

CENTRAL COAST CHAPTER
International Code Council

CHAPTER BYLAWS

ARTICLE I – NAMES, OBJECTIVES, AND AREA SERVED

1.1 Name. This organization shall be known as the Central Coast Chapter of the International Code Council, hereinafter in these Bylaws referred to as the “Chapter”.

1.2 General Purpose. As of the date status is legally established, the Chapter is considered a nonprofit association organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision in any future United States Internal Revenue Law (the "Code"). Notwithstanding any other provision herein, the Chapter shall not engage in a regular business activity of a kind ordinarily carried on for profit and shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code. The Chapter is not organized for the private gain of any person.

1.3 Objectives. The objectives of the Chapter are:

- A. To promote the value to society of enforcement agencies that safeguard the public safety, health and general welfare through efficient administration and effective enforcement of adopted building standards in both new and existing buildings and structures.
- B. To develop, maintain, and promote the adoption of the model codes promulgated by the International Code Council through active involvement in code development efforts and advocacy with local and state governmental jurisdictions.
- C. To develop, recommend and promote uniform administrative policies and procedures for code interpretations, permit issuance, plan reviews and construction inspections.
- D. To advance the professional skills of those engaged in the administration and enforcement of building codes by developing, supporting and participating in continuing education and by providing educational scholarships.
- E. To develop, promote and follow suitable codes of ethics for all persons involved in the administration and enforcement of building standards.
- F. To embrace the emergence of new innovations in construction technology that provide satisfactory levels of suitability, strength, effectiveness, fire resistance, durability, safety and sanitation for the purpose intended.
- G. To promote mutual understanding and voluntary compliance of adopted building standards between manufacturers, contractors, design professionals and enforcement agencies.

1.4 Area Served. The area served by the Chapter shall include all jurisdictions within the boundaries of Santa Barbara and San Luis Obispo Counties.

ARTICLE II – MEMBERSHIP

2.1 Approval of Membership Applications. All applications for membership shall be subject to classification by and approval of the Board of Directors. Applicants shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board of Directors may fix from time to time.

2.2 Membership Dues. The annual dues for each membership category shall be established by a resolution of the Board of Directors, provided that each such resolution shall not become effective until ratified by the membership in attendance at a regular meeting. In no case shall a person be considered in good standing, or be qualified to exercise membership participation or entitled to receive any privilege of membership, who is default in payment of dues for three months, except as may be extended by the Board of Directors. Annual membership dues are payable starting the first day of the calendar year.

2.3 Classification of Membership. There shall be three classes of membership:

- A. Governmental Member. Governmental Member is any person that is employed, or exclusively contracted, to perform the building and fire-life safety function, or any portion thereof, of a City or County jurisdiction in the area served by the Chapter and is in good standing under these Bylaws.
- B. Associate Member. Associate Member is any person or firm that is interested in the objectives of the Chapter, is in good standing under these Bylaws, and who does not qualify as a Governmental Member or Honorary Member. Associate members shall include firms or individuals engaged in the practice of architecture, engineering, inspection, construction, research and related activities.
- C. Honorary Member. Honorary Member is an individual who has rendered outstanding service to the Chapter, is in good standing under these Bylaws, and whose name shall be proposed by the Board of Directors and confirmed by a majority vote of the members in attendance at any regular or special meeting of the Chapter.

2.4 Termination of Membership. A membership in the Chapter shall terminate on occurrence of any of the following events:

- Resignation of the member
- Failure to pay annual dues, when required under these Bylaws, for the next annual period when they are due and payable
- Removal for just cause as determined by a unanimous vote of the Board of Directors

2.5 Liability of Members. A member of the Chapter shall not be personally liable, solely because of membership, for the debts, obligations, or liabilities of the Chapter. 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.

