: In addition, any member, trustee, or officer of the Association may be expelled from membership, or removed from office, for good cause by the vote of the majority of the directors then in office, or by the voting members of the Association.

Article III Section 8: Inserted the word also to last sentence; financial condition of the corporation shall also be presented.

Article III Section 10: Deleted the word and: added the words or and upon; or shall be called by the Secretary upon written request

Article III Section 13: Added electronic mail as a form of notice for meetings.

Article IV Section 3: Deleted commentary for term of Trustee #1.

Article IV Section 4: Included Officers

Article IV Section 5: Included Officers and changed to the voting members of the Board of Directors

Article IV Section 6 to read: In the event a vacancy occurs in the Board of Directors for any cause, an interim director or officer shall be appointed by the Board of Directors of this corporation. An interim director shall serve until a successor is elected upon expiration of the term of office for that director or officer.

Article IV Section 7: Clarified who can call a Special Meeting of the Board of Directors.

Article IV Section 8: Defined the meaning of the word "place".

Article IV Section 9: Deleted (a)(i)(ii) leaving just (a).

Article IV Section 11: Deleted the phrase a majority of the directors present may adjourn the meeting and added: the meeting shall be deemed canceled.

Re-lettered Article V thru Article XIII to reflect the changes adopted

Article IV section 15 is now Article V Committees

Article IV Section 16 is now Article VI Website

Article IV Section 16 (a) is now Article VI Section 1

Article IV Section 16 (b) is now Article VI Section 2 and gives responsibility of the website to an outside source.

Article IV Section 16 (c) is now Article VI Section 3 and states who can post on the website and their areas of responsibility.

Article IV Section 16 (d) is now Article VI Section 4

Article IV Section 16 €has been deleted

Article VIII has been renumbered to reflect the adopted changes.

Article VIII Section 1: Added Only inspector members may become officers in the Association.

Article VIII Section 2: The Nominating Committee Chairman is responsible for making the nominations for office. Clarification on terms for officers

Article VIII Section 3 to read: Any officer elected by the voting members of the Association or appointed by the Board of Directors may be removed by the voting members of the membership, or by the Board of Directors whenever in their judgment the best interests of the corporation will be served thereby.

Article VIII Section 4: Added to Read as Article IV Section 4 Resignations

Article VIII Section 5: Gave responsibility to the Board of Directors to appoint a member to fill any officer vacancies.

Article VIII Section 5 Changed to Section 6 and deleted the first complete sentence.

March 5, 2014

Article I Section 1(a) Change to SPS 316

Article III Section 1(a) Change to SPS 316

Article III Section 1(b) Change to Director of the Board

Article III Section 1(c) Change to Director of the Board

Article IV Section 14 Add any/or other member

Article IV Section 14 add or other members

Article VI Section 2 Change to be under the direction of the Information technology Committee. The chairperson of such committee shall be in possession of the master password.

Article VIII Section 8 Add from the previous year

Article VIII Section 10 Deleted

June 4, 2014

Article III Section 6(c) Added Member in Good Standing/Re-imbusement