

CENTRAL COAST CHAPTER – International Conference of Building Officials

CHAPTER BYLAWS

ARTICLE I

NAME AND OBJECTIVES

Section 1: Name. This organization shall be known as the Central Coast Chapter of the International Code Council, (ICC), hereinafter in these Bylaws referred to as the “the chapter”.

Section 2: Objectives. The objectives of the Chapter are to aid ICC and the members of the Chapter in accomplishing the following objectives:

1. To investigate and promote the principles underlying safety in the construction, occupancy, and location of buildings and structures.
2. To research, recommend, and promote uniform regulations, legislation and enforcement pertaining to all phases of building construction.
3. To promote the adoption of the International Building Code and other coordinated codes and related documents which are designed to advance the cause of uniformity in regulations for the construction, alterations, conservation, maintenance, preservation or repair of buildings and structures and equipment and fixtures in either of the foregoing, to the extent regulation of any said matters is considered desirable.
4. To advise and assist in the administration of building laws and ordinances, the development of management and enforcement programs and related activities.
5. To support and participate in educational seminars and training programs related to building construction procedures and practices and the administration and enforcement of building regulations.
6. To advance the professional skills of those engaged in the administration and enforcement of building laws.
7. To do all such other things as are incidental to or desirable for the attainment of the above objectives.

ARTICLE II

MEMBERSHIP

Section 1: Membership. The membership shall be confined to:

(a) Jurisdiction.

Government / Regulatory (Agency + 1 person).

(b) Associate Members.

Individual / Government Staff (1 person).

(c) Retired & Honorary Members.

Individuals who have rendered outstanding and meritorious services in the furtherance of the objectives of the Chapter, proposed by the Board of Directors, and confirmed by a majority vote of the membership at a regular Chapter meeting. Former designated representatives of a jurisdiction who are retired.

(d) Professional.

Firms or individuals engaged in the practice of architecture, engineering, inspection, construction, research or related activities (Business + 1 person).

Section 2: Classification by Board of Directors. All memberships shall be subject to the classification by and approval of the Board of Directors.

Section 3: Voting. All jurisdiction and associate members, regardless of classification shall be entitled to vote, whether as a committee member or otherwise. Each active member shall have one vote and one vote only. For the purpose of bringing up matters for discussion, all members may make and second motion. All members shall be entitled to participate in meetings and discussions. Except as otherwise provided by these Bylaws, any member may be appointed to a committee as a nonvoting member.

ARTICLE III

DIRECTORS

Section 1: Authority. Subject to the limitations of the Articles on Incorporation, these Bylaws and the laws of the State of California, all corporate powers shall be exercised by the Board of Directions, subject to the appointment of committees and their invested functions as hereafter provided. Provision in these Bylaws that the Board of Directors shall or may perform a specific function shall be deemed to include the appropriate committee within the scope of the powers which may be conferred on a committee pursuant to these Bylaws.

Section 2: Number and Qualifications. The Board of Directors shall be jurisdiction or associate

members and shall consist of the President, Vice President-Treasurer, and Secretary.

Section 3: Determination and Election of Directors and Term of Office. Except as hereinabove or hereafter provided, each director shall be elected for a one-year term, or until his successor is duly elected and qualified. No person shall continuously serve more than five consecutive full one-year terms as a director. Expiration of terms of elected directors existing prior to the operative date of these Bylaws shall be determined by the period for which last elected. Except as above provided for existing incumbents, each term of each director shall commence on January 1 of each year and shall continue for the term of that director or until a qualified successor is duly elected and takes office, or until the directorship vacated.

Section 4: Manner of Election. Elected directors shall be elected by a majority vote of those voting as the regular December Chapter meeting.

Section 5: Removal of Directors. A director may be removed by the vote of the Chapter members at any regular meeting or at a special meeting of such members called for that purpose. A vote to so remove shall require the affirmative vote of a majority of those active Chapter members attending. No such removal shall occur unless there is first adopted a resolution requesting the same, adopted by a majority vote of all members of the Board of Directors. Notice of any proposed removal of a director must be mailed to all Chapter members at least three (3) weeks prior to any meeting at which a vote thereon is proposed to be taken. If at such meeting of members the director is removed, his replacement for the unexpired term may be elected at that meeting.

