

CONSTITUTION/BYLAWS

ICC Building Safety Association of Vermont, Inc.

1 NAME OF ASSOCIATION

- 1.1 The name of this Association shall be known as the **ICC Building Safety Association of Vermont, Inc.**
- 1.2 Where used elsewhere in these by-laws the term "Association" may be substituted for the full name.
- 1.3 Address: The Board of Directors shall establish a mailing address and telephone number for the Association.

2 PURPOSES AND OBJECTIVES

- 2.1 The objectives of this Association are:
 - 2.1.1 To be an active 'Building Safety Professional' chapter of the International Code Council.
 - 2.1.2 To develop and advance the members' professional abilities in the administration of the International Codes and to insure the health, safety and welfare of all people in matters relating to building construction.
 - 2.1.3 To unite the members in pursuit of code enforcement, for the betterment of the people in Vermont.
 - 2.1.4 To secure a closer official and personal relationship among Building and Life Safety Professionals throughout Vermont.
 - 2.1.5 To promote higher professional and ethical standards in the fields of construction, building inspection and code enforcement.
 - 2.1.6 To establish and maintain a good working relationship within the construction industry.
 - 2.1.7 To encourage and provide a forum for the free exchange of ideas and information among its members.
 - 2.1.8 To furnish information of an instructional nature to its members and to other interested and related parties.
 - 2.1.9 To compile and disseminate building code and zoning information useful to the membership in the performance of their duties and responsibilities.
 - 2.1.10 To promote continuing education and training.
 - 2.1.11 To establish awareness of minimum code standards, construction materials and building techniques above the minimum code construction.

3 MEMBERSHIP

- 3.1 There shall be two classes of membership: Member and Honorary Member.
 - 3.1.1 Member: Any person(s), firm, company, or corporation having an interest in furthering the objectives and purposes of the ICC Building Safety Association of Vermont, Inc. Such a member must be an ICC member to hold an elective office.
 - 3.1.2 Honorary Membership may be conferred upon any person as an honorarium for outstanding service to the Association. Such a member shall hold no elected office nor be subject to payment of dues. Nominations for Honorary Member shall be submitted to the Board of Directors in writing at least sixty (60) days prior to an annual meeting. A favorable report by the Board of Directors and a majority vote of the Association at an annual meeting shall be necessary to elect.

3.2 Application for Membership

- ~~3.2.1 Submit a completed and signed Association application form with fees covering the current year's dues.~~
- ~~3.2.2 Upon receipt, the Secretary shall forward the above to the Membership Committee Chair.~~
- ~~3.2.3 3.2.1 The Membership Committee shall review said application for correctness, qualifications, and criteria. The Executive Committee shall be charged with establishing a procedure for determining membership.~~

3.3 Membership Dues

- ~~3.3.1 The Executive Committee shall be charged with establishing a procedure for determining membership dues. The annual membership dues of the Association shall be as established by resolution of the general membership.~~
- ~~3.3.2 Dues shall be due on July 1st of each calendar year. For new members coming into the Association the last six months of the dues years, the membership fee shall also cover the following full year's dues.~~
- ~~3.3.3 Each member of the Association will be billed once a year by the Treasurer. Dues must be paid before September 15th to retain membership.~~
- ~~3.3.4 Any member not paying his dues for a period of more than six (6) months shall be reported by the Secretary to the Board of Directors for determining action regarding dismissal from membership of the Association.~~
- ~~3.3.5 The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article II.~~
- ~~3.3.6 3.3.1 Members whose dues are current shall be considered in good standing.~~

3.4 Conduct

- 3.4.1 Any member of this Association, who is charged with conduct unbecoming, may result in loss of membership as voted by the Executive Board.

3.5 The affairs of this Association shall not be conducted for profit.

3.6 No member shall utilize the Association name for private gain.

3.7 Neither members, trustees, nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees, and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board of Directors upon presentation of vouchers.

