

# **International Association of Building Officials, Inc.**

## **By Laws**

### **Article I**

#### **Name, Purposes and Offices**

##### **Section 1. Name**

The name of the organization is International Association of Building Officials, Inc.

##### **Section 2. Purposes**

The purposes of the Association are to:

- A. Serve as the representative of choice of (and for) career and contract leaders of building code administration and enforcement organizations throughout the international community;
- B. Support and enhance the work of those leaders and organizations in order that they may best safeguard the public health, safety, and general welfare through administration and enforcement of building safety regulations which provide safety to life and property from both natural and manmade hazards attributed to the built environment;
- C. Support and enhance those leaders and organizations in order to be a valuable resource immediately following catastrophic events to a community by participating in recovery and mitigation responsibilities.

To carry out these purposes, the Association shall provide its career and contract leaders of building code administration and enforcement organizations the following;

- D. Information and education for use within building safety regulatory service, mitigation, and related response and for use in educating the public;
- E. Representation, both within the Association and with other governmental and non-governmental organizations;
- F. The premier clearinghouse and point of exchange of experience, ideas, and general knowledge in all areas encompassing building safety regulation, mitigation, recovery and administration;
- G. Support of, and primary point of international contact for, local, state, provincial and national organizations that share all or part of the goals of the Association; and

- H. Support in strengthening and enhancing all the diverse missions of building officials with a focus on core missions such as enforcement, mitigation, recovery and participation in code and standards development.

### **Section 3. Office Location**

The principal office of the Association in the State of Kansas shall be located in Overland Park, Kansas. The Association may have such other offices within or without the City as may be required.

The registered office of the Association required under the laws of the State of Kansas to be maintained in the State of Kansas may be, but need not be, identical with the principal office in the State of Kansas, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Kansas. The Association shall maintain a registered agent whose address shall be the same as that of the registered office of the Association.

## **Article II**

### **Membership and Dues**

#### **Section 1. Classes of Membership and Membership privileges**

##### **A. Regular Members**

Regular members shall:

1. Include appointed or contracted executive officials of a local, county, state, provincial or territorial government, in responsible charge of a department, commonly referred to as “Building Official” or “Code Official” whose primary responsibility is the administration and enforcement of adopted building safety codes.
2. Include subordinate department employees of officials identified in paragraph 1 above who are actively engaged in the administration and enforcement of adopted building safety codes and other regulations related to building construction.
3. All regular members in retirement who maintain current membership status shall be entitled to vote on all matters requiring a vote of the general membership unless otherwise prohibited herein.

Regular members who maintain current dues-paying status shall be entitled to hold elective office, serve on the board of directors and vote on all matters requiring a vote of the general membership unless otherwise prohibited herein. New regular members shall be entitled to voting privileges 30 days after their acceptance as members.

**B. Associate Members**

Associate members shall:

1. Include individuals, associations, individual employees or officers of corporations and businesses that are interested in the goals and objectives of the Association who are not eligible for regular, or other memberships.
2. Be present or past elected or appointed officials (*i.e.*, members of a commission or board whose primary scope is related to building safety regulations, city or county managers, mayors and city or town council members)
3. Have all the benefits of regular membership, except they are not eligible to hold an elective office, serve on the Board of Directors, have voting privileges, or be eligible for honorary membership.

**C. Corporate Members**

Corporate members are corporations and businesses which are interested in the goals and objectives of the Association.

Corporate members shall have the benefits of regular membership except that they are not eligible to hold an elective office, to serve on the Board of Directors, or have voting rights.

**D. Honorary Members**

Honorary membership may be conferred upon any person who has rendered exemplary service to the Association, its aims and purposes, provided that such membership is approved by the Board of Directors.

Honorary members shall not pay annual dues. Further, Honorary members shall be entitled to participate in the affairs of the Association except that they are not eligible to hold elective office or serve on the Board of Directors.

