

UTAH CHAPTER OF THE INTERNATIONAL CODE COUNCIL (UCICC)

BYLAWS

ARTICLE I

NAME

Section 1: Name. This organization shall be known as the Utah Chapter of the International Code Council (UCICC), hereinafter in these Bylaws referred to as "The Chapter".

ARTICLE II

MISSION STATEMENT AND OBJECTIVES

Section 1: Mission Statement. The Utah Chapter of the International Code Council is dedicated to promoting public safety by providing education, training, and support to its members. The Chapter will work hand in hand with industry and the public for the enhancement of professionalism and uniformity in code enforcement and administration;

1. To improve the safety of building underlying safety in the construction, occupancy, and location of buildings and structures.
2. To research, recommend, and promote uniform regulations, legislation, and enforcement pertaining to all phases of building construction.
3. To promote the adoption of the International Codes and related documents which are designed to advance uniformity in regulations for the construction, alteration, conservation, maintenance, preservation, or repair of the built environment, and equipment and fixtures in either of the foregoing, to the extent regulation of any of said matters is considered desirable.
4. To advise and assist in the administration of building laws and ordinances, the development of management and enforcement programs, and related activities.
5. To support and participate in educational seminars and training programs relating to building construction procedures and practices and the administration and enforcement of building regulations.
6. To advance the professional skills of those engaged in the administration and enforcement of building laws.
7. To do all such other things as are incidental to or desirable for the attainment of the above objective.

ARTICLE III

MEMBERSHIP

Section 1: Membership Classifications. All Chapter members shall be classified as one (1) of the following:

- a. **Governmental Member (Class A):** Any Building Official working for a governmental agency or municipality. One vote per Class "A" member. One Class A Member per jurisdiction

- b. **Associate Member:** An employee of a current UCICC Governmental Member.
- c. **Corporate/Industry Member:** Any company, corporation, association, manufacturer or testing agency involved in the building industry.
- d. **Educational Member:** Any educational institute, university, college, or school.
- e. **Professional Member:** Any design professional or contractor licensed by the State.
- f. **Retired Member:** Any member retired from a governmental agency, municipality, company, corporation, industry, educational institute, etc.
- g. **Life-Time Member:** Awarded to those who have worked for at least 20 years for a governmental agency or municipality and given Associate Member rights. Those individuals shall be nominated by application to, and approved by, the Board of Directors. In addition, all Jess Miller Award recipients shall be eligible for this status. An on-going list of these members shall be maintained.

Section 2: **Annual Dues.** The annual dues for the various types of memberships shall be established by the Board of Directors and may be modified by resolution . Dues shall be payable to the Treasurer during the month of July of each year. Membership dues shall be assessed on an individual basis rather than on a municipality basis. Failure to pay annual dues by October 31 of that year shall deem the member not in good standing. Class “A” members not in good standing shall forfeit the Class “A” voting right.

Section 3: **Restrictions on Right to Vote.** Only Class “A” members of the Chapter shall be eligible to vote. Each jurisdiction or municipality is entitled to one vote provided the Class “A” member is a member in good standing.

Section 4: **No Benefit to Any Individual.** No part of the net earnings, if any, of this Chapter shall benefit of any member or other individual, and no gain, profit, or dividends shall ever be distributed to any members of this Chapter to the benefit of any private persons except a fund, foundation, or corporation organized and operating charitable, scientific, or educational purposes.

ARTICLE IV OFFICERS

Section 1: **Number, Selection, and Qualifications.** The Officers shall be the immediate Past President, President, First Vice-President, Second Vice-President, Secretary, Treasurer, and such other assistant Secretaries and Assistant Treasurers as the Board of Directors shall desire to appoint. The President, upon completion of his/her term shall become the immediate Past President. The President, First Vice-President, and Second Vice-President shall be elected by the Chapter members at the Annual Business Meeting as provided in Article 6 Section 6 of these bylaws. Officers shall not act in their official capacities by proxy.