3.8 Termination of Membership

- 3.8.1 Any person may resign from the Association by giving written notice. Withdrawal or resignation from this Association shall not be deemed to waive liability for the payment of any dues or other amount owing this Association at the effective date of such withdrawal or resignation.
- 3.8.2 Membership is not transferable. All rights and privileges of any individual serving as an officer, trustee or other position with the Association shall be forfeited upon termination of membership.

4 ELECTIONS

- 4.1 An election meeting shall be held ~~in June of annually each year~~, date and place of such meeting to be determined by the Board of Directors, and announced to each member by the secretary, by electronic mail (unless paper copy is requested by member) or by posting to the Association website, at least two weeks prior to the time of such meeting. ~~Said announcement shall include names of all nominees with a statement that these nominations will be voted on at the election meeting. Said announcement shall be a call for nomination or candidacy for available offices.~~ Votes shall be counted only for candidates placed in nomination at the nomination day meeting or any nomination made from the floor at this meeting.
- 4.2 Officers shall be elected by a majority vote of the voting membership present at the annual meeting of this Association. Election of officers will be held during the business session of the annual meeting and their term of office shall be effective ~~July 1 of the current year and run through June 30 of the following year from that date effective immediately through the election at the next Annual meeting~~
- 4.3 In the case of a vacancy of the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors until the next annual meeting.
- 4.4 The President and Vice President shall be elected for the term of one year and shall not exceed two consecutive terms in office.
- 4.5 The Secretary and Treasurer shall be elected for a term of one year and shall be eligible to succeed themselves in office for as many successive terms as they may be re-elected to serve.

5 VOTING

- 5.1 Each member present, that has the right to vote at a meeting of members, shall be entitled to one vote.
- 5.2 No member may vote by proxy or absentee ballot.
- 5.3 Upon motion duly made, seconded, and voted by a majority of members present and voting, the vote upon any question or election shall be cast by ballot.
- 5.4 Any eligible member may waive their right to vote on any matter.

6 ANNUAL MEETING

- 6.1 The annual meeting of the members shall be held at such place as the Board of Directors shall determine in the notice of meeting.
- 6.2 Purposes for which an annual meeting is to be held, additional to those prescribed by law, and by these bylaws, may be specified by the President, or by one or more members who are entitled to vote at the meeting.
- 6.3 If such annual meeting is canceled on the day scheduled, a special meeting of the members may be held in place of, and any business transacted or elections held at such special

meeting shall have the same effect as if transacted or held at the annual meeting, and in such case, all references in these bylaws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call.

7 SPECIAL MEETINGS

- 7.1 A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors then in office. A special meeting of the members shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by some other officer, upon written application of five or more members who are entitled to vote at the meeting. Such call shall state the time, place and purposes of the meeting. Meetings may be held telephone or computer conference.
- 7.2 Assent in Lieu of Members Meeting: Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of members. Such assent shall be treated for all purposes as a vote at a meeting Meetings may be held telephone or computer conference.
- 7.3 Place of Meeting: Any special meeting of the members held in place of the annual meeting, and any other special meeting of the members, shall be held at such place as is stated in the call. Any adjourned session of any annual or special meeting of the members shall be held at such place as is designated in the vote of adjournment.
- 7.4 Quorum: At any meeting of the members, a quorum for the election of any officer or for the consideration of any question shall be ten (10) members or 60% of the membership, whichever is less. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum for an election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law or by these bylaws.

When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question except in any case where a larger vote is required by law or by these bylaws.

8 MEETINGS

- 8.1 This Association shall meet ~~quarterly at times decided by the Board of Directors~~ on the date; time and place determined ~~by the Board of Directors~~, and such meetings shall begin promptly and close promptly at the ~~regular posted set~~ time.- The Board of Directors will meet ~~monthly no less than six (6) times per year~~ with the time and place of the next event to be determined at each meeting. Meetings may be held telephone or computer conference.
- 8.2 The regular meetings shall be devoted to the theory, promotion and practice of the principals of code enforcement and standards, building standards, life safety and the purposes and objectives of the Association. Each meeting shall contain a program for the continuing education of the membership.