**Section 2. Admission of New Members**

Application for membership (regular, associate, corporate or honorary) shall be made to the Association on forms provided by the Association. The Executive Committee shall promptly review all applications for membership and shall accept as members all applicants who meet the criteria set forth in Section 1 above. The Association shall promptly notify the applicant of his, her or its acceptance or non-acceptance as a member.

**Section 3. Dues**

The dues for regular, associate and corporate members shall be determined by the Board of Directors from time to time.

#### **Section 4. Annual Meetings**

The Annual Meeting of the Members shall be held, beginning with the year 2012, on the first Monday in November, at such time and place as shall be designated by the Chairman or determined by the Board of Directors, and shall be held for the purpose of electing new directors and officers, and transacting such other business as may come before the meeting. The first order of business shall be the election of new members of the Board, who may participate in the meeting immediately upon their election.

Special meetings of the Members may be called by or at the request of the Chairman or by 20% of the Members.

#### **Section 5. Meetings**

Special meetings of the Members may be held at any place either within or without the State of Kansas. Meetings of the Members shall be held upon such notice as provided herein. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting.

#### **Section 6. Notice**

Notice of any annual or special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each Member at his business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Members need be specified in the notice or waiver of notice of such meeting.

#### **Section 7. Quorum**

A quorum of the Members shall consist of the number of Members present at a meeting of the Members.

#### **Section 8. Voting.**

The act of the majority of the Members present at a meeting of the Members shall be the act of the Members unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Kansas.

## **Article III**

### **Board of Directors**

The direction, control, and management of the affairs, property, and funds of the Association shall be vested in the Board of Directors, which shall pursue such policies and exercise such functions and responsibilities as shall be in furtherance of the purposes and objectives of the Association and its members.

#### **Section 1. Number and Qualifications of Directors**

The initial Board of Directors shall consist of two members. Thereafter, at such time as the Board determines that the number of directors should be increased, it shall do so and shall, to the extent practicable, select Directors as set forth below.

At such time as the Board of Directors determines that the number of directors should be increased to consist of thirteen members, the Board of Directors shall consist of the Chairman of the Board, the Vice Chairman of the Board, the Immediate Past Chairman of the Board (if there is one), the Secretary/Treasurer, five directors who are regular members and who are elected by the members, two international members who are regular members and who are elected by the members, and two non-building official members who are elected by the members.

All Directors shall be non-retired, regular members in good standing, except that the two non-building official members may be members of any class with privileges of a regular member. A Director who vacates his/her position as chief officer (through retirement or otherwise), while holding the position of Director, may continue to hold the position until the end of his/her term.

#### **Section 2. Term of Office.**

Directors shall be elected for three-year terms. At such time as the number of Directors is expanded to thirteen, no Director may thereafter serve more than two consecutive three-year terms.

#### **Section 3. Vacancies and Resignations**

In the event that a Director shall resign, retire, expire or otherwise be incapable of serving, the Chairman of the Board, with confirmation of the Board of Directors, shall appoint a regular member in good standing with the organization to fill the balance of the unexpired term.

#### **Section 4. Removal from Office**

Any Director may be removed from office upon the vote of two thirds of the voting members present and voting at a meeting of the members, so long as the number of votes cast in favor of removal is at least two-thirds of those necessary for a quorum. In the case where it is not possible to wait until the next meeting of the members to vote on the disposition of any Director, a vote at a meeting of the Board of Directors with at least two-thirds majority is allowed to remove a Director from office.

## **Section 5. Duties of the Board of Directors**

The Board of Directors shall:

- A. Have the authority to enlist the services of a professional management firm to assist in the day-to-day operations of the Association.
- B. Have general charge of the affairs of the Association.
- C. Review the work of the Association at the board meetings and develop policy for operations.
- D. Create and maintain a 3-5 year strategic plan to provide for continuity and the general direction of the Association.
- E. Approve, adopt, change or amend all budgets.
- F. Establish the policies and procedures of the Association.
- G. Cause to be made an annual audit of all books and present such audit to the membership at the annual meeting.
- H. Establish the date and place of the annual meeting of the Association and cause to have the dates and place of the annual meeting published in the official publication of the Association at least ninety (90) days prior to the opening date of the meeting.
- I. Establish the registration fee for the annual meeting.

