



BY - LAWS

Utah Association of Plumbing and Mechanical Officials

A chapter of the

International Association of Plumbing and Mechanical Officials

and the

International Code Council

By-Laws

Utah Association of Plumbing and Mechanical Officials (A Non-Profit Corporation)

Article I

Name, Objectives, and Location of Offices

Section 1. Name

This organization shall be known as the Utah Association of Plumbing and Mechanical Officials (UAPMO) a chapter of the International Association of Plumbing and Mechanical Officials, and the International Code Council, herein after referred to as this association.

Section 2. Objectives

The objectives of this association are as follows:

- A. To investigate, research and promote minimum requirements, standards, and principles underlying safety in plumbing, mechanical, and building codes.
- B. To investigate, research, recommend, and promote uniform regulations, legislation, and enforcement pertaining to all phases of building construction, for the protection of the public health, safety, and welfare.
- C. To advise and assist in the administration of building laws and ordinances, the development of management and enforcement programs, and related activities.
- D. To support and participate in educational seminars and training programs relating to building construction procedures and practices and the administration and enforcement of building regulations.
- E. To advance the professional skills of those engaged in the administration and enforcement of building laws.
- F. To do all such other things as are incidental to or desirable for the attainment of the above objectives.

Section 3. Principal Office

- A. The Principal Office for the transaction of the business of this Association is hereby located in the County where the current appointed treasurer resides.
- B. The Board of Directors is hereby granted full power and authority to change the location of the principal office within the state when necessary.

Article II

Membership

Section 1. Classification

The classes of membership, and the qualifications for each, are as follows:

Class "A" Active Membership
A governmental unit engaged in the administration or formulation of laws and ordinances relating to plumbing and/or mechanical construction. The unit shall have adopted the code currently promulgated by the state. In no case shall a government unit be entitled to more than one (1) Class "A" active membership and that member shall be the Plumbing and Mechanical Official for the said unit. If a government unit has only one (1) member, the member shall have a Class "A" active membership.

Class "B" Active Membership
Any individual, in addition to the Class "A" member, who is employed by a governmental unit, or by an entity which acts as a consultant for a governmental unit, and who is actively engaged on a full time basis as an administrative enforcement official, a field inspector, and whose duty it is to enforce laws and ordinances regulating plumbing, heating, air conditioning and related construction.

Class "C" Contractor Membership
Contractor membership may be extended to an individual engaged in and licensed in the plumbing and/or mechanical trades ~~an~~ activity related and complementary to the objectives of this Association.

Class "D" Sustaining Membership
Sustaining membership may be extended to firms, manufacturers, public utilities, associations or others interested in the objectives of this Association and who desire to support its work.

Class "E" Retired Membership
Any person who is retired from the position which qualified them to be an Active, Associate, Contractor or Sustaining Member shall be entitled to hold a retired membership upon the certification that they are thus retired, and upon payment of annual dues.

Class "F" Honorary Life Membership

An honorary, non-dues paying, membership may be extended to any retired member who has rendered outstanding and meritorious service in the furtherance of the objectives of this Association. The member shall be first recommended for such honorary membership by the Board of Directors and confirmed by a majority vote of the delegates at the annual business conference following such Board action.

1. The member shall hold no office in any governing body of the Association.
2. The member shall not be appointed chairperson of any committee.
3. The member shall not be entitled to vote.

Section 2. Dues

- A. The annual dues of the various classes of membership shall become due and payable on November 30th of each year and if not paid shall be delinquent on January 1st. The dues schedule shall be:

Class "A"	Active Membership	\$50.00
Class "B"	Active Membership	\$30.00
Class "C"	Contractor Membership	\$30.00
Class "D"	Sustaining Membership	\$60.00
Class "E"	Retired Membership	\$10.00
Class "F"	Honorary Life Membership	None

- B. March 1st of each year shall be the deadline for payment of annual dues. If a member's annual dues are not received by this Association on or before March 1st, that member shall automatically cease to be a member and shall forfeit all their rights and privileges as a member. Payment of annual dues subsequent to March 1st in a given year shall constitute payment of dues for a new membership and the period from March 1st until receipt of such dues shall constitute a break in that members' tenure of membership.
- C. All monies collected from the dues specified herein, shall be deposited with the Treasurer of the Association

