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# Constitution and Bylaws

of the

## Association of Minnesota Building Officials

*A Chapter of the International Code Council*

*Founded July 25, 2002*

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# Constitution and Bylaws

## Association of Minnesota Building Officials

### Article I

#### *Organization*

This organization shall be known as the Association of Minnesota Building Officials, a chapter of the International Code Council and hereafter in these bylaws referred to as “the Association.”

### Article II

#### *Objectives*

The Association is a nonprofit, public-benefit corporation and is not organized for the private gain of any person. The purposes for which said Association is formed include, but are not limited to, the following:

1. To develop, recommend, and promote uniform regulations and legislation pertaining to building construction, and to facilitate uniformity in construction code administration;
2. To advise and assist at all levels of government in the development and implementation of public policy related to construction regulation;
3. To promote a better understanding of the professional responsibilities and duties of the construction code administration official;
4. To study and analyze legislation, report its findings, and make recommendations to the members and to other interested persons or organizations;
5. To promote and facilitate the professional development and education of all of its members and member representatives for the purposes of uniformity in code interpretation and code administration practices;
6. To actively participate in the development, promotion, and maintenance of nationally-recognized model codes with a minimum of local amendments;
7. To provide efficient and equitable means for the solicitation, receipt, or holding in trust, or otherwise, of bequests, monies and property, either real or personal, for such educational and philanthropic purposes for the benefit of communities, governmental units, and code officials, and the management of said properties or the income thereof for said purposes; and
8. To do all such other things as are incidental to or desirable for the attainment of all the above objectives.

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## Article III

### Membership

#### Section 1. Categories of Membership.

The Association shall have two broad membership categories, "Voting Memberships" and "Non-Voting Memberships."

- A. Memberships with Voting Rights. The Association shall have only two membership classes with rights to vote on all matters under these Bylaws, **Governmental Member** and **Individual Voting Member**. The rights to vote of Individual Voting Members are the same rights exercised by Governmental Members through the **Governmental Member Representatives**:

- ... to vote for the election of a Director or Directors;
- ... to vote on a disposition of all, or substantially all, of the assets of the Association;
- ... to vote a dissolution of the Association; and
- ... to vote on any changes in the Articles of Incorporation or the Bylaws.

- 1) Governmental Member. A Governmental Member shall be only a governmental unit, department, or agency that is engaged in the administration, formulation, or enforcement of laws, ordinances, rules, or regulations relating to the public health, safety, and welfare in the built environment.

- a. Governmental Member Voting Representatives. Each Governmental Member shall be entitled to the number of **Voting Representatives** as specified in the **Population Table** below. **Governmental Member Voting Representatives** shall be designated in writing by the authority having jurisdiction and shall be employees or officials of the Governmental Member or of a department of the Governmental Member, provided that each of the designated representatives shall be an official actively engaged either full or part time, in the administration, formulation, or enforcement of laws, ordinances, rules or regulations relating to the public health, safety and welfare in the built environment. The designation of a Governmental Member Voting Representative shall be made in writing annually and may be changed by the Governmental Member, in writing, from time to time.
- b. Private Code Administration Firms. For the purposes of this Article, a Governmental Member may designate an employee of a private code administration firm as its Governmental Member Voting Representative(s), when such firm is employed or contracted by the Governmental Member for the purposes of administration, formulation, or enforcement of laws, ordinances, rules, or regulations relating to the public health, safety, and welfare in the built environment. Such a private code administration firm shall be entitled to a maximum number of Voting Representatives as specified in the Population Table below based upon the total cumulative population of the Governmental Members the private code administration firm represents, regardless of the number of individual jurisdictions such a code administration firm represents.

c. Population Table.

| Population       | Number of Voting Representatives |
|------------------|----------------------------------|
| 0 to 15,000      | 1                                |
| 15,001 to 50,000 | 2                                |
| 50,001 to 70,000 | 3                                |
| 75,001 and over  | 4                                |