Section 2: **Term of Office.** Except as hereinabove or hereafter provided, each Officer shall be elected for a one (1) year term, or until his/her successor is duly elected and sworn. No elected Officer shall continuously serve more than three (3) consecutive one (1) year terms as an Officer. No person shall serve as President for more than one (1) consecutive year, or until his/her successor has been duly elected and sworn. Expiration of terms of elected Officers existing prior to the operative date of these Bylaws shall be determined by the date the Officer began serving. The term of service for each Officer shall commence at the swearing in of the Officers, and shall continue for that term or until a

successor is duly elected and takes office, or until the position is vacated. Notwithstanding the above, terms of Officers shall be subject to the variation in the date of the Annual Business Meetings.

Section 3: **Executive Officers, Subordinate Officers, etc.** The Board of Directors may appoint such other Officers as the business of the Chapter requires, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may determine. The Board of Directors may appoint an Executive Officer. If so appointed, the Executive Officer shall be in charge of the functions and operations of the Chapter, subject to the control and management of the Board of Directors. He/she shall be an ex-officio member of all voting committees. He/she shall have the authority to appoint and assign such positions and employees as authorized by the Board of Directors through approved budgets and shall have the power to remove those employees appointed by him/her. He/she shall have such other duties as may be assigned to him/her by the Board of Directors.

Section 4: **Resignation of Officers.** Any Officer may resign at any time by giving notice to the Board of Directors or to the President or to the Secretary of the Chapter. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: **Removal of Officers.** An Officer may be removed by the vote of the Chapter members at any Annual Business Meeting or at a special meeting of such members called for that purpose. A vote to so remove shall require the affirmative vote of a majority of those Chapter members attending. No such removal shall occur unless there is first adopted a resolution requesting the same, adopted by a two-thirds (2/3) vote of all members of the Board of Directors. Notice of any proposed removal of an Officer must be sent to all Chapter members at least three (3) weeks prior to any meeting at which a vote thereon is proposed to be taken. If at such meeting of members the officer is removed, his replacement for the unexpired term may be elected at that meeting.

Section 6: **Vacancies.** A vacancy in the office of President shall be filled by the First Vice-President. A vacancy in the office of the First Vice-President shall be filled by the Second Vice-President. Any other vacancy among the officers (other than immediate Past President) shall be filled by the Board of Directors.

Section 7: **Duties.**

Duties of Immediate Past President. The immediate Past President shall serve as a member of the Executive Committee and of the Nominating Committee, and shall perform such other duties as may be requested by the Board of Directors or Executive Committee.

Duties of the President. The President shall be the Chief Executive Officer of the Chapter and preside at the Annual Business Meeting and at meetings of the Board of Directors. He/she shall be a regular member of and preside at meetings of the Executive Committee and shall be an ex officio nonvoting member of all other committees. He/she shall have such other duties as are prescribed by the Board of Directors or these Bylaws.

Duties of the First Vice-President. In the absence of the President, the First Vice-President shall assume his/her duties, including any duties on any committee. The First Vice-President shall be a regular member of the Executive Committee and shall have such additional duties as are prescribed by the Board of Directors or these Bylaws.

Duties of Second Vice-President. In the absence of both the President and First Vice-President, the Second Vice-President shall assume the duties of the First Vice-President. The Second Vice-President shall be a regular member of

the Executive Committee and shall have such additional duties as are prescribed by the Board of Directors or by these Bylaws.