## **Section 6. Executive Committee**

There shall be an executive committee of the Board comprised of the elected officers of the Association.

The executive committee shall:

- A. Review the annual budget and make recommendation to the Board of Directors for its approval, disapproval or change.
- B. Study and evaluate the finances of the Association with the purpose of formulating plans for increasing revenues, and budgeting control of present and future finances, approving the investment of Association funds, and presenting such plans and any other recommendations to the Board of Directors for consideration and approval.
- C. Review all applications for membership and determine whether prospective members shall be admitted.

Carry out other duties assigned by the Board of Directors.

## **Section 7. Standing Committees**

The Board of Directors may appoint standing committees to serve the interests of the Association as needed.

The program of activities or charges of the standing committees shall be developed and submitted to the Executive Board for consideration and recommendation to the membership and approved in accordance with rules of operation approved by the voting members.

Participation on standing committees shall be by appointment. Appointment shall be open to any voting member, associate member or their representative, honorary member or jurisdictional employee authorized to serve by the jurisdiction. Only members appointed to standing committees may vote on standing committees.

The Chairman of the Board may establish special committees, designate the chairperson, appoint the members, and assign the committee its charges. Such special committees shall be ratified by the voting representatives or the Executive Board.

## **Section 8. Annual Meetings**

The Annual Meeting of the Board of Directors shall be held, beginning with the year 2012, on the first Monday in November, at such time and place as shall be designated by the Chairman or determined by the Board of Directors, and shall be held for the purpose of electing new directors and officers, and transacting such other business as may come before the meeting. The first order of business shall be the election of new members of the Board, who may participate in the meeting immediately upon their election.

Special meetings of the Board of Directors may be called by or at the request of the Chairman or by any two Directors.

## **Section 9. Meetings**

Meetings of the Board of Directors, regular or special, may be held at any place either within or without the State of Kansas, or from time to time by resolution of the Board of Directors or by written consent of the members thereof. Meetings of the Board of Directors shall be held upon such notice as provided herein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Any action which is required to be or may be taken at a meeting of the directors, or of the executive committee or any other committee of the directors, may be taken without a meeting if consents in writing, setting for the action so taken, or signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

### **Section 10. Notice**

Notice of any annual or special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each Director at his business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

### **Section 11. Quorum**

One-half of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### **Section 12. Voting.**

The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Kansas.

## **Article IV**

### **Officers**

#### **Section 1. Officers**

The officers of the Association shall consist of a Chairman of the Board, a Vice Chairman of the Board and a Secretary/Treasurer, all of whom shall be elected by majority vote of the regular members during the annual meeting. The Chairman of the Board, Vice Chairman of the Board, and Secretary/Treasurer shall each serve a term of office for one two-year term or until the next annual meeting, when their successors shall take office.

## **Section 2. Executive Director**

The Executive Director shall be appointed by the Board of Directors. The Executive Director may, but need not, be a member. The Executive Director may be removed from office by the affirmative vote of two-thirds of all the directors present at any meeting called for that purpose for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Association, or for refusal to render reasonable assistance in carrying out its purposes. The Executive Director shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

## **Section 3. Officer Eligibility**

Any member of the association seeking election to any of the offices specified in Article IV, Section 1 of these Bylaws shall:

- A. Be a regular member of the Association in good standing at the time of filing and upon installation.
- B. Be a current member of the Board of Directors and have served for a minimum of one full term.

In the event that a member vacates his/her position through retirement or otherwise while holding an elected office, the member may continue to hold said office until completion of the term.

## **Section 4. Bonding of Officers.**

The Secretary/Treasurer and officers authorized to receive and administer funds by the Board of Directors shall be bonded by the Association in an amount approved by the Board of Directors.

