

# CHAPTER BY-LAWS

## LOS ANGELES BASIN CHAPTER CONSTITUTION AND BY-LAWS OF THE LOS ANGELES BASIN CHAPTER International Code Council (Effective October 1, 2008)

### ARTICLE I – NAMES, OBJECTIVES, AND AREA SERVED

- 1.1 Name.** This organization shall be known as the "Los Angeles Basin Chapter of the International Code Council", hereinafter in these Bylaws referred to as the "Chapter".
- 1.2 General Purpose.** The Chapter is 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:
- 1.3.1 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.
  - 1.3.2 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.
  - 1.3.3 To develop, recommend and promote uniform administrative policies and procedures for code interpretations, permit issuance, plan reviews and construction inspections.
  - 1.3.4 To advance the professional skills of those engaged in the administration and enforcement of building codes by developing, supporting and participating in continuing education, on duty training programs and professional mentoring.

- 1.3.5 To develop, promote and follow suitable codes of ethics for all persons involved in the administration and enforcement of building standards.
  - 1.3.6 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.
  - 1.3.7 To promote mutual understanding and voluntary compliance of adopted building standards between manufacturers, contractors, design professionals and enforcement agencies.
  - 1.3.8 To adopt, promote and follow the requirements of due process of law in the enforcement of all adopted building standards.
- 1.4 Area Served.** The area served by the Chapter shall include all Cities and Counties within the boundaries or the vicinity of Los Angeles County in the State of California in good standings under these Bylaws.

## **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 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 the Board of Directors. 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:
- 2.3.1 **Governmental Member Representative.** Governmental Member Representative is any person that is employed within or contractually performs the building and safety function of a City or County jurisdiction in the area served by the Chapter, is in good standing under these Bylaws, and who is designated to exercise the right to vote for that jurisdiction on all Chapter concerns.
  - 2.3.2 **Associated Member.** Associated 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 Representative or Honorary Member.

2.3.3 Honorary Member. 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 Governmental Member Representatives 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:

2.4.1 Resignation of the member;

2.4.2 Failure to pay annual dues, when required under these Bylaws, for the next annual period when they are due and payable;

2.4.3 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.

**2.6 Member Voting Rights.** Each City or County in the area served by the Chapter shall have the right to designate any Governmental Member Representative employed or contracted by them and any Honorary Member to cast one vote on any matters under these Bylaws, including but not limited to, the election of Board of Directors, disposition of assets, changes to the Bylaws or formal Chapter recommendations.

**2.7 Governmental Members and Associate Members Privileges.** Any non-designated governmental member of any City or County in the area served by the Chapter and any Associated Member shall be entitled to participate as a nonvoting member of any committee, raise any concerns or move any issue for consideration by the Chapter.

## **ARTICLE III – MEETINGS OF THE MEMBERS**

**3.1 Regular Meetings.** Regular membership meetings will 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 Meetings of the Governmental Member Representatives may be called at any time by the President with the approval of a majority vote of the Board of Directors. The President shall also call a special meeting upon the receipt of a valid petition, specifying purpose of the special meeting and bearing the names, titles, addresses, and signatures of five Governmental Member Representatives.
- 3.3 Annual Business Meeting.** A special meeting of the Governmental Member Representatives, herein referred to as the Annual Business Meeting, shall be held each calendar year at a time and place designated by the Board of Directors for the purpose of election of officers to the Board of Directors.
- 3.4 Order of Business Meetings.** Any regular, annual or special meeting shall have the agenda and order of the meeting as directed by the President.
- 3.5 Quorum.** A quorum for the transaction of business at any regular, annual or special meeting shall consist of three Governmental Member Representatives.
- 3.6 Meeting Notice.** A notice of the time and place of the meeting shall be published not less than 10 days prior to any regular meeting or the Annual Business Meeting and not less than 5 days prior to any special meeting.
- 3.7 Eligibility to Vote.** Governmental Member Representatives and Honorary Members in good standing under these bylaws shall be entitled to vote at any meeting. Each Governmental Member Representative or Honorary Member entitled to vote may cast one vote on each matter submitted to a vote.