Section 3. Forfeiture of Membership

A membership in this Association may be declared to be forfeited for cause by the Board of Directors for any of the following reasons:

1. Conduct determined by the Board of Directors, not to be in the best interests of the Association.
2. If a member is found to have been convicted of a felony and the judgment of conviction has become final.
3. If a member is found to have been declared of unsound mind by an order of a court of competent jurisdiction.
4. If a member fails to pay their annual dues prior to March 1st of the year.

Article III

Meeting of Members

Section 1. Annual Conference

- A. One meeting, to be known as the Annual Business Conference and Educational Seminar, shall be held each calendar year. The active members present and entitled to vote at each such meeting shall, by a majority vote, select the time and place of the next Annual Business conference and Educational Seminar, select Association officers, select members of the Association Board of Directors and propose amendments to these By-Laws.
- B. Written notice of each Annual Business Conference and Educational Seminar shall be given to each member, whether or not entitled to vote thereat, by sending a copy of the notice through mail, electronic or U.S. mail, charges prepaid, to the members address appearing on the books of the Association.
- C. All such notices shall be given to each member not less than three months before each Annual Business Conference and not less than one month before each Educational Seminar. The notice shall specify the place, the days, the hours and an agenda of the subjects to be presented for consideration by the members at the conference.
- D. No provision of these By-Laws shall prevent the members of the Association from altering or amending any amendment presented for their consideration provided such change relates to the same subject matter.

Section 2. Special Business Meeting

- A. Special Business Meetings of the general membership for any purpose whatsoever may be called at any time by the President, or by the Board of Directors.
- B. Notice of such Special Business Meeting shall be given in the manner as for the Annual Business Conference.

Section 3. Quorum

- A. A majority of the active members present and entitled to vote at any meeting of the Annual Business Conference or any Special Business Meeting of the general membership shall have power for the transaction of business until adjournment.

Section 4. Closed Business Meeting

When necessary for the orderly conduct of Association business, the presiding officer or any business meeting chairperson of any committee may call a closed session limiting the participants thereof to Active Members.

Section 5. General Membership Meeting

- A. General membership meetings shall be held on the 4th Wednesday of the months of January, March, May and September of each year.
- B. Notice shall be given to each member not less than one month before each meeting and in the same manner as the Annual Business Conference. By mail and/or electronic mail.
- C. The date of the General Membership Meetings may be changed upon notice to each member not less than two weeks prior to the new date.

Article IV

Officers

Section 1. Officers

- A. The officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer.
- B. The Secretary and Treasurer shall not be Directors. These offices may be combined.
- C. Officers shall be chosen from among the Active Members.
- D. No person shall be eligible to serve as an officer of this Association until they or the government unit which they represent has been an Active Member, in good standing, during not less than twenty-four (24) of the forty-eight (48) months next preceding the date of such person's nomination for office.

Section 2. Election and Term of Office

- A. The President shall be a Class "A" or "B" member of both: this Association, IAPMO and ICC. The current president shall be the past president. The president shall be elected from the sitting Board of Directors.
- B. The Vice-President shall be a Class "A" or "B" member of this Association, IAPMO and ICC. The Vice-President shall be elected from the sitting Board of Directors.
- C. The Secretary and Treasurer shall be a member of this Association, IAPMO and ICC. The Secretary and Treasurer shall be appointed by the Board of Directors.
- D. Each officer shall hold office as herein set forth in this section or until they shall resign, or shall be removed or otherwise be disqualified to serve, or until their successor shall be elected or appointed.
- E. The terms of office are as follows:

President	-	One Year by Election
Vice-President	-	One Year by Election
Secretary	-	One Year by Appointment
Treasurer	-	One Year by Appointment

- F. Officers shall take office upon formal installation by the Past President, or other Association member following the election.
- G. No President shall serve more than two terms consecutively.
- H. No person shall be eligible to serve as Vice-President until they have been a member of the Board of Directors for a period of not less than twelve (12) months.