Section 6: Vacancies. Except as a vacancy may be filled by the Chapter members under Section 5, vacancies among members of the Board of Directors occurring during the year may be filled by appointment by the Board of Directors. Such appointment shall expire at the end of said term.

Section 7: Annual Meeting of Directors. Immediately following the regular chapter meeting in December, the Board of Directors shall hold its annual organizational meeting at the same place, at which it shall conduct any and all business which might be conducted at a regularly held meeting of which proper notice had either been given or legally dispensed with.

Section 8: Other Meetings of Directors. Other meetings of the Board of Directors may be called by the President. Notice of any such meeting shall be given by either the President or Secretary at least ten (10) days in advance. Notice of any meeting called under this section shall specify the time and place of the meeting and the business to be conducted. Notwithstanding, if prior to or after said meeting each director not present should consent in writing that any and all business may be transacted at said meeting, the business conducted shall not be so limited. Written waiver of notice shall be effective whether given before or after a meeting. Attendance constitutes waiver of notice and of the limitations on business to be conducted stated in any notice sent, unless the director objects timely at the meeting to a particular item of business as not being within the scope of the notice. Notwithstanding the above, the Board of Directors, by resolution, may establish regular meeting in addition to that provided in Section 7, and, if the place, dates and times thereof are contained in any such resolution as amended from time to time, notice thereof and of the business to be conducted need not be given.

Section 9: Quorum. A majority of the number of directors fixed by the Articles of Incorporation constitutes a quorum, and, except as a difference vote for action is required by these Bylaws, the action

of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act, except as otherwise specifically provided elsewhere in these Bylaws, provided that a minority of the directors, in the absence of a quorum, may adjourn from time to time but may not transact any business.

ARTICLE IV

OFFICERS

Section 1: Officers; Selection; Qualifications. The officers shall be the immediate President, Vice-President-Treasurer, and Secretary. The officers shall hold office at the pleasure of the membership who may at any meeting by the majority vote of the active members remove any such officer. The President, upon completion of the term, shall automatically become the immediate Past President. No person shall serve as President for more than one (1) year or until his successor has been duly elected and qualified, in addition to any partial term that may result under Section 4 of this Article. Except as prohibited by the laws of the State of California, any individual may serve simultaneously as director and an officer, or may hold more than one office at the same time.

Section 2: Executive Director; Subordinate Officers, etc. The Board of Directors may appoint such other officers as the business of the Chapter requires, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 3: Resignation. Any officer may resign at any time by giving notice to the Board of Directors or to the President or the Secretary of the Chapter. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Vacancies in Office. A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the office of the Vice-President shall be filled by the Secretary. Any other vacancy among the officers shall be filled by an election at the next regular meeting.

Section 5: Duties of Presidents. The President shall be the chief executive officer of the Chapter and preside at all regular Chapter meetings and at meetings of the Board of Directors and shall be an ex officio nonvoting member of all other committees. He shall have such other duties as are prescribed by the Board of Directors. Officers shall not act in their official capacities by proxy.

Section 6: Duties of Vice-President-Treasurer. The Vice-President shall keep the bank records, check book, and pay expenses incurred by the chapter. In the absence of the President, the Vice-President shall assume his duties, including any duties on any committee.

Section 7: Duties of Secretary. The Secretary shall: (1) keep, or cause to be kept, a book of minutes at the principal office and such other place as the Board of Directors may order, of all meetings of the Board of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those directors and members present, the names of those present at the Board of Directors meetings, the number of members present or represented at the members' meetings and the proceedings thereof; (2) keep, or cause to be kept, at the principal office of the Chapter a member register showing their names and addresses; (3) give, or cause

to be given, notice of all meetings of members, committees, and the Board of Directors, as required by or pursuant to Bylaws to be given; (4) keep the seal and historical records of the Chapter in safe custody; and (5); (7) have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V

MEETINGS

Section 1: Regular Meetings. Regular meetings will be held monthly at a time and place selected by the membership, to transact such business as the organization may select. Special meetings shall be held as and when called by the President or when requested by a majority of the membership.

Section 2: Regular Meetings – Items of Business. The items of business of the regular meetings shall include the following matters:

1. Approval of minutes of previous meetings.
2. Communication.
3. Reports.
4. Unfinished business.
5. New business, including special program items, and any other matters properly coming before the meeting.
6. Adjournment.