2.6 Member Voting Rights. Subject to the limitations of these Bylaws, all members, regardless of classification, shall be entitled to cast one vote on any matters under these Bylaws, including but not limited to, the election of Board of Directors, committee actions, disposition of assets, changes to the Bylaws or formal Chapter recommendations.

ARTICLE III – MEETINGS OF THE MEMBERS

3.1 Regular Meetings. Regular Chapter meetings shall be held monthly, at a time and place selected by the President, to transact such business as the organization may require from time to time. All such meetings will be open to the public.

3.2 Special Meetings. Special Chapter meetings of members may be called at any time by the President with approval of a majority vote of 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 provided at least two (2) weeks prior to any such special meeting.

3.3 Order of Business. Any regular or special meeting shall have the agenda and order of the meeting as directed by the President. The items of business of the regular meetings shall include the following matters:

- Approval of minutes of previous meetings
- Communication
- Reports
- Unfinished business
- New business
- Adjournment

3.4 Quorum. A quorum for the transaction of business at any regular or special Chapter meeting shall consist of at least three Governmental Members. At all regular or special Chapter meetings, the act of a majority of the voting members present at the meeting at which there is a quorum shall be the act of the membership, except as may be otherwise specifically provided by the law of the State of California or by these Bylaws.

3.5 Other Actions. Except at any meeting of members, any voting or consent may be obtained by mail, e-mail or by any other lawful method for any action of members authorized by the Bylaws to be conducted without a meeting of members.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Authority. Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of the State of California, all Chapter powers shall be exercised by the Board of Directors. All such Directors shall receive no payment, remuneration or compensation in any form for their services. The Board of Directors may adopt any policy or procedure, or authorize any administrative action in the best interest of the Chapter and its membership subject to the limitations imposed by policies established by the Board of Directors of the International Code Council related to Chapter management. No Director shall participate in, or purport to have authority to act on behalf of or bind the Chapter to any legal obligations or liability, except as provided in these Bylaws, or as set forth in by written resolution or policy of the Board of Directors.

4.2 Number and Qualifications. The Board of Directors shall consist of the President, Vice President, Treasurer, Secretary and Immediate Past President. Each Director shall be a Governmental Member for a City or County within the specified boundaries of the Chapter. Directors shall hold office at the pleasure of the membership. Directors may be removed from office by a majority vote of the active members. The President, upon completion of a term shall automatically become the Immediate Past

President. If the President is elected to serve another consecutive term on the Board of Directors, the previous Immediate Past President shall remain as a member of the Board of Directors, unless said Past President recruits another former Past President to serve the term, subject to majority approval of the Board of Directors.

4.3 Election of Directors and Term of Office. Each Director shall be elected for a one-year term, or until a 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. The term of each director shall commence at the conclusion of the regular Chapter meeting in January 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 is vacated.

4.4 Manner of Election. Elected Directors shall be elected by a majority vote of those voting at the regular Chapter meeting in December.

4.4 Duties of President. The President shall be the official Chapter representative and chief executive, and shall preside at all regular and special Chapter meetings of the membership and at all regular or special meetings of the Board of Directors. The President shall establish the annual Chapter goals and objectives.

4.5 Duties of the Vice President. The Vice President shall act and perform the duties of the President during the President's absence from any meetings of the Chapter or the Board of Directors, or by a vote of the Board of Directors in case of disability of the President, and shall assist the President in the conduct of the office of President. The Vice President shall be responsible for the educational needs of the membership including, but not limited to, training and seminars.

4.6 Duties of the Treasurer. The Treasurer shall be responsible for receiving and disbursing funds, supervising financial affairs, approving expenditures as provided by resolution of the Board of Directors, and generally performing such official duties of a Treasurer of a corporation. The Treasurer shall also be responsible for maintaining membership records and managing professional services.

4.7 Duties of the Secretary. The Secretary shall be responsible for keeping the minutes and records of meetings, preparing and maintaining correspondence, sending all notices and generally performing such official duties of a Secretary of a corporation. The Secretary shall maintain the historical records of the Chapter in safe custody and perform such other duties as may be prescribed by the Board of Directors.