Section 3. Recall, Removal or Resignation

- A. An elective officer shall be deemed to be disqualified and shall be removed from office by resolution of the Board of Directors if they have been convicted of a felony, or be declared to be incompetent by an order of the court, or if they shall cease to be an active member or the qualified voting representative of an active member, or if they shall become unstable, by reason of physical infirmity, to continue to discharge their duties as an officer.
- B. Any such elective officer shall be subject to recall for conduct unbecoming such elective officer, in accordance with the procedures set forth in Roberts Rules of Order, Revised.
- C. An officer may resign at any time by giving written notice to the Board of Directors.
- D. Appointive officers are subject to removal from office with or without cause by a majority vote of the Board of Directors.

Section 4. Vacancy

- A. Vacancy in the office of President, occurring between annual business meetings, shall be filled by the present Vice-President.
- B. Vacancy in the office of Vice-President, occurring between annual business meetings, shall be filled by appointment by the President with concurrence of the Board of Directors.
- C. The Vice-President so appointed shall hold office until a successor is elected at the next immediate annual business conference or special business meeting, but shall in any event serve only the unexpired term of the predecessor.

Section 5. President

The President shall be the Chairperson of the Board of Directors and the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating Committee, and shall have such other powers and duties as may be prescribed by the Board of Directors. The President shall be the Past Vice-President of the Association.

Section 6. Vice-President

In the absence of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the Board of Directors or by the By-Laws. The Vice-President shall be elected from the active membership by a majority vote of the Active Members present and entitled to vote at each annual business conference. The Vice President shall succeed the President in office.

Section 7. Secretary

The Secretary shall keep a book of minutes, at the principal office, of all meetings of directors and members, when the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Director's meetings, the number of members present at business meetings and the proceedings thereof. The Secretary shall forward a copy of the minutes within 30 days to the principal office of IAPMO and ICC.

Section 8. Treasurer

The Treasurer shall maintain all records or financial accounts and transactions of the Association. The Treasurer shall place all Association funds within 5 working days of receipt on deposit in an accredited banking institution in the name of and to credit of the Association. The Treasurer shall present for payment only such demands for the necessary and authorized expenses of the Association activities. The Treasurer shall disburse Association funds only when authorized by a majority vote of the Board of Directors. The Treasurer shall render a formal report of the activities of his office to the general membership and the Treasurer of IAPMO and ICC at the annual business meeting.

Article V

Directors

Section 1. Number of Directors

The Board of Directors shall consist of six (6) persons, i.e., representing the entire state as far as possible and the President, Vice President and Immediate Past President.

Section 2. Election and Term of Office

- A. The Directors shall be elected from the Active Members at the annual business conference or special business meeting of the general membership held for that purpose. Directors shall take office upon formal installation by the Past President, or other Association member following the election.
- B. All Directors shall hold offices for a term of four (4) years, or until their respective successors are elected.
- C. No person shall be eligible to serve as a Director of this Association until they or the government unit which they represent has been an active member in good standing during not less than twenty-four (24) of the forty-eight (48) months next preceding the date of such person 's nomination for office.
- D. One new Director shall be elected each year. The Board may declare terms shorter than four (4) years where necessary. No incumbent Director shall have their term of office shortened. A term shortened by the Board shall be declared prior to the election.
- E. One new director from the plumbing and one new director from the mechanical trades shall be elected each four (4) years. This position must hold an active license for the installation of plumbing and/or mechanical devices.

Section 3. Powers

Subject to limitations as to action to be authorized or approved by members, and subject to the duties of Directors as prescribed by the By-Laws, all Association powers shall be exercised by or under authority of, and the business and affairs of the Association shall be controlled by the Board of Directors.

Section 4. Meetings

Board of Directors meetings shall be held in the months of February, April, August and October of each year.