Duties of the Secretary. The Secretary shall:

- (1) Keep, or cause to be kept, a record of minutes at the principal office of the Chapter, or such other place as the Board of Directors may order, of all meetings of the Board of Directors, the Executive Committee, with the time, place held, directors and officers present, and any other members or visitors present. Such record shall indicate whether the meeting was a regular or special meeting.
- (2) Give, or cause to be given, notice of all meetings of members, committees, and the Board of Directors, as required by or pursuant to Bylaws to be given; and
- (3) Have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Duties of Treasurer. The Treasurer shall:

- (1) Report to the Board of Directors monthly the status of the major expense accounts and their relation to the amounts budgeted by the Board of Directors and to report major discrepancies promptly to the Executive Committee and to the Board of Directors;
- (2) Determine the accuracy of the auditor's annual report;
- (3) Be a regular member of the Executive Committee; and
- (4) Have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
- (5) Keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, of the Chapter a member register showing their names and addresses; and
- (6) Keep the seal of the Chapter in safe custody;

ARTICLE V MEETINGS

Section 1: **Annual Education Conference.** Said Conference shall be held on the week following the third Monday in February of each year, unless otherwise ordered by the Executive Committee, at a time and place designated by the Board of Directors.

Section 2: **Annual Business Meeting.** A regular annual meeting of the membership to be known as the Annual Business Meeting shall be held each calendar year on the Wednesday following the third Monday in February in conjunction with the Education Conference unless otherwise ordered by the Executive Committee. The Board of Directors shall select a time and place for the Annual Business Meeting and official notice of that date and time shall be included in the Conference flyer which shall be mailed out to all Chapter members. Such notice shall be given not less than ten (10) days before the date of the meeting, and shall otherwise comply with applicable provisions of law.

a. Quorum – A quorum at the Annual Business Meeting shall consist of 25% of the Class “A” membership, including those acting in proxy for a class “A” member. The Treasurer shall determine the total Class “A” membership 30 days in prior to the beginning of the Annual Business Meeting. A quorum once established is not broken by the withdrawal of any members or proxies thereof.

b. Items of Business. The items of business of the Annual Business Meeting shall include the following matters:

1. Determination of quorum.
2. Approval of minutes of previous meetings
3. Communications.
4. Reports.
5. Unfinished business.
6. New business, including special program items, and any other matters properly coming before the meeting.
7. Election of President, First Vice-President, and Second Vice-President.
8. Election of Directors.
9. Announcement of Secretary and Treasurer by the President Elect.
10. Adjournment.

The order of business as announced at the meeting may be changed by a 2/3 vote of the Chapter members present at an Annual Business Meeting.

Section 3: **Annual Meeting of Directors.** Following the Annual Business Meeting, the Board of Directors shall hold its annual organization meeting at the same place, at which it shall make committee and liaison assignments for the ensuing year, choose any then unselected sites for future Annual Business Meetings, change any previous selections where desirable, and conduct any and all other business which might be conducted at a regularly held meeting.

Section 4: **Other Meetings of the Board of Directors.** Other meetings of the Board of Directors may be called by the President or by the Executive Committee. Notice of any such meeting shall be given by either the President or Secretary. Notice of any meeting called under this section shall specify the time and place of the meeting and the business to be conducted.

Section 5: **Directors Acting Without a Meeting.** Any action required or permitted to be taken by the Board of Directors under or pursuant to any provisions of the laws of the State of Utah (State of incorporation of Chapter) as the same may be amended from time to time, or under or pursuant to any successor provisions (“said laws” hereafter) may be taken without a meeting, if a majority of the members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE HV DIRECTORS

Section 1: **Number.** The Directors shall consist of five (5) persons who shall be elected by the membership.

Section 2: Term of Office. Except as hereinabove or hereafter provided, each Director shall be elected initially for a one (1) year term at the end of which, if he/she so chooses, he/she may be re-elected for a three (3) year term after their first initial one (1) year term. No person shall continuously serve more than two (2) consecutive full three (3) year terms as a Director. Each term of each Director shall commence at the close of the Annual Business meeting of members at which the Director shall have been elected and sworn. The term shall continue for the term of that Director until the end of the specified term or until the directorship is vacated. Notwithstanding the above, terms of Directors shall be subject to the variation in the date of Annual Business Meetings. If a three (3) year term is vacated early, for any reason, there will be no successor elected to complete the term. That position shall be filled either by appointment (see Section 5) or by an elected one (1) year term. Notwithstanding the above, terms of Officers shall be subject to the variation in the date of the Annual Business Meetings.

