

CONSTITUTION AND BYLAWS OF THE OREGON BUILDING OFFICIALS ASSOCIATION
A CHAPTER OF THE INTERNATIONAL CODE COUNCIL

ARTICLE I
NAME, PURPOSE, AND OBJECTIVES

SECTION I This organization shall be known as the Oregon Building Officials Association, a Chapter of the International Code Council.

SECTION II The purposes and objectives of this Association are:

- A. To study and take action on all matters involving the welfare of the citizens of the State of Oregon which are of concern to, or the responsibility of, the Building Official, to represent the Building Officials in Building Code promulgation, and to investigate and take action in other matters at the direction of the membership.
- B. To place the public safety and welfare above all other interests and to apply the special knowledge and skill of Building Officials to the benefit of all ~~[mankind]~~ humanity.
- C. To promote the recognition and importance of the Building Official's responsibility and the value and benefits of adequate code administration organizations. To help any municipality within the State of Oregon to evaluate, establish, monitor, or improve their code enforcement effort. To encourage the employment of adequately trained, properly supervised, equitably compensated code enforcement personnel.
- D. To develop, recommend and promote uniform regulations and legislation pertaining to building construction and encourage uniformity in code enforcement and interpretation.
- E. To review and research all proposed building, plumbing, electrical, mechanical and similar codes or legislation and proposed amendments thereto when deemed appropriate, and make each member aware of the implications of such codes, amendments, and legislation, and take an active Association position on such codes, amendments or legislation.
- F. To operate in harmony with and promote the purposes and objective of other specialty code-oriented chapters in Oregon without conflicting therewith.
- G. To advance the professional skills of those involved in the administration and enforcement of building laws.

SECTION III This Association shall be nonpartisan and shall not be used directly or indirectly for the dissemination of partisan principles or for the promotion of the candidacy of any person seeking elected office.

ARTICLE II
JURISDICTION

SECTION I The geographic boundaries of this Association shall encompass the State of Oregon.

ARTICLE III
MEMBERSHIP

SECTION I The membership shall be confined to those persons who have paid their dues and are:

A. Class A Members

A Class A member is a governmental unit or department represented by a building official who is charged with the administration and enforcement of laws and ordinances related to building construction. A Class A member's building official may, in addition, designate in writing individuals employed by said jurisdiction or individuals with a building official certification contracted to provide services to said jurisdiction to serve and vote on committees and to serve as its voting representatives at all business and special meetings.

B. Professional Members

A Professional member is ~~an~~ **a company or** individual who is **contracted with or** employed by a jurisdiction eligible for Class A membership **and** must ~~[or who]~~ hold a current State of **Oregon Inspector Certification**.

C. Associate Members

An Associate member is an individual, firm, corporation or association interested in the objectives of the Association.

D. Educational Members

An Educational member is an individual enrolled in classes or a course of study related to building codes and code administration **and/or** full-time instructors who teach building code and code administration classes.

E. Retired Members

A Retired member is any former member who has retired.

F. Honorary Members

An Honorary member is an individual who has rendered outstanding and meritorious service in the furtherance of the objectives of this Association. An honorary membership shall be proposed by the Board of Directors and confirmed by majority vote of the members at the Annual Business Meeting and such memberships shall be for life.

SECTION II Voting Eligibility

A. All members **and designated representatives** shall be entitled to participate in meetings and serve on committees, receive agendas and minutes. ~~[At Business and special meetings.]~~ Only designated voting representatives of Class A members **and Professional members** shall be entitled to make and second motions, and to vote. **Voting by members may be in-person at meetings, via tele-video conference, written or electronic mail consent, or by other means as deemed allowable by Oregon Nonprofit law. No less than fifteen (15) members shall constitute a quorum.** On committees, designated voting representatives of Class A members and professional members shall be entitled to make and second motions and to vote.

B. Each Class A member shall be entitled to the number of voting representatives according to Class A member population as specified in the table in this subsection. Each Class A member voting representative shall have one vote ~~[and one vote only]~~ on any given matter.