Section 5. Special Business Meetings

- A. Special business meetings of the Board of Directors shall be held whenever called by the Chairperson of the Board or in the event of the Chairpersons absence, disability or refusal to act, by the Vice-President, or any three (3) members of the Board of Directors.
- B. No special meeting shall be called or held without first setting forth the object and purpose of such special meeting in such notice as may be required by these By-Laws. Any and all business may be transacted at such special meetings.

Section 6. Place of Meetings

Meetings of the Board of Directors may be held at the Principal office or at any place designated by resolution of the Board.

Section 7. Notice of Meetings

- A. Notice of the time, place and agenda for each Board meeting shall be given to each Board member not less than one (1) week before the date of the meeting.
- B. The date of Board meetings may be changed upon notice to each Board member not less than three (2) weeks prior to the new date.

Section 8. Quorum

- A. A majority of the number of Directors fixed by these By-Laws shall be necessary to constitute a quorum for the transaction of business.
- B. Every act, or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors.

Section 9. Recall, Removal or Resignation

Any individual member of the Board of Directors shall be deemed to be disqualified and shall be removed from the Board by resolution of the Board for the same reasons as shown in Article IV, Section 3 for Association officers.

Section 10. Vacancies

All vacancies occurring in the Board of Directors, between annual business conferences, may be filled by a majority vote of the remaining Directors, though less than a quorum. Each Director so appointed shall hold office until a successor is elected at the next immediate annual business conference or special business meeting, but shall in any event serve only the unexpired term of the predecessor.

Article VI

Committees

Section 1. Standing Committees

- A. The Chairperson of the Standing Committees shall be appointed by the President and shall be an "A", "B", or "C" member of the Association.
- B. Standing Committee members shall be appointed to serve at the pleasure of the Chairperson and shall be subject to approval of the Board of Directors.
- C. Subcommittee members and advisory members may be appointed from any class of membership at the discretion of the Chairperson.
- D. Meeting of all Standing Committees shall be by call of their respective Chairpersons, who shall render reports of their proceedings to the Board of Directors and to the membership at each annual business conference.
- E. The terms of the Standing Committees shall coincide with the term of the President; however, the committees shall continue to serve until their successors are appointed.
- F. A majority of voting members of any Standing Committee shall constitute a quorum. The Chairperson shall vote only in the case of a tie vote by the members.
- G. The Standing Committees shall consist of the following:
 - 1. Education Committee – whose responsibility it shall be to formulate the educational programs for both the Annual Business Conference and the General Membership Meetings. The committee shall number a minimum of four (4) and a Chairperson.

2. Code Changes Committee – whose responsibility it shall be to study upcoming Plumbing, Mechanical and Fuel Gas Code changes and/or amendments; review changes and background information with the association membership; obtain an Association consensus on code change items. The committee shall number a minimum of four (4) and a Chairperson.
3. Membership/Time and Place Committee – whose responsibility it shall be to secure and select new members on behalf of the Association. Make recommendations for time and place of the Annual Business Conference and General Membership Meetings and coordinate the reservation of facilities, food service and special functions for those meetings. The committee shall consist of the Board of Directors.
4. Nominations/By-Laws Committee – whose responsibility it shall be to recommend, to the membership, a list of prospective candidates to fill Officer and Board of Director vacancies and assist in conducting all Association elections. To review all proposals for amendments to the By-Laws for presentation to the membership and monitor all business conferences and elections for compliance with the Association By-Laws. The committee shall number a minimum of two (2) and a Chairperson.
5. Audit Committee – whose responsibility it shall be to conduct and report to the Board of Directors the findings of a yearly financial audit. The committee shall number a minimum of two (2) and a Chairman.

Article VII

Voting Qualifications and Procedures

Section 1. Application or Article

Except as elsewhere specially provided in these By-Laws, this Article shall govern the procedural rights, restrictions upon, and the voting qualifications of, the various classes of members at any annual, special or general meeting of the members, and at any committee meetings.

Section 2. Motions, Debate and Voting Qualifications

Any member may make or second motions and actively participate in matters under discussion. The right to vote, however, is restricted to governmental units and persons who have been Class “A”, “B”, or “C” active members for the period of thirty (30) days preceding the day upon which the vote in question is cast.