4.8 Duties of the Immediate Past President. The Immediate Past President shall advise the Board of Directors as necessary concerning past objectives and activities of the Chapter, and shall have voting rights for all actions taken by the Board of Directors.

4.9 Duties by Proxy. Directors shall not act in their official capacity by proxy.

4.10 Elections. Except as provided herein, the Board of Directors shall establish policies governing the conduct of elections and copies thereof shall be provided to any member requesting a copy. At a regular or special Chapter meeting, a majority of the voting members present and voting shall elect such number of Directors as necessary to fill vacancies of Directors whose terms expire at the end of the designated term.

4.11 Resignation, Disqualification and Vacancies. If any Director is unable to serve by reason of death, resignation, disqualification, removal or other cause, the President shall appoint a successor for the unexpired term and until his or her successor is elected and qualified at the next regular Chapter meeting in December. Any Director, who ceases to be a Governmental Member, for a period exceeding 60 days, shall automatically forfeit his or her position as a Director.

4.12 Military Leave. Any Director called to serve on active military duty shall not thereby become disqualified as a member of the Board of Directors.

4.13 Removal of a Board Member. Any Director may be removed from office upon the vote of two-thirds of the Governmental Members present and voting at a regular or special Chapter meeting, so long as the number of votes cast in favor of removal is at least two-thirds of those necessary for a quorum.

4.14 Quorum. At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for transaction of business, and the act of a majority of the voting Directors present at the meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the law of the State of California or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

4.15 Written Action. Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all voting members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board of Directors.

4.16 Participation in Meetings by Electronic Means. The Board of Directors may conduct a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

- Each Director participating in the meeting can communicate with all of the other Directors concurrently;
- Each Director is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Board; and the
- Board of Directors adopts and implements some means of verifying both that a person participating in the meeting is entitled to participate in the Board of Directors meeting, and that all actions of, or votes by, the Board of Directors are taken or cast only by the Directors and not by persons who are not Directors.

4.17 Meetings. All Directors will begin their term following installation at the regular Chapter meeting in January. Concurrent with the regular Chapter meeting in January, the Board of Directors shall hold its annual organizational meeting, at which it shall conduct any and all business which might be conducted at a regularly held meeting, including, but not limited to, the setting of Chapter goals and objectives for the upcoming year. The Board of Directors shall meet at such other times and in such places as it may determine, and otherwise upon the call of the President or of a majority of the Board of Directors. Motions and votes at such meetings shall be duly recorded. A meeting or portion of a meeting of the Board of Directors may be closed to persons not serving on the Board of Directors by a vote of the Board of Directors when matters that are sensitive to the purpose of the Chapter, including but not limited to

budget, personnel, or legal actions are to be discussed. The Board of Directors may invite persons who are not members of the Board of Directors to attend portions, or all, of such closed meetings in an advisory capacity.

4.18 Professional Services. The Board of Directors may hire such professional services as needed to further the Chapter's objectives and perform any necessary duties. These services include, but not limited to, accounting, legal, insurance, graphic design, printing or other necessary services as determined by the Board of Directors.

4.19 Audit. There may be an audit of the activities and financial affairs of the Chapter at the end of each fiscal year by an independent auditor selected by the President with the advice and consent of the Board of Directors. Such audit shall be submitted to the Board of Directors and to the general membership at a regular or special Chapter meeting.

4.20 Emergency Actions. In the event that the Board of Directors determines an emergency amendment to these Bylaws is warranted, the same may be adopted by the Board of Directors. Such action shall require an affirmative vote of at least four Directors of the Board of Directors. The membership shall be notified, within ten days after the Board of Directors' official action, of any emergency amendment. At the next regular Chapter meeting, any emergency amendment shall be presented to the members for ratification by a majority of the Governmental Members present and voting.