Table: Number of Voting Representatives

Population of Jurisdiction		Number of Voting Representatives
1. [0 – 100,000]	<u>0 – 10,000</u>	2
2. [100,001 – 300,000]	<u>10,001 – 25,000</u>	4
3. [Over 300,000]	<u>25,001 – 50,000</u>	<u>4</u>
4. <u>50,001 – 100,000</u>		<u>4</u>
5. <u>100,000+</u>		<u>6</u>

- C. A Class A member may authorize a person from their jurisdiction to serve as their proxy at any meeting provided written authorization is presented to the presiding officer prior to the start of the meeting.

SECTION III Code of Ethics

- A. All designated voting representatives of Class A members and other members representing or purporting to represent the organization are bound by the Association's Code of Ethics. It is each member's responsibility to be familiar with the provisions of the Code and to fulfill those provisions.
- B. All designated voting representatives of Class A members and other members representing or purporting to represent the organization are subject to and must abide by any sanctions imposed by the Board of Directors. Appeals of the actions of the Board of Directors shall be reviewed and acted upon by the designated voting representatives of Class A members at a regular Business Meeting.
- C. The Code of Ethics and the matrix of sanctions may only be revised at any regular Business Meeting by a majority vote of the designated voting representatives of Class A and Professional members. The process for review of complaints may be revised by either the Board of Directors or a majority vote of the designated voting representatives of Class A members at any regular Business Meeting.

ARTICLE IV
OFFICERS AND BOARD OF DIRECTORS

SECTION I Officers - Executive Board

The officers of this Association shall be a President, President Elect ~~[a Vice President]~~, Immediate Past President and Secretary/Treasurer. The President Elect and Secretary/Treasurer who shall be elected at the ~~[an]~~ Annual Business Meeting and the President Elect shall automatically assume the position of President. Installation of officers shall occur at the same meeting.

SECTION II Immediate Past President

The Immediate Past President is the person who most recently served a full term as President.

SECTION III Board of Directors

The Board of Directors shall consist of the President, President Elect ~~Vice President~~, Secretary/Treasurer and the immediate Past President plus three additional directors shall be elected from the membership at

large.

SECTION IV Eligibility and Terms of Office

- A. Only designated voting representatives of Class A **and Professional** members may serve in the offices of President, **President Elect** [~~Vice President~~], Secretary/Treasurer and Board of Directors.
- B. At no time can more than two voting representatives who are under contract for services with Class A members be elected to serve on the Board of Directors.
- C. There shall be no compensation paid to officers or directors of the Association, other than that which may be authorized by the Board of Directors as reimbursement of expenses incurred during the conduct of Association business.
- D. The term for officers shall be one year, and no officer shall hold the same office for more than two consecutive terms. **The term for at large directors shall be two (2) years and no director shall hold the same office for more than two (2) consecutive terms. No individual may serve more than eight (8) consecutive years on the board of directors. Elective year shall be from the end of the Annual Business Meeting to the end of the Annual Business Meeting the following year.**

~~[E. There shall be an election of officers at the end of each one year term.]~~

SECTION V Vacancies

A vacancy in the office of President shall be filled by the **President Elect** [~~Vice President~~]. A vacancy in the office of **President Elect** [~~Vice President~~], Secretary/Treasurer or director at large may be filled by the appointment of a designated voting representative of a Class A **or Professional** member by the Board of Directors to serve the remaining term of office provided that voting representatives under contract for services with Class A members may not constitute a majority of the Board's membership. If the immediate Past President chooses not to serve or is unable to serve, the Board of Directors may **elect to leave the position open or appoint** ~~select~~ any former President who has served a full term in that office **and is a member in good standing.** [~~to fill the vacancy.~~]

SECTION VI Removal of an Officer or Director

- A. Any officer or director shall be removed from office by majority vote of the Board of Directors if they have missed two consecutive meetings of the Board of Directors and/or Business Meetings during their terms of office without an accepted excuse. The acceptance of an excuse for absence shall be at the discretion of the Board of Directors.
- B. Any officer or director may be removed upon the vote of a majority of the members present and voting at a duly called, noticed and attended Business Meeting, so long as the number of votes cast in favor of removal is a majority of those necessary for a quorum. The call for removal of an officer or director shall appear on the agenda of a regular Business or special meeting.