Section 3. Method of Voting

- A. At all meetings, whether annual, special or general voting on any resolution or other matter before the meeting shall be conducted in such manner as the Board of Directors shall determine by a resolution duly adopted with respect to the voting on such resolution or matter. In the absence of a resolution the voting shall be conducted in such manner as the active membership shall determine.
- B. All voting must be done in person by persons qualified to vote. Voting by proxy and cumulative voting are expressly prohibited.
- C. No motion to set aside or suspend these By-Laws or any portion thereof; shall have any force or effect unless such motion shall carry by a vote of not less than two thirds ($\frac{2}{3}$) of the members present and entitled to vote.

Section 4. Order and Conduct of Business

Except as otherwise provided in the By-Laws, the order of business at all meetings shall be prescribed in the notice thereof, and the conduct of all meetings shall be in accordance with the provisions of Roberts Rules of Order, Revised.

Article VIII

Association Business Activities

Section 1. Checks, Drafts and Funds

All checks, drafts or other orders for payment or money, notes or other evidence of indebtedness, issued in the name of the Association, shall be signed or endorsed by such person or persons, and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 2. Contracts, How Executed

Any and all contracts which may be executed in the name of the Association shall be in such form as not to be inconsistent with law and shall be approved by the Board of Directors. All contracts authorized by the Board shall be signed by the President or in his absence by a duly authorized representative (currently serving on the board) when so designated.

Section 3. Assets of Association

No member of the Association shall have any right, title or interest in or to the whole or in part of the property or assets of the Association. The Secretary/Treasurer shall maintain a current asset inventory.

Section 4. Association Records

- A. The Association shall keep in its principal office the original or a copy of the By-Laws as amended, or otherwise altered to date, ~~only~~ certified by the Secretary, which shall be open to inspection by the Active Members at all reasonable times during office hours.
- B. The Association shall keep a record of all members and of the respective type of membership which each member holds and all other information pertinent to the transaction of the business of the Association.
- C. An annual audit shall be conducted and reported at the Annual Business Meeting.

Section 5. Inspection of Association Records

- A. The books of account, the minutes or proceedings or any meeting of the members, and the membership roster shall be open to inspection upon the written demand of any Active Member at any reasonable time and for any purpose reasonably related to his interest as a member.
- B. The granting of sustaining, or honorary membership shall not confer the inspection rights pertaining to Active Membership which are enumerated in this section.

Section 6. Notices, How Given

Whenever, under the provisions of the By-Laws, notice is required to be given to any member, it shall not be construed to mean personal notice, but may be given in writing by ordinary mail addressed to the member at such address as appears on the books of the Association. Notice shall be deemed to have been given at the time the same shall be deposited in the mail.

Section 7. Compensation of Members

- A. Officers, Directors, Committeepersons or members, as such, shall not receive any monetary or real compensation for their services.
- B. The Secretary and Treasurer may receive compensation for extraordinary services when first approved by the Board of Directors.
- C. Nothing herein shall be construed to preclude the reimbursement of any Officer, Director or Committeeperson for reasonable and necessary expense incurred on the behalf of the Association when first authorized by the Board of Directors.

- D. The Board of Directors is hereby empowered to disburse such funds as may be deemed reasonable and necessary to compensate miscellaneous personnel for services rendered.

Section 8. Non-Liability

The Association, its Board of Directors and officers shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the Association, whether the same shall be due to the negligence of the Association, its Board of Directors, officers, or otherwise.

Article IX

Amendments

When duly noticed as an order of business, these By-Laws, or any part thereof, may be amended or repealed, and new By-Laws may be adopted by the vote of members entitled to exercise the majority of the voting power at any annual business conference or special membership meeting.

Article X

Effective Clause

These By-Laws shall become effective upon their adoption at a duly convened annual business conference or special business meeting, by a majority vote of the Active Members present and entitled to vote.

Adopted at the Annual Business Conference and Educational Seminar, November 17, 2011
in St. George, Utah.