4.21 Liability of Officers. Except as provided in Sections 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law (or any successor provisions thereto), there shall be no monetary liability on the part of, and no cause of action for damages shall be asserted against, any Director based upon any alleged failure to discharge the person's duties as Director if the duties are performed in a manner that meets all of the following criteria:

- The duties are performed in good faith;
- The duties are performed in a manner that such officer believes to be in the best interests of the Chapter; and
- The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE V – COMMITTEES

5.1 Committees. The Board of Directors may establish committees as it deems advisable. The President shall, with the concurrence of the Board of Directors, appoint or replace all members of the committees not otherwise specifically provided for herein.

5.2 Board Authority. Any member of any committee may be removed by the Board of Directors at any time and subject to any limitations of this Bylaws regarding action which require approval of a member. Each committee shall be under the direction of the Board of Directors and shall have such authority as shall be delegated and prescribed by the Board of Directors.

5.3 Meeting of Committees. Except as provided for in these Bylaws, committees shall comply with the policies established by the Board of Directors. Meetings of committees shall be called by the Chairman of the Committee, or upon written request of two-thirds of the voting committee members.

5.4 Committee Quorums and Votes. A committee quorum shall constitute a majority of the members appointed to the committee and action shall be by a majority of a quorum.

ARTICLE VI – DISSOLUTION

6.1 Dissolution. In the event of a dissolution or final liquidation of the Chapter, all of the remaining assets and property of the Chapter shall, after paying or making provision for the payment of all of the liabilities or obligations of the Chapter and for necessary expenses thereof, shall be transferred to one or more organizations which will (i) dedicate such assets and property to public and/or charitable purposes, and (ii) qualify as tax exempt organizations under Section 501(c)(3), Section 501(c)(4), or Section 501(c)(6) of the Code.

ARTICLE VII – RULES OF ORDER

7.1 Basis of Rules. Roberts Rules of Order shall govern all aspects of a parliamentary nature unless otherwise provided for by the Board of Directors.

ARTICLE VIII – AMENDMENTS TO BYLAWS

8.1 Proposed Amendments. Proposed amendments to these Bylaws to be considered at any membership meeting shall be presented to the Board of Directors at least one month prior to a membership meeting.

8.2 Notice of Actions. The Board of Directors shall cause proposed amendments to the Bylaws to be printed and distributed as soon as possible after receipt but not later than five calendar days before the membership meeting where the proposed amendments will be discussed. During this meeting, the Board shall present its recommendations, if any, and the proposed amendments may be discussed and amended. If the amendments are passed by a two-thirds vote of those Governmental Members present and voting, copies of the proposed Bylaws, as amended on the floor, shall be distributed to and voted on by all of the Governmental Members of the Chapter by methods as determined by the Board of Directors. To be considered, the voting by the Governmental Members shall be returned and received by the Board of Directors within 30 days of distribution. A two-thirds majority of Governmental Members voting is required for adoption. The returns shall be certified by the President if the necessary majority for approval is received.

8.3 Effective Date of Amendments. Approved amendments shall become effective upon certification by the President unless otherwise provided for in the amendment.

8.4 Previous Action Remains in Effect. Upon the operative date of these Bylaws, all prior actions consistent with these Bylaws, whether pursuant to resolution or policy, of the Board of Directors, or any committee, remain in effect until modified, repealed or otherwise superseded.

ARTICLE IX – OPERATIVE DATE OF AMENDMENTS – EFFECT

9.1 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 current Governmental Members.

9.2 Directors. The Board of Directors as of the operative date of these Bylaws shall continue for the terms which elected. All Directors created by these Bylaws that are vacant positions shall be appointed by a majority of the existing members of the Board of Directors.

9.3 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.

9.4 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, the membership, or any committee, shall remain in effect until modified, repealed, or otherwise superseded.

Approved by Majority Vote of the Membership

Attest: _____ Date: _____

Howie Conroy, President
ICC Central Coast Chapter