

**Constitution and By-Laws  
of the  
Association of Minnesota Building Officials,  
A Chapter  
of the International Code Council**

**Article 1  
Organization**

This organization shall be known as the Association of Minnesota Building Officials, a chapter of the International Code Council and hereafter in these by-laws referred to as "the Association."

**Article II  
Objectives**

**Section 1.** 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 limited to, the following;

- a. To develop, recommend, and promote uniform regulations, and legislation pertaining to building construction, and to facilitate uniformity in construction code administration.
- b. To advise and assist at all levels of government in the development and implementation of public policy related to construction regulation.
- c. To promote a better understanding of the professional responsibilities and duties of the construction code official.
- d. To study and analyze legislation, report its findings, and make recommendations to the members and other interested persons or organizations.
- e. 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.

- f. To actively participate in the development, promotion, and maintenance of nationally recognized model codes with a minimum of local amendments.
- g. 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.
- h. To promote the welfare of and the practical and social intercourse in furtherance of the foregoing purposes among those interests concerned with the efficient and effective utilization of public and private resources and all others interested in the furtherance of the objects of this Association.
- i. To do all such other things as are incidental to or desirable for the attainment of all the above objectives.

**Article III  
Membership**

**Section 1. Categories of Membership.** The Association shall have the following categories of membership:

**1.1. Governmental Member.** The Association shall have only two membership classes with rights to vote on all matters under these Bylaws, Governmental Members and Individual Voting Members. The right to vote of Individual Voting Members are the same rights exercised by Governmental Members through its "Governmental Member Representatives" to vote for the election of a Director or Directors, or on a disposition of all or substantially all of the assets of the Association, or on a dissolution of the Association, or on any changes in the Articles of Incorporation or the Bylaws. A Governmental Member shall be only a governmental unit, department or agency 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.

**1.1.1. Governmental Member Representatives.** Each Governmental Member shall be entitled to the number of voting representatives specified in Table 1.1.1. Governmental Member Representatives shall be designated in writing, by the authority having jurisdiction, and shall be employees or officials of the Governmental Member or departments 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. The designation of a voting Governmental Member Representative shall be made in writing annually and may be changed by the Governmental Member, in writing, from time to time.

**Table 1.1.1.**

<b>Population</b>	<b>Number of Voting Representatives</b>
0 To 5000	1
5,001 to 25,000	2
25,001 to 50,000	4
50,001 to 150,000	8
Over 150,000	12

**1.1.2 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 Chapter.

**1.1.3 Individual Members.** An individual in one of the following categories:

**1.1.3.1 Individual Voting Member.** An employee or agent of a governmental unit, department or agency who is not designated as a Governmental Member representative and who has purchased an individual voting membership.

**1.1.3.2 Associate Member.** An employee or agent of a governmental unit, department or agency who is not designated as a Governmental Member representative and who has not purchased an individual membership.

**1.1.3.3 Professional Member.** An individual who is engaged in the practice of engineering or architecture and duly licensed or registered by any state or other recognized governmental agency.

**1.1.3.4 Honorary Member.** An individual who has rendered outstanding service to the Association, and whose name shall be proposed by the Board of Directors and confirmed by a majority vote of the governmental member representatives at a Business Meeting.

**1.1.3.5 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.

**1.1.3.6 Retired Member.** Any former representative of a governmental member or a corporate member or a former individual member who is retired.

**1.1.3.7 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 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.

**Section 4. Termination.** A membership in the Association shall terminate on occurrence of any of the following events:

- a. resignation of the member;

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

#### **ARTICLE IV – OFFICERS**

**Section 1. Officers.** The Officers of the Association shall consist of a Chairman; a Vice Chairman; and a Secretary/Treasurer elected from the Board of Directors by the Board of Directors. The Officers shall be elected after the election of at large Directors at the Annual Association 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 shall not serve more than two consecutive one year terms except that officers elected by the Board of Directors to complete unexpired terms shall take office immediately and shall be permitted to serve two additional consecutive terms.

**Section 2. Duties of Chairman.** The Chairman shall preside at the Annual Business Meeting, special meetings of the members and at meetings of the Board of Directors. The Chairman 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. The Chairman shall have other such duties as are prescribed by the Board of Directors or these Bylaws. Officers shall not act in their official capacity by proxy.

**Section 3. Duties of the Vice Chairman.** The Vice Chairman shall act and perform the duties of the Chairman during the Chairman'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 Chairman, and shall assist the Chairman in the conduct of the office of Chairman. Officers shall not act in their official capacity by proxy.

**Section 4. Duties of the Secretary/Treasurer.** The Secretary/Treasurer shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, receiving and disbursing of funds, supervising financial affairs, approving expenditures, as provided by resolution of the Board of Directors, and generally performing such official duties of a Secretary/Treasurer of a corporation. The Board of Directors may designate the Executive Director as the official agent for all or portions of such duties. Officers shall not act in their official capacity by proxy.