Section 3: Resignations of Directors. Any Director may resign at any time by giving notice to the Board of Directors or to the President or to the Secretary of the Chapter. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Removal of Directors. A Director may be removed by the vote of the Chapter members at any Annual Business Meeting or at a special meeting of such members called for that purpose. A vote to so remove shall require the affirmative vote of a majority of those Chapter members attending. No such removal shall occur unless there is first adopted a resolution requesting the same, adopted by a two-thirds (2/3) vote of all members of the Board of Directors. Notice of any proposed removal of a Director shall be sent to all Chapter members at least three (3) weeks prior to any meeting at which a vote thereon is proposed to be taken. If at such meeting of members the director is removed, his replacement for the unexpired term may be elected at that meeting.

Section 5: Vacancies. Vacancies among members of the Board of Directors occurring between the Annual Business Meetings shall be filled by appointment of the Board of Directors. Such appointment shall expire at the end of the next Annual Business Meeting, at which a successor shall be elected.

ARTICLE VI BOARD OF DIRECTORS

Section 1: Makeup of Board of Directors. The Board of Directors consists of both Officers and Directors as follows:

Directors – Five (5) elected Directors

Officers – Officers as listed under Article IV

For the purpose of conducting Chapter business, the term “Board of Directors” shall include both Officers and Directors, and shall be separate and distinct from the “Executive Committee.”

Section 2: Authority. Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Utah, all corporate powers shall be exercised by the Board of Directors, subject to the appointment of the committees and their invested functions as hereafter provided. Provision in these Bylaws that the Board of Directors shall or may perform a specific function shall be deemed to include the appropriate committee pursuant to these Bylaws.

Section 3: Quorum. A quorum shall consist of a majority of the total of both Officers and Directors. It need not have a majority of each group, only the majority of the total Board or at least five (5) voting members.

Section 4: **Duties of the Board of Directors.** The Board of Directors shall be responsible for conducting Chapter business.

Section 5: **Voting.** All members of the Board of Directors holding elected positions shall have a vote.

Section 6: **Election of Board of Directors.** Officers and Directors shall be elected at the Annual Business Meeting. The election shall be after the report of the Nominating Committee. It shall be conducted by the Secretary or, if he/she is involved in any ballot race, by a Designee of the Past President who is not involved in any ballot race. Each Class "A" Member shall have one vote per ballot for each elected office. Members of the Board of Directors not involved in any election at the meeting shall serve as election judges. Nominations shall be accepted from the floor. Each of the candidates shall have the right to address the assembly prior to the commencement of voting. Any and all endorsements by any Chapter member shall be heard. The Secretary or the designee of the Past President who is conducting the election shall call for a verbal vote after announcing each candidate's name and office. If a unanimous vote is not obtained, ballots shall be distributed to all voting members in attendance. In the event more than two candidates run and none receive a majority of votes, the candidate with the fewest votes will be dropped until a subsequent ballot determines a majority candidate, who will then be declared the winner. If any two candidates should tie as the top vote getters on any election, they shall have the right to address the assembly again before any subsequent balloting. If there are no verbal challenges to any election, at the conclusion of the entire election ALL ballots shall be destroyed. If there are verbal challenges presented, the ballots from the race that is contested shall be retained while the matter is resolved by the Board of Directors which shall meet immediately and determine the results of the balloting. For an appeal to be considered, it must be verbally introduced immediately, before ballots are destroyed. Decisions of the Board of Directors shall be considered final.

Section 7: **Voting by Proxy.** Voting by proxy shall be permitted. Each Class "A" Member may send a designee with written permission to attend the Annual Business Meeting to vote on his/her behalf.