## **Section 5. Compensation.**

The compensation of the Chairman shall be determined by the Board of Directors.

## **Section 6. Duties of the Officers**

The Executive Director of the Association shall be its Chief Executive Officer and shall have the responsibility and authority for the day-to-day administration of the affairs of the Association under the general supervision of the Board of Directors, and shall have such other powers and perform other duties as the Board of Directors may prescribe from time to time.

The Chairman of the Board shall:

- A. Be the official representative and spokesperson for the Association.
- B. Serve as the chair of the Executive Committee.
- C. Preside at meetings of the Association and at meetings of the Board of Directors.

- D. Ensure that all committees, work groups or task forces operate according to the articles, bylaws, and Association policies.
- E. Call a special meeting of the Board of Directors when so requested by a majority of the Board of Directors or whenever the Chairman of the Board determines necessary. At least five (5) days notification shall be given for the special meeting with the reason for the special meeting stated, except when the Chairman of the Board determines that an unusual emergency exists.
- F. Name additional committees, work groups, or task forces and appoint their chairs for the term of office to accomplish the goals and objectives of the Association.

The Vice Chairman of the Board shall:

- A. In the absence or inability of the Chairman of the Board to perform all the duties of the office, be directed by the Board of Directors to assume the duties of the Chairman of the Board.
- B. Assist the Chairman of the Board in conducting the business and policies of the Association.
- C. Perform such other duties as are prescribed by the Board of Directors.

The Secretary/Treasurer shall:

- A. Supervise the use of all the assets of the Association with the advice and approval of the executive committee.
- B. Determine that all monies of the Association are deposited in proper accounts and, where applicable, draw the highest rate of return consistent with the greatest safety for the Association funds.
- C. Determine that all funds are collected, recorded, and disbursed according to accepted accounting principles and in accordance with the by-laws and policies of the Association.
- D. Report at the annual business meeting on the financial condition of the Association, including a summary of all revenues and disbursements.

The Immediate Past Chairman of the Board shall:

- A. Serve as the chair of committees created to prepare proposed bylaw amendments.
- B. Serve as the Nominating Committee Chair.
- C. Serve as a resource to officers and committee chairs.

## **Section 7. Records**

All Officers shall deliver all records of their office to their successors.

## **Article V**

### **General Provisions**

#### **Section 1. Contracts, Etc., How Executed.**

Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

#### **Section 2. Deposits.**

All funds of the Association shall be deposited from time to time to the credit of the Association with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Association to whom such power may be delegated from time to time by the Board of Directors.

#### **Section 3. Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of the Association to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the directors.

## **Article VI**

### **Indemnification**

#### **Section 1. Mandatory Indemnification.**

The Association shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he or she

is or was a Director of the Association against reasonable expenses actually incurred by the Director in connection with the proceeding.

## **Section 2. Permissive Indemnification.**

The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.

To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (1) and (2) of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

Any indemnification under subsections (1) and (2) of this section, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination

that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this section.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Section 537.117, Mo. Rev. Stat. 1986, any other provision of law, the Articles of Incorporation of the Association or these Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Association shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (6), to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of the Association as a Director, officer, employee or agent of any other Association, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation of the Association or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in these Bylaw or agreement of the Association which has been adopted by a vote of the Board of Directors of the Association, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

For the purpose of this section, references to the "the Association" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Association" shall include any service as a Director, officer, employee or agent of the Association which imposes duties on, or involves

services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this section.

**Section 3. Insurance.**

The Association may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Association, or who, while a Director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Association, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Association would have power to indemnify the person against the same liability under section (A) or (B) above.

**Article VII**

**Amendments**

**Section 1. Amendment of Articles of Incorporation.**

The Articles of Incorporation of the Association may be amended by a majority vote of the Members.

**Section 2. Amendment of Bylaws.**

These Bylaws, excepting the provisions of Articles I and VII hereof, may be amended by a majority vote of the Board of Directors. Amendment of Articles I and VII shall require a vote of two-thirds of the Board of Directors.