Section 3: Other Meetings. Special meetings of members may be called as provided by law, including by the Board of Directors by written notice to the members, specifying the time and place of the meeting and the business to be conducted, and the business conducted at the meeting shall be limited to that so noticed. Any such notices shall be mailed at least two (2) weeks prior to any such special meeting.

Section 4: Other Actions. Except at any meeting of members, any voting or written consent may be obtained by mail, in counterparts or by any other method authorized by law from time to time, as to any action of members authorized by law or these Bylaws to be had without a meeting of members.

ARTICLE VI

RECORDS – REPORTS – INSPECTION

Section 1: Records. The chapter shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept by the Secretary-Treasurer in the State of California.

Section 2: Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Chapter, shall be signed or endorsed by the Vice-President-Treasurer in the State of California.

Section 3: Contracts, etc. The Board of Directors, except as the Bylaws or Articles on Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, shall have any power or authority to bind the Chapter by any contract or agreement or to pledge its credit or render it liable for any purpose or to any amount.

Section 4: Inspection of Bylaws. The Chapter shall keep in its principal place of business the original or a copy of the Bylaws as amended or otherwise altered to date, which shall be open to inspection by the members at all reasonable times.

ARTICLE VII

NOMINATING COMMITTEE

Section 1: Nominating Committee. There shall be a Nominating Committee. The immediate Past President of the Chapter shall serve as an ex officio nonvoting member and shall act as Chairman. The Board of Directors shall appoint the committee members and from time to time fill vacancies.

Section 2: Disqualification; Removal; Resignation. Any member of the Nominating Committee may be removed by the Board of Directors at any time.

Section 3: Nominating Committee – Functions and Duties. The Nominating Committee shall present a report to the membership listing nominees for each office of the Board of Directors for the upcoming term at the regular November Chapter meeting, as provided in these Bylaws. Nominations from the floor will be considered at such time.

Section 4: Quorum and Vote. The Nominating Committee may act by informal procedure without meeting. Its report shall be adopted by a majority vote of the then committee members. See Article VIII, Section 5, concerning ex officio members.

ARTICLE VIII

NOMINATING COMMITTEE

Section 1: Other Committees. The Board of Directors may establish such other and further committees, either standing or of limited duration, as it shall deem advisable from time to time, with such composition as it shall deem advisable from time to time.

Section 2: General Provisions Applicable to All Committees. Any committee member may be replaced from time to time by the Board of Directors, provided that any successor shall have any prescribed qualifications of the person so replaced.

Section 3: Standing Committees. All standing committees, which shall include all committees required by these Bylaws, shall be deemed continuing committees, and all procedures and other matters duly established shall be deemed continuous until amended, repealed or modified in accordance with the provisions of these Bylaws or in the case of additional committees as provided by or pursuant to resolution of the Board of Directors.

Section 4: Continuation of Present Committees; Membership. All committees in existence as of the date of adoption of these Bylaws shall continue in existence under such procedures and rules as are presently established until any such committee is dissolved by the Board of Directors pursuant to and consistent with these Bylaws or such procedures and rules are amended or modified by or pursuant to resolution of the Board of Directors. Incumbent members of committee existing as of the effective date of these Bylaws shall continue in the same manner as if these Bylaws had been in force upon their appointment.

Section 5: Ex Officio Members and Voting Members. Any ex officio member of any committee required by these Bylaws shall be a nonvoting member unless otherwise provided. Any ex officio member of any other committee shall be a nonvoting member unless the Board of Directors otherwise provides. Nonvoting ex officio members shall not be counted for purposes of determining either a quorum or the number of votes required.

Section 6: Meetings of Committees. Meetings of committees which meetings are not otherwise specified in these Bylaws, or not provided for as regular meetings pursuant to these Bylaws or pursuant to rules of procedure adopted by the Board of Directors, shall be called by the Chairman of the Committee, or upon written request of two-thirds of the voting committee members.

Section 7: Committee Quorums and Votes. Except as otherwise specified in these Bylaws, or in action of the Board of Directors establishing a committee not established by these Bylaws, a quorum shall constitute a majority of the members of the committee having a vote and action shall be by a majority of a quorum. A quorum shall be determined based on the number of voting members after deduction of then vacancies, and such number shall also be determinative in computing the number of votes required where these Bylaws require a committee vote of more than a quorum.