ARTICLE VII COMMITTEES

Section 1: **Executive Committee and Makeup.** There shall be an Executive Committee. The voting members of the Executive Committee shall be comprised of the immediate Past President, the President, First Vice-President, and Second Vice-President. The President shall be the Chairman of the Executive Committee.

- a. **Resignation, Removal, and Vacancies:** Any member of the Executive Committee who ceases to hold the office qualifying him/her as a member of the Executive Committee shall thereupon cease to be a member of the Executive Committee and shall be replaced thereon by the successor to his office.

- b. **Powers and Duties.** The Executive Committee, upon appointment, unless the Board of Directors shall further limit its powers, rights, duties, responsibility, and authority, shall, between meetings of said Board of Directors, exercise all functions which might otherwise be exercised by the Board of Directors.

- c. **Meetings.** The Executive Committee shall meet at their discretion. The Chapter Secretary shall serve as Secretary to the Executive Committee. Regular minutes of its meetings shall be kept. The Executive Committee may establish a procedure for regular and special meetings, dispensing with notice of regular

meetings and like internal matters dealing with its procedures, subject to change by the Board of Directors.

- d. **Quorum and Required Vote.** Action of the Executive Committee shall be by a majority vote of its members, excluding any then vacancies, unless the Board of Directors by resolution requires a larger vote. In no event shall action be taken without at least two affirmative votes.

Section 2: **Nominating Committee and Makeup.** There shall be a Nominating Committee. The Immediate Past President of the Chapter shall serve as an ex officio nonvoting member, shall nominate the committee members, and shall act as Chairman. The Board of Directors shall appoint and may remove the committee members and fill all vacancies. The Nominating Committee shall report to the Chapter membership at the Annual Business Meeting.

- a. **Powers and Duties.** The Nominating Committee shall prepare a report listing nominees for each vacant office of the Directors, and Officers, the term of which expires at the close of the next Annual Business Meeting, as provided for in these Bylaws. The report of the Nominating Committee shall be included in the registration packet of each Conference attendee and submitted to the membership at the Annual Business Meeting.

- b. **Meetings of the Nominating Committee.** The Nominating Committee shall meet as determined by the Chairman.

- c. **Quorum and Required Vote.** A majority of the members of the Nominating Committee, excluding any then vacancies shall constitute a quorum. Its report shall be adopted by a majority vote of the quorum.

Section 3: **Kevin Croshaw Memorial Scholarship Fund Committee.** The current Chapter President shall nominate a chairperson and two (2) additional members to serve on the committee. The President shall act as a non-voting ex officio on the committee. The Board of Directors shall appoint and may remove committee members and fill all vacancies. The committee members shall be named at the Annual Business Meeting (ABM) and Education Conference for the coming year. No committee member shall serve more than two (2) consecutive years. A Chapter member is ineligible to serve on the committee if a member of their family is under consideration for a scholarship in the coming year. Members must be expected at the time of appointment to be present at the coming ABM. Should any member become ineligible or unable to serve during the appointed year, the President shall appoint a replacement.

Section 4: **Other Committees.** The Board of Directors may establish such other and further committees, either standing or of limited duration, and with such composition as it shall deem advisable. The Board of Directors shall appoint and may remove the committee members and fill all vacancies.

Section 5: **General Provisions Applicable to All Committees.** Except for the Executive Committee, any committee member may be replaced by the Board of Directors. Members of the Executive Committee may be replaced only if the officer prescribed as a member is replaced in that office. The Board of Directors may not delegate a governing function to any committee other than the Executive Committee. The Secretary shall maintain a record of all members associated with each committee.

- a. **Standing Committees:** All standing committees, which shall include all committees required by these Bylaws, shall be deemed continuing committees, and all procedures on other matters duly established

shall be deemed continuous until amended, repealed, or modified in accordance with the provisions of these Bylaws or in the case of additional committees as provided by or pursuant to resolution of the Board of Directors.