ARTICLE V POWERS AND DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

SECTION I The Board of Directors shall have the authority to carry on the business of this Association between Business Meetings, and employ or appoint an Executive Director **or Administrator**.

SECTION II The Board of Directors shall meet at least quarterly to carry on the business of the Association. A majority of the board of directors ~~members seated~~ shall constitute a quorum for the purpose of a meeting. When appropriate or necessary, the Board may conduct meetings remotely by using telephones, electronic communications, or by other means as deemed allowable by Oregon Nonprofit law. All electronic meetings require simultaneous communications and all participating members must be able to participate real time and, if a vote is taken, a majority of the Board members must be participating and the vote must be unanimous with all responses signed or verified by the sender and recorded in the corporate minutes.

SECTION III The President or any two board members may call the Board of Directors together for any number of special meetings that may be deemed necessary to carry on the business of the Association. All members shall be notified not less than two days prior to any meeting.

SECTION IV The President shall preside at all meetings of the Association and its Board of Directors, appoint all committees subject to approval by the Board of Directors, and perform such duties as may be required by these bylaws. The President shall be the official spokesperson for the association.

SECTION V The President Elect [~~Vice President~~] shall assist the President, oversee the implementation of the Association's strategic plan and act as liaison to other specialty code-oriented chapters and organizations in Oregon and assume the office of President once the current President has completed their term in office.

SECTION VI The Secretary/Treasurer shall keep just and accurate minutes of [~~each~~] any action taken at a Business Meeting of the Association and shall ensure that the Executive Director or administrator maintains a current and accurate accounting of the Association's finances. The Secretary/Treasurer shall supervise the Association's disbursements, provide timely financial reports to the Board of Directors and the members and assist in the preparation of the annual budget.

SECTION VII The Directors At Large shall attend and take part in Board of Director meetings and shall assist in committee activities and other Association projects and programs as assigned to them by the President or the Board of Directors.

SECTION VIII The Executive Director or Administrator shall receive all dues of the members of the Association, and ~~without delay~~ deposit the same to the credit of this Association in a bank, or banks, approved by the Board of Directors. The Executive Director or Administrator shall keep an accurate record showing the amounts received, deposited, and expended by the Association and prepare checks for signature. [~~issue authorized checks~~]. The Executive Director or Administrator shall make a report at the Annual Business Meeting and other times when directed to do so by the President or Board of Directors. Additional duties will be assigned by agreement with the Board of Directors. The executive director or administrator shall be an ex-officio member, without voting privileges, of the board of directors.

ARTICLE VI MEETINGS

SECTION I A regular Business Meeting shall be held each quarter of the calendar year. One Business Meeting shall be known as the Annual Business Meeting, and shall be held in the third quarter of each calendar year. The time and place of the meetings shall be determined by the Board of Directors. Additional or special meetings, as deemed necessary [~~to conduct business and carry out the objectives of the Association~~], may be called by the President with consent of the Board of Directors. Business Meetings can be held in any area within the geographical limits of this Association.

~~[SECTION II ————— No less than fifteen Class A members shall constitute a quorum to conduct business at all Business or special meetings.]~~

SECTION III Not less than thirty days' notice shall be given prior to regular Business Meetings and Annual Business Meetings, and not less than five days' notice shall be given to all members prior to additional or special meetings.

ARTICLE VII COMMITTEES

SECTION I Standing Committees

The President shall, with consent of the Board of Directors, appoint from the Class A or Professional membership, Chairpersons to the standing committees~~[:; however, the President may also, with the consent of the Board of Directors, appoint the Executive Director as chairperson of one of the standing committees.]~~

These standing committees shall be known as the:

- A. Codes Committee
- B. Education Committee
- C. Legislative Committee
- D. Standards Committee
- E. Nominating Committee**
- F. Membership Committee**

The Chairpersons shall, with consent of the Board of Directors, appoint the committee membership.