- 2) Individual Voting Member. An employee or agent of a governmental unit, department, or agency who is not designated as a Governmental Member Voting Representative and who has purchased an *Individual Voting Membership*.
  - 3) Total Number of Voting Representatives. The total number of voting representatives for a given jurisdiction shall not exceed the number allowed by the population table.
- B. Memberships without Voting Rights. The Association shall have the following non-voting, individual member categories:
- 1) Corporate Member. An organization such as an association, society, testing laboratory, institute, university, college, company, manufacturer, or corporation interested in the purposes and objectives of the Association.
  - 2) Associate Member. An employee or agent of a governmental unit, department or agency who is not designated as a Governmental Member Voting Representative and who has not purchased an Individual Voting Membership.
  - 3) Professional Member. An individual who is engaged in the practice of engineering or architecture and is duly licensed or registered by any state or other recognized governmental agency.
  - 4) Student Member. Any individual enrolled in classes or a qualifying course of study occupying at least eight semester credits of classroom instruction per school year.
  - 5) Honorary/Retired Member. Any former representative of a governmental member or a corporate member or a former individual member who is retired.
  - 6) Participating Member. Any individual interested in supporting the goals and objectives of the Association.

Section 2. Classification by the Board of Directors.

All memberships shall be subject to classification by and approval of the Board of Directors.

Section 3. 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 be 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.

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#### Section 4. Termination.

A membership in the Association shall terminate on occurrence of any of the following events:

- A. resignation of the member; or
- B. expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
- C. the member's failure to pay dues, fees or assessments, as set forth by the Board, after they are due and payable; or
- D. any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

## Article IV

### *Board of Directors, Formation, Election, Powers, and Duties*

#### Section 1.

The Board of Directors shall consist of a minimum ten Directors of the Association. Six shall be chapter-designated directors and four shall be elected by the membership at large.

The following Minnesota Chapters of the International Code Council shall each be entitled to designate one director:

- ... Arrowhead Chapter;
- ... Minnesota Building Permit Technicians Association;
- ... Northwest Chapter of Minnesota Building Officials;
- ... Southeast Minnesota Code Officials;
- ... Southwest Minnesota Chapter; and
- ... Ten Thousand Lakes Chapter.

Chapter-Representative Directors shall have terms that begin at the conclusion of the Annual Association Business Meeting following designation by the Chapter.

At-Large Directors shall be elected at the Annual Association Business Meeting to terms of office not to exceed three years.

#### Section 2.

The Board of Directors shall have the authority to carry on the business of this organization.

#### Section 3.

The Board of Directors shall have the power to appoint a Secretary and a Treasurer as may be needed to serve at the pleasure of the Board. The Board of Directors shall have the power to employ an Executive Director, an Attorney, an Auditor, and such others as may be needed to serve at the pleasure of the Board.

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#### Section 4.

The Board of Directors shall meet and transact business as may be necessary. Special meetings shall be held as and when called by the Chair or when requested by a simple majority of the Board of Directors.

#### Section 5

Business of the Association may be conducted by a simple majority of the total number of the Board of Directors which shall constitute a quorum. There shall be no representation of Board of Directors members by proxy.

#### Section 6.

The Board of Directors shall have the authority to meet in private or to meet with other persons as necessary to conduct the business of the Association.

#### Section 7.

In the event of a vacancy of any unexpired At-Large Director position, such position shall be filled by a simple majority vote of the Board of Directors. In the event of a vacancy of any unexpired Chapter-Designated Director position, the respective Chapter shall designate another Director to fulfill the unexpired term.

## Article V *Officers*

#### Section 1. Officers.

The Officers of the Association shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and the Immediate Past Chair. The Chair and the Vice Chair shall be elected from the Board of Directors by the Board of Directors. The Secretary and the Treasurer may be elected from the Board of Directors by the Board of Directors, or they may be appointed by the Board of Directors as per Article IV, Section 3. The Officers of the Association shall be elected after the election of the At-Large Directors is completed at the Annual Association Business meeting.

Such Officers shall take office beginning at the conclusion of the Annual Business Meeting and shall serve one-year terms until adjournment of the following Annual Business Meeting or until their successors are duly elected and qualified.

#### Section 2. Duties of the Chair.

The Chair shall preside at the Annual Business Meeting, at special meetings of the members, and at meetings of the Board of Directors. The Chair shall be a regular member and preside at meetings of the Executive Committee and shall be an ex-officio, non-voting member of all other committees, except the Chair shall not be a member of any Nominating Committee. The Chair shall have other such duties as are prescribed by the Board of Directors or these bylaws. The Chair shall not act in official capacity by proxy.

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### Section 3. Duties of the Vice Chair.

The Vice Chair shall act and perform the duties of the Chair during the Chair's absence from any meetings of this Corporation or the Board of Directors or by a vote of the Board of Directors in case of disability of the Chair and shall assist the Chair in the conduct of the office of Chair. The Vice Chair shall not act in official capacity by proxy.