- b. **Continuation of Present Committees.** All committees in existence as of the date of adoption of these Bylaws shall continue in existence under such procedures and rules as are presently established until any such committee is dissolved by the Board of Directors pursuant to and consistent with these Bylaws or such procedures and rules are amended or modified by or pursuant to resolution of the Board of Directors. Incumbent members of committees existing as of the effective date of these Bylaws shall continue in the same manner as if these Bylaws had been in force upon their appointment.
- c. **Ex Officio Members.** An ex officio member of any committee shall be a nonvoting member unless the Board of Directors otherwise provides. Nonvoting ex officio members shall not be counted for purposes of determining either a quorum or the number of votes required.
- d. **Meetings of Other Committees.** Meetings of other committees which meetings are not otherwise specified in these Bylaws, or not provided for as regular meetings pursuant to these Bylaws or pursuant to rules of procedure adopted by the Board of Directors, shall be called by the Chairman of the Committee, or upon written request of two-thirds of the voting committee members.
- e. **Other Committees' Quorums and Votes.** A simple majority of a quorum shall decide all issues determined by committee vote.

ARTICLE VIII

RECORDS, FISCAL YEAR, AUDITS, AND INSPECTIONS

Section 1: **Records.** The Chapter shall maintain adequate and correct accounts, books, and records of its business and properties. All of such books, records, and accounts shall be kept at its principle place of business in the State of Utah, as fixed by the Board of Directors.

Section 2: **Checks, Drafts, etc.** All checks, drafts, or other orders for payment of money, notes, or other evidences or indebtedness issued in the name of or payable to the Chapter shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 3: **Contracts, etc.** The Board of Directors, except as the Bylaws or Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or agreement or to pledge its credit or render it liable for any purpose or to any amount.

Section 4: **Fiscal Year.** The fiscal year of the Chapter shall begin January 1 and end December 31.

Section 5: Annual Audit. The Board of Directors shall have an audit made of the books of the Chapter at the end of each fiscal year, which shall also include an inventory of the furniture, equipment, machines, books, codes, etc., belonging to the Chapter. The audit and the inventory shall be reported at the Annual Business Meeting.

Section 6: Inspection of Bylaws. The Chapter shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during business hours.

ARTICLE IX PREVIOUS ACTION

Section 1: Previous Actions Remain in Effect. All prior actions consistent with these Bylaws, whether by or pursuant to resolution or otherwise, of the Board of Directors, the Executive Committee, or any other committee, remain in effect until modified, repealed, or otherwise superseded.

ARTICLE X FUTURE AMENDMENTS

Section 1 Future Bylaws Amendments: These Bylaws may be amended by either of the following procedures:

- a. Proposed amendments to these Bylaws to be considered at an Annual Business Meeting shall be signed by at least three (3) Chapter members and must be presented to the Board of Directors at least sixty (60) days before the opening of an Annual Business Meeting. The Board of Directors shall cause them proposed amendments to be sent to the membership no less than ten (10) days prior to the Annual Business Meeting. A copy shall also be included with the packet received at registration of the Annual Education Conference along with the official position of the Board of Directors. The proposed amendments shall be discussed and may be amended at the Annual Business Meeting.
- b. Upon determination of the Board of Directors a special meeting may be held to consider critical amendments requiring immediate action prior to the Annual Business Meeting.

Section 2: Voting. If passed by 2/3 of the voting members present, amendments shall become effective immediately.

Section 3: Notice. All adopted amendments shall be posted on the Chapter website.

ARTICLE XI
ADOPTIONS of Bylaws

These Bylaws, having been approved by the voting members and the Board of Directors are hereby adopted as the official Bylaws of this Chapter on this _____ day of _____ 2012

_____ Date: _____
Chapter President

_____ Date: _____
Chapter Secretary

(SEAL)

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