ARTICLE IX

ANNUAL FEES AND DUES

Section 1: Annual Dues. The annual dues for the various types of memberships shall be established and may be modified from time to time by a resolution of the Board of Directors, provided that each such resolution shall not become effective until ratified by the membership at a regular meeting. The dues schedule last established in the Chapter's Bylaws prior to the amendment allowing the Board of Directors to fix and modify dues shall remain in effect until the effective date of the first directors' resolution establishing annual dues. Dues shall be payable and become delinquent by the Board of Directors, which may provide for a prorated amount for a partial year of membership.

Section 2: When Dues Payable. Dues shall be payable on the date established by the Board of Directors, which may provide for proration of dues for new members during the initial year of membership. Dues not paid within six (6) months of the date on which payable are delinquent.

Section 3: Suspension for Delinquency. Members delinquent in payment of dues may be suspended by action of the Board of Directors and may be reinstated only by favorable action of the Board of Directors.

ARTICLE X

AUDIT AND FISCAL YEAR

Section 1: Annual Audit. The Board of Directors shall be an audit made of the books of the Chapter at the end of each fiscal year, which shall also include an inventory of the furniture, equipment, machines, books, codes, etc. belonging to the Chapter. The audit and the inventory shall be reported at the regular meeting as determined by the Board of Directors.

Section 2: Fiscal Year. The fiscal year of the Chapter shall begin January 1 and end December 31.

ARTICLE XI

NO BENEFIT TO ANY INDIVIDUAL

No part of the net earning, if any, of this Chapter shall inure to the benefit of any member or other individual, and no gain, profit, or dividends shall ever be distributed to any of the members of this Chapter or inure to the benefit of any private persons except a fund, foundation, or corporation organized and operating for charitable, scientific, literary, or educational purposes.

ARTICLE XII

OPERATIVE DATE OF AMENDMENTS – EFFECT

Section 1: General. These Bylaws, which constitute a re-adoption, with amendments, of the Bylaws previously in effect, shall be effective and operative commencing with the adoption by a majority vote of the active membership.

Section 2: Directors and Officers. Directors elected by the members and in office as of the operative date of these Bylaws shall continue in office for the terms which elected. All appointive officers appointed prior to the operative date of these Bylaws shall continue in office until removed or until their successors are appointed and qualified.

Section 3: Committees. Committees in existence as of the operative date of these Bylaws, to the extent permitted under these Bylaws, shall not be deemed abolished by the adoption of the Bylaws, and those previously appointed thereto for terms extending beyond the operative date of these Bylaws, shall continue for the terms for which previously appointed, subject to the right of the Board of Directors to remove them.

Section 4: Previous Actions Remain in Effect. Upon the operative date of these Bylaws, all prior actions consistent with these Bylaws, whether by or pursuant to resolution or otherwise, of the Board of Directors, or any committee, remain in effect until modified, repealed, or otherwise superseded.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended by either of the following procedures:

- (a) The written consent of a majority of the Chapter members entitled to vote without a meeting of members, after recommendation thereof by resolution adopted by a majority of the then members of the Board of Directors. Written consents shall not be considered unless received within sixty (60) days after the first written circulation to send representatives of the request for written consents.
- (b) At a regular December Chapter meeting upon compliance with the following procedures. Proposed amendments to these Bylaws to be considered at said meeting shall be signed by at least five Chapter members and must be presented to the Board of Directors at sixty (60) days before the regular December Chapter meeting, or must be proposed through resolution of a majority of the then members of the Board of Directors within the same time period. The Board of Directors shall cause them to be printed in the regular December meeting notice and shall present its recommendations at the regular December meeting. These proposed amendments may be discussed and amended at the regular December meeting, and if passed by a majority vote of the Chapter members present, shall be sent to letter ballot to all such members as amended on the floor. Ballots must be sent out within thirty (30) days and voted ballots must be received at the Chapter office within sixty (60) days of their approval at the regular December Chapter meeting. A two-thirds ($2/3$) majority vote of such active members voting, or a majority of all such members, whichever is the lesser, is required for adoption.