SECTION II Other committees and applicable general provisions.

The President may establish such other limited duration committees as deemed necessary to carry on the goals of the Association. All committees shall establish goals statements. Meetings shall be run under Roberts Rules of Order. The chairperson shall take minutes and attendance and report to the Board of Directors. Two unexcused absences will be grounds for removal.

ARTICLE VIII DUES

SECTION I Annual dues shall be established by the Board of Directors with notice of 30 days to the membership before final board approval. ~~[subject to the approval of the voting members of the Association.]~~

SECTION II Dues are assessed on the calendar year. Dues are payable on or before ~~[January]~~ **December 31** of each year. Dues must be paid within sixty days of the due date or the membership will be dropped.

SECTION III Honorary members shall not be assessed dues.

ARTICLE IX FISCAL YEAR

SECTION I The fiscal year of this Association shall be established as the period commencing on July 1 and terminating on June 30 of the following year.

ARTICLE X RULES OF ORDER

SECTION I Questions of rules of order shall be determined in accordance with Robert's Rules of Order, except as herein provided.

SECTION II A "Majority Vote" or "Majority Vote of the Membership" means, unless otherwise specified, a simple majority of the voting members in attendance at the respective meetings, (Business or special) and the Annual Business Meeting.

ARTICLE XI NOMINATION OF OFFICERS & DIRECTORS

SECTION I The nominating committee shall consist of the past President [~~the President~~], and [~~two~~] **three** other designated voting representatives of Class A members appointed by the President. The nominating committee shall present their recommendations for officers **and directors** to the membership at the Annual Business Meeting. **The nominating committee shall notify the members of its officer and director recommendations a minimum of sixty (60) days but not more than seventy (70) days prior to the annual meeting. Members then have thirty (30) days from the date of receipt to make nominations through a petition which requires the signatures of ten (10) Class A members. Those individuals nominated through the petition process shall be added to the ballot. The final ballot will be distributed to all Class A voting members immediately following the thirty (30) day period. A vote may be held at the Annual Business Meeting or by other means as deemed allowable by Oregon Non-Profit law. If the vote is not held at the Annual Business Meeting, the ballots must be returned five (5) business days prior to the annual meeting. Results of the election shall be announced at the annual meeting and to the entire membership within five (5) business days of the end of the annual business meeting.**

SECTION II **Nominations from the floor of the Annual Meeting shall not be allowed.** [~~Any member may make nominations for officers from the floor at the Annual Business Meeting.~~]

ARTICLE XII AMENDMENT(S) TO CONSTITUTION AND BYLAWS

SECTION I Amendments to the [~~constitution and~~] bylaws of this Association may be proposed by any Class A member at any time.

SECTION II The amendment(s) must be presented in writing, showing the article or section as worded, and also as proposed. The language to be deleted shall be [~~bracketed~~] and **proposed shall be bolded and underlined**. The amendment(s) must be presented to the Secretary not less than sixty days prior to the next regular Business Meeting.

SECTION III The proposed amendment(s) shall list the reason for the change, the name and signature of the person submitting the proposal.

SECTION IV The Secretary shall send a copy of the proposed amendment(s) to all Class A **and** Professional members in good standing not less than thirty days prior to the next regular **business** meeting.

SECTION V Approval of two-thirds of the Class A members [~~present at the business meeting~~] shall be required for the passage of any amendment.

ARTICLE XIII

ORDER OF BUSINESS

SECTION I _____ The order of business of this Association for its Annual Business Meeting shall be as follows:

1. _____ Roll call of the Officers
2. _____ Approval of minutes of previous meeting(s)
3. _____ Communications
4. _____ Reports of Officers and Committees
5. _____ Program of special speakers
6. _____ Unfinished business
7. _____ New business
8. _____ Election of Officers
9. _____ Adjournment

Amended January 20, 2015

DRAFT AMENDMENTS AS OF 6.15.2015