### Section 4. Duties of the Secretary.

The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, and keeping records of the membership. The Secretary, when appointed by the Board of Directors, under Article IV, Section 3, shall not have a right to vote as part of the Board of Directors. The Secretary shall not act in official capacity by proxy.

### Section 5. 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 the Treasurer of a corporation. The Board of Directors may designate the Executive Director as the official agent for all or portions of such duties. The Treasurer, when appointed by the board under Article IV, Section 3, shall not have a right to vote as part of the Board of Directors. The Treasurer shall not act in official capacity by proxy.

### Section 6. Duties of the Immediate Past Chair.

The Immediate Past Chair shall have such duties as assigned by the Executive Committee and the Board of Directors and such rights and privilege as accorded Directors. The Past Chair shall not act in official capacity by proxy.

## Article VI

### *Executive Committee*

### Section 1. Executive Committee Members.

There shall be an Executive Committee of the Board of Directors. The Executive Committee shall be comprised of the Chair, the Vice Chair, the Secretary, the Treasurer, and the Immediate Past Chair.

### Section 2. Powers and Duties.

The Executive Committee shall have authority to act in such matters as are delegated by the Board of Directors. The Executive Committee and the Chief Executive Officer shall meet as necessary, between meetings of the Board of Directors, at a date and place designated by the Chair and shall have authority to take such action as they deem prudent in the furtherance of the general objectives of the Association.

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## Article VII

### *Administration*

The Board of Directors shall appoint a Chief Executive Officer or Executive Director who shall serve at the pleasure of the Board. The Board of Directors shall fix the Chief Executive Officer's compensation. The Chief Executive Officer shall manage the affairs of the Association within the policies established by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors and shall not have a vote in the proceedings of this Association or of the Board of Directors.

## Article VIII

### *Committees*

#### Section 1.

The Chair may appoint Association members to committees as needed.

#### Section 2.

The Chair shall be an ex-officio member of all committees except for a Nominating Committee. The Chair may appoint a member to fill a vacancy on any committee.

#### Section 3.

Meetings of committees shall be by call of the respective chairperson. Reports of the committees may be given at any business meeting.

## Article IX

### *Meetings*

#### Section 1.

There shall be an Annual Association Business Meeting. Fifteen members shall be present to establish a quorum.

#### Section 2.

The Annual Association Business Meeting shall be held at a time and location to be determined by the Board of Directors.

#### Section 3.

Special Meetings may be called by the Chair or by a request of a majority of the Board of Directors.



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## Article X

### *Membership Dues and Voting*

The Board of Directors shall establish, and may modify from time to time, the structure and the cost of annual dues or fees.

## Article XI

### *Reports*

Officers shall render reports to the membership at the business meetings. The Treasurer's Report shall be presented.

## Article XII

### *Changes to the Bylaws*

Proposed amendments of these Bylaws may be submitted to the Chair at any time during normal business working hours provided that the proposed amendment(s) shall be signed by not less than ten members eligible to vote. The proposed amendment(s) shall be considered and shall be voted upon at the next duly-called business meeting or at the Annual Association Business Meeting. The amendment(s) must receive a majority vote of the total number of members present for final adoption. The adoption date shall be the date when approved by vote of the Association's membership

## Article XIII

### *Order of Business*

Parliamentary procedure shall be defined in Roberts Rules of Order.

## Article IV

### *Dissolution and Disposition of Assets*

#### Section 1.

The Association shall be dissolved and cease to conduct business, except for business necessary to accomplish such dissolution, upon the affirmative vote of at least two-thirds of the membership present and voting at an Annual Business Meeting and provided that the membership of the Association is notified at least ninety days prior to the scheduled vote that a resolution for dissolution will be balloted. Submission of such resolutions shall comply with the policies established by the Board of Directors.

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Section 2.

At the time of dissolution of the corporation, the board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the board shall determine. Any such remaining funds, property, or other assets not so distributed shall be disposed of by petition or application to district court according to state law for such purposes or to such organization(s) as the court may decree which are organized and operated exclusively for such purposes.

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Amended Bylaws Passed and are Adopted this 5<sup>th</sup> day of February 2019.

In Witness:

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*Tom Bakken, Chair*

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*Jim Williamette, Vice Chair*

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*Bridget Private, Secretary*

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