**Section 5. Duties of the Immediate Past Chairman.** The Immediate Past Chairman shall have such duties as assigned by the Executive Committee and the Board of Directors and such rights and privilege as accorded Directors. Officers shall not act in their official capacity by proxy.

#### **ARTICLE V- EXECUTIVE COMMITTEE**

**Section 1. Executive Committee Members.** There shall be an Executive Committee of the Board of Directors. The members of the Executive committee shall be composed of the Chairman, the Vice Chairman, the Secretary/Treasurer and the Immediate Past Chairman.

**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 Chairman and shall have authority to take such action as they deem prudent, in the furtherance of the general objectives of the Association, reporting meeting.

## **Article VI**

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

**Section 1.** There shall be a minimum of nine Directors of the Association. Five shall be chapter elected directors and four shall be elected by the membership at large.

The Arrowhead Chapter, the 10,000 Lakes Chapter, the Northwest Chapter, the Southwest Chapter, and the Southern Minnesota Conference of Building and Fire Officials shall each be entitled to elect one director. At the initial election the Arrowhead Chapter shall elect a director to a three year term, the 10,000 Lakes Chapter and Northwest Chapter shall elect directors to two year terms, and the Southwest Chapter and Southern Minnesota Conference of Building and Fire Officials shall elect directors to one year terms. Thereafter, except for directors appointed to fill unexpired terms in accordance with Section 7, directors shall be elected to three year terms. Such terms shall begin at the conclusion of the Annual Association Business Meeting following the election by the Chapters.

Election of at large Directors shall be at the Annual Association Business Meeting. Initially, one at large Director shall be elected to a one year term, two at large Directors shall be elected to a two year term, and one at large Director shall be elected to a three year term. Thereafter, Directors shall be elected to terms of office not to exceed three years. Directors shall not serve more than two consecutive three year terms except that Directors completing unexpired terms filled in accordance with Section 7 shall be permitted to serve two additional consecutive terms.

**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 employ an Executive Director, an Attorney, an Auditor, and such others as may be needed to serve at the pleasure of the Board.

**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 Chairman or when requested by a majority of the Board of Directors.

**Section 5.** Business of the Association may be conducted by a 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 at large Director position, such position may be filled by a majority vote of the Board of Directors. In the event of a vacancy of any Chapter elected Director position the electing Chapter may appoint another Director to fulfill the unexpired term.

## **ARTICLE VII- ADMINISTRATION**

**Section 1.** 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**

#### **Founding Board of Directors and Officers, Formation, Powers, and Duties**

**Section 1.** This article shall expire upon the initial election of officers and at large directors at the first annual Association Business Meeting.

**Section 2.** There shall be a minimum of seven Founding Directors. The Arrowhead Chapter, the Lake Country Chapter, the Northwest Chapter, the Southwest Chapter, and the Southern Minnesota Conference of Building and Fire Officials shall each be entitled to appoint one director. The five Founding Directors appointed by the Chapters shall appoint sixth and seventh Founding Directors. The appointed Founding Directors shall choose a Founding Chairman, a Founding Vice-Chairman and a Founding Secretary/Treasurer.

**Section 2.** The Founding Board of Directors shall have the authority to carry on the business necessary to establish this organization, including the election of a Founding Chairman and a Founding Vice-Chairmen.

**Section 3.** The Founding Board of Directors and the Founding Chairman, Vice-Chairmen, and the Founding Secretary/Treasurer shall have the authorities, powers, duties, responsibilities, and rights accorded Directors and Officers elsewhere in these bylaws. The Founding Chairman shall become Past Chairman upon election of his successor.

**Section 4.** In the event of a vacancy of any at Founding Director position the appointing Chapter may appoint another Founding Director to fulfill the unexpired term.

#### **Article IX-COMMITTEES**

**Section 1.** The Chairman may appoint Association members to committees as needed.

**Section 2.** The Chairman shall be an ex-officio member of all committees. The Chairman may appoint a member to fill a vacancy on any committee.

**Section 3.** Meetings of committees shall be by call of their respective chairperson. Reports of the committees may be given at any business meeting.

#### **Article X Meetings**

**Section 1.** There shall be an Annual Association Business Meeting. Thirty members shall be present to establish a quorum.

**Section 2.** The initial Association Business meeting shall be held in a place and time to be determined by the Founding Board of Directors. Subsequently, the Annual Association Business Meeting shall be held in conjunction with the Annual Building Officials' Institute.

**Section 3.** Special Meetings may be called by the Chairman or by a request of a majority of the Board of Directors.

#### **Article XI Membership Dues and Voting**

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

**Article XII**  
**Reports**

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

**Article XIII**  
**Changes to the Bylaws**

Proposed amendments of these By-laws may be submitted to the Chief Executive Officer 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 regular 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 the Board of Directors of the International Code Council.

**Article XIV**  
**Order of Business**

Parliamentary procedure shall be defined in Roberts Rules of Order.

**Article XV**  
**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.

**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

Passed and Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2002

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary / Treasurer

Founding Board of Directors:

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