#### **ARTICLE IV – BOARD OF DIRECTORS**

- 4.1 Governing Body.** Subject to the limitations of these Bylaws and the laws of the State of California, all Chapter powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following officers: President, First Vice President, Second Vice President, Treasurer, and Secretary. All such officers shall receive no payment, remuneration or compensation in any form for their services.
- 4.2 Qualifications of Board Members.** Each member of the Board of Directors shall be a designated Governmental Member Representative with the International Code Council for a City or County within the specified boundaries of the Chapter.

- 4.3 Election and Term of Office.** Election of officers for the ensuing year shall be held at the annual business meeting elected by the voting members present and voting at the annual business meeting. Such Officers shall take office beginning at the conclusion of the Annual Business Meeting and shall serve until adjournment of the following Annual Business Meeting or until their successors are duly elected and qualified. Officers' tenure shall be limited to one single, full-year, term in each office.
- 4.4 Duties of President.** The President shall be the official chapter representative and chief executive and shall preside at all regular and special meetings of the membership and at all regular or special meetings of the Board of Directors. The President shall establish the Chapter goals and objectives for the fiscal year.
- 4.5 Duties of the First Vice President.** The First 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 First Vice President shall be responsible for all Chapter Committee activities and shall appoint all chairs of such committees.
- 4.6 Duties of the Second Vice President.** The Second Vice President shall be responsible for the educational needs of the membership including but not limited to training, seminars, code of ethics and professional mentoring.
- 4.7 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.
- 4.8 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.
- 4.9 Duties by Proxy.** Officers shall not act in their official capacity by proxy.

- 4.10 Resignation, Disqualification and Vacancies.** If the office of any Board of Directors becomes vacant by reason of death, resignation, disqualification, removal or other cause, the President (or in the case the office of President is vacant, the First Vice-President) shall appoint a successor for the unexpired term and until his or her successor is elected and qualified at the next annual business meeting, subject to the ratification by majority vote of the Board of Directors. Any Director, who ceases to be a designated Governmental Member Representative, for a period exceeding 60 days, shall automatically forfeit his or her position as a Director.
- 4.11 Military Leave.** Board members called to and serving active military duty shall not thereby become disqualified as a member of the Board of Directors.
- 4.12 Removal of a Board Member.** Any member of the Board of Directors may be removed from office upon the vote of two-thirds of the Governmental Member Representatives 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.
- 4.13 Election.** 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 each Annual Business 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 fiscal year.
- 4.14 Quorum.** At all meetings of the Board of Directors, a majority of the voting 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 by laws, 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.** Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

4.16.1 Each Director participating in the meeting can communicate with all of the other Directors concurrently;

4.16.2 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 corporation; and the

4.16.3 Board of Directors adopts and implements some means of verifying both that a person participating in the meeting is a Director or other persons entitled to participate in the Board of Directors meeting and 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.** The Annual Meeting of the Board of Directors shall be held in conjunction with the time and place of the Annual Business Meeting. 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 Authority.** The Chapter 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 the policies established by the Board of Directors of the International Code Council related to Chapter management. No member or 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 Chapter Board of Directors.

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

**4.20 Audit.** There shall 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 the Annual Business Meeting.

**4.21 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 members 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 meeting any emergency amendment shall be presented to the members for ratification by a majority of the Governmental Member Representatives present and voting.

**4.22 Liability of Directors.** 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:

4.22.1 The duties are performed in good faith;

4.22.2 The duties are performed in a manner such Director believes to be in the best interests of the Chapter; and

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

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

**5.3 Meeting of Committees.** Except as otherwise provided for by the Bylaws, committees and councils shall comply with the policies established by the Board of Directors.

## **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 signed by at least five Governmental Member Representatives and shall be presented to the Board of Directors at least one month prior to the 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 these proposed amendments may be discussed and amended. If the amendments are passed by a two-thirds vote of those Governmental Member Representatives present and voting, copies of the proposed Bylaws shall be sent by letter ballot, as amended on the floor, to all Governmental Member Representatives of the Chapter. To be considered, the ballots by the Governmental Member Representatives shall be returned and received by the Board of Directors within 30 days of distribution. A two-thirds majority of Governmental Member Representatives 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.** The approved amendments become effective ten days after 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 other committee, remain in effect until modified, repealed or otherwise superseded.