

First Coast Chapter ICC~BOAF

BYLAWS

ARTICLE I - NAME

SECTION 1. The official name of this Chapter shall be the First Coast Chapter of the International Code Council (ICC) and the Building Officials Association of Florida, Inc. (BOAF).

ARTICLE II – PURPOSE AND OBJECTIVES

SECTION 1. The purpose and objectives of the First Coast Chapter of the ICC and BOAF shall be:

- a. To encourage and promote meaningful working relationships between the various building inspection authorities within the region.
- b. To promote a mutual understanding of codes and their enforcement between design professionals, contractors, and enforcement personnel.
- c. To provide a continuing review and analysis of construction code oriented matters.
- d. To recommend code changes consistent with the policies of the ICC and BOAF.
- e. To promote continuing education among members.
- f. To conscientiously endeavor to implement the recommendations of the ICC and BOAF.
- g. To actively cooperate with other regional chapters.
- h. To promote the objectives of the International Code Council and the Building Officials Association of Florida, Inc.

ARTICLE III – MEMBERSHIP AND VOTING

SECTION 1. There shall be no personal, individual or other liability whatsoever on the part of any member of the Association, either for the debts of the Association or for an act of omission of the Association or of any officer, or agent or employer thereof.

SECTION 2. There shall be the following Membership Categories:

- a. **Active** – Any building official, fire official, plans examiner, inspector, or code enforcement officer involved in the enforcement of building, fire, housing, or zoning codes, ordinances or statutes shall be eligible to become an active member upon payment of dues. Active members upon retirement shall remain active life members.
- b. **Associate** – Any research organization, architect, engineer, certified or registered contractor and their related associations, manufacturers or dealers in building materials or equipment, or other individuals, or partnerships may

become an associate member upon payment of dues. Associate members upon retirement shall remain associate life members.

- c. **Student** – Any individual enrolled in high school, junior college, college, university or trade school studying design, construction or related fields of the construction industry.
- d. **Retired** – Any former active member or any former associate member who is retired.
- e. **Honorary** – Any individual who has rendered outstanding service to the Chapter, and who is recommended by the Board of Directors and confirmed by a majority of members present at a general membership meeting.

SECTION 3. Voting: Any member in good standing in attendance at a General Membership Meeting when an item is up for vote is entitled to vote on the issue.

ARTICLE IV – ANNUAL DUES

SECTION 1. Annual dues shall be due to the Association by January 1st of each calendar year. The amount of the dues shall be approved by a majority vote of the general membership.

SECTION 2. Dues shall be collected by the Treasurer and held in readiness for use by the Association. Expenditures from these fees shall be made by an approved banking procedure and executed by either the President or the Treasurer.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The property, business and policies of the Association shall be managed by or under the authority of a Board of Directors.

SECTION 2. Membership: The Board of Directors of the Association shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Immediate Past President and three (3) Directors.

SECTION 3. Minimum qualifications for becoming an officer or director in the Association shall be as follows:

- a. **President** – The President shall be an Active Member in good standing and have served on the Board of Directors for at least one (1) year prior to the election of President.
- b. **Vice President** – The Vice President shall be an Active Member in good standing and have served on the Board of Directors for at least one (1) year prior to the election of Vice President.
- c. **Secretary** - The Secretary shall be an Active or Associate Member in good standing for at least one (1) year prior to the election of Secretary.

- d. **Treasurer** - The Treasurer shall be an Active or Associate Member in good standing for at least one (1) year prior to the election of Treasurer.
- e. **Directors** - The Directors shall be members in good standing for at least one (1) year prior to the election of Director. Two (2) directors shall be Active Members and one (1) may be an Associate Member.

SECTION 4. The Board of Directors shall be elected by a simple majority vote of the members present at the Annual Meeting. All terms of office shall be for two (2) years.

ARTICLE VI – BOARD OF DIRECTORS DUTIES

SECTION 1. The duties of the President shall include the following:

- a. Preside over all meetings of the Association.
- b. Serve as the ex-officio member of all committees except the Nominating Committee.
- c. Determine the time and place of all meetings of the Board of Directors.
- d. Appoint members to all Standing Committees.
- e. Represent the Association at all meetings related to the construction and code enforcement industries.
- f. Provide guidance to each committee in their work.
- g. Perform all other duties pertaining to the office of President.

SECTION 2. The duties of the Vice President shall include the following:

- a. In the absence of the President, preside at all meetings of the Association.
- b. Any other duties as directed by the President.

SECTION 3. The duties of the Secretary shall include the following:

- a. In the absence of the President and Vice President, preside at all meetings of the Association.
- b. Take, record, and distribute minutes of all meetings.
- c. Conduct correspondence for the Association.
- d. Keep the Association records.
- e. Send all correspondence to the membership, including place, time and date of all meetings.
- f. Any other duties as directed by the President.

SECTION 4. The duties of the Treasurer shall include the following:

- a. In the absence of the President, Vice President and Secretary, preside at all meetings of the Association.
- b. Act as custodian of all funds of the Association.
- c. Sign checks on behalf of the Association.

- d. Any other duties as directed by the President.

SECTION 5. The duties of the Directors shall be the following:

- a. Any duties as directed by the President.

ARTICLE VII – MEETINGS

SECTION 1. General Membership: All General Membership Meetings of the Association are open to the general public and shall be held a minimum of bimonthly and at such other times as directed by the Board of Directors. Meetings places shall be announced prior to the meeting, the last meeting of the fiscal year, to be held in December of each year, shall be designated the Annual Meeting.

SECTION 2. Board of Directors: The Board of Directors meetings shall be held a minimum of bimonthly or on months other than the General Membership Meetings, and at such times directed by the President. Meeting places and times shall be announced prior to the meeting.

ARTICLE VIII – STANDING COMMITTEES

SECTION 1. There shall be the following Standing Committees:

- a. **Legislative** – Duties: To Keep abreast of any change in the county, state or federal laws, which may affect the construction and code enforcement industries, and to keep membership informed of the same; draft any legislation, which the Association may wish to present for consideration.
- b. **Code Development** – Duties: To develop code changes and apprise members if planned code changes, which affect the construction and code enforcement industries.
- c. **Education** – Duties: To plan and development continuing education, seminars and courses, and other programs to benefit the Association and its members; to obtain guest speakers for the general membership meetings.
- d. **Special Events** – Duties: To promote the organization through the media; to arrange social events for the Association and to set up anticipated cost and fees, if any, to be charged for such social events; to recruit new members for the Association.
- e. **Scholarship** – Duties: To develop all necessary policies, procedures, and strategies in order to provide scholarship award(s) to a member or the son or daughter of a member in good standing who exhibits academic achievement and a financial need. The purpose of the award(s) is to minimize educational expenses to an academically deserving student(s).

- f. **Membership** – Duties: To develop all necessary policies, procedures, and strategies to improve and enhance the Association and its membership; to maintain a current roster of membership of the Association.
- g. **Bylaws** – Duties: To review, revise and update the chapter bylaws as needed to reflect current conduct and practice of the Association.

SECTION 2. All other committees shall be AD-HOC Committees and shall be created at the direction of the President with the approval of the Board of Directions.

ARTICLE IX – ELECTION OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be elected at the Annual Meeting.

SECTION 2. If a vacancy occurs in the office of President, the Vice President shall become President. The Association at the next general membership meeting shall fill other vacancies occurring during the year.

SECTION 3. Any Officer or Director missing three (3) consecutive meetings unless properly excused shall automatically be removed from office and the vacancy filled as outlined in Section 2 of this article.

SECTION 4. Prior to the Annual Meeting, the President shall convene the Nominating Committee, as described in Article X, who shall submit to the membership present at the Annual Meeting, nominations for the Officers and Directors of the Association, as described in Article V. Elections shall be completed by the close of the Annual Meeting.

ARTICLE X – NOMINATING COMMITTEE

SECTION 1. The Nominating Committee shall consist of at least three (3) members who are Past Presidents and their responsibility is to present a slate of officers for the election at the Annual Meeting. In the event three past presidents are not available, the current Board of Directors shall appoint a Nominating Committee.

ARTICLE XI – BYLAWS AMENDMENTS

SECTION 1. Proposed amendments to the Bylaws shall be presented to the Secretary, in writing, by any member in good standing. The proposed amendments shall be sent to all members for review and discussion at the next scheduled General Membership Meeting. Amendments to the Bylaws shall be adopted only if there is an affirmation vote of two-thirds (2/3) of the members present at the meeting. Failure to obtain the necessary two-thirds (2/3) vote automatically defeats the proposed amendments.

SECTION 2. The ICC and BOAF Board of Directors shall send the amended Bylaws to the International Code Council in Falls Church, Virginia and the Building Officials Association of Florida in Longwood, Florida for review and certification respectively.

ARTICLE XII – MISCELLANEOUS

SECTION 1. The First Coast Chapter of the ICC and BOAF shall be a non-profit, non-political organization.

SECTION 2. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Section 2 of this Article, notwithstanding any other provision of these bylaws.

ARTICLE XIII – AUDITING REPORTS AND RECORDS

SECTION 1. The Board of Directors may order or authorize an audit of the Association's financial records at the end of each fiscal year, which shall include an inventory of all assets.

SECTION 2. The fiscal year for the Association shall be from January 1 through December 31.

SECTION 3. The records of the Association shall be kept in the ordinary and usual place of business and open for inspection in accordance with appropriate State laws.

ARTICLE XIV – DISSOLUTION

SECTION 1. Upon the dissolution of the Association, it shall be the obligation of the Board of Directors to see that all just debts and claims are paid. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific or educational organizations which shall be ruled exempt by the Internal Revenue Service under 501 of the Internal Revenue Code and have been selected by the Board of Directors.

ARTICLE XV – INDEMNIFICATION

SECTION 1. The Association shall indemnify its directors, officers and committee members for the reasonable attorney fees and justifiable expenses stemming from liabilities which are deemed by the Board of Directors to have been reasonably incurred as a result of legal proceedings to which the indemnified person is made a party by reason of having been a director, officer or committee member of the Association at the time an actionable cause arose except where the director, officer or committee member is deemed by a hearing officer to have been guilty of willful malfeasance, misfeasance or nonfeasance in the performance of his or her obligations to the Association. In order to properly indemnify directors, officers or committee members of the Association the

Board of Directors may authorize adequate insurance to cover the indemnification authorized by this article.