- 8.3 Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the bylaws.

9 OFFICERS

- 9.1 Officers: The Officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary and the Immediate Past President. Such Officers shall hold office for a period of one year beginning on the first day of the month following their election, or until their successors are duly elected and qualified. Officer's tenure shall be as stated in Section 4.
- 9.2 Duties of President: The President shall preside at all meetings of this Corporation and shall appoint or replace all chairpersons and members of committees not otherwise specifically provided for herein. The President shall perform all other and such usual duties as are performed by the president of a corporation. The President shall, with the approval of the Board of Directors, have the power to appoint a corresponding secretary to assist in the performance of the President's duties.
- 9.3 Duties of Vice President: The Vice President shall act and perform the duties of the President during the latter's absence from any meetings of this Corporation or the Board of Directors, or by 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.
- 9.4 Duties of Treasurer: The Treasurer shall be responsible for 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 Treasurer of a corporation. The Board of Directors may designate the Chief Executive Officer as the official agent for such duties, in all or in part, within the limitations of the established budget.
- 9.5 Duties of Secretary: The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence as provided by resolution of the Board of Directors, and generally performing such official duties of a Secretary of a corporation.
- 9.6 Duties of Immediate Past President: The Immediate Past President shall serve as Chairperson of the Nominations Committee and shall, when called upon, give advice and counsel to the Officers and Board of Directors.
- 9.7 Executive Committee: There shall be an Executive Committee which shall consist of the President, Vice President, Treasurer, Secretary and Immediate Past President which shall have authority to act in such matters as are specifically delegated by the Board of Directors. The Executive Committee shall meet at least quarterly at a date and place designated by the President and shall have authority to take such action as they deem prudent in the furtherance of the general objectives of this Association, reporting such actions to the ICC Building Safety Association of Vermont, Inc. at its next meeting.
- 9.8 The officers and the executive board shall act on behalf of the Association at all times.
- 9.9 All officers of the Board must be a current member of both ICC-BSA [V~~E~~VT](#) and a national ICC member.
- 9.10 The same person may not hold more than one office.

10 BOARD OF DIRECTORS

- 10.1 Governing Body: The property, business, and affairs of this Association shall be managed and transacted by a Board of Directors composed of the following: President, Vice President, Treasurer, Secretary, and the Immediate Past President, and four (4) members at large. The Board shall consist of members having a direct and material interest in the activities of the Association. It is recommended that the Board consist of a balance of interest categories including Government (enforcement officials), Producer (industry; builders, trades, suppliers), and Users/General Interest (design professionals, students, and others using or implementing codes and standards). Other interest categories shall be included where determined by the Association to be appropriate to the Association activity.
- 10.2 The duties of the Board of Directors shall be as follows:
- 10.2.1 It shall authorize all expenditures and shall not create any indebtedness beyond the income of the Association, nor disburse funds for purposes nonessential to the objectives of the Association.
- 10.2.2 A majority vote of the Board of Directors shall govern, except where otherwise provided. The Board of Directors shall have the power to overrule or modify the action of any officers of the Association.
- 10.2.3 It shall have the books and accounts audited ~~in June of~~ prior to the annual meeting each year, or more often at its discretion.
- 10.2.4 It shall determine the date, time and place of the annual nomination and election meeting and shall instruct the secretary to issue the call for such meeting.
- 10.2.5 It shall hold such meetings as deemed necessary for the administration of its duties.
- 10.2.6 It shall hold special meetings when called by the President, or by written request of five members of the Association.
- 10.2.7 It shall designate a bank or banks for deposit of funds.
- 10.2.8 It shall receive committee reports and recommendations, and shall submit to the Association at regular meetings, recommendations which it has approved.
- 10.3 A majority of the officers and directors elected shall constitute a quorum at any meeting of the Board of Directors.

11 COMMITTEES

- 11.1 ~~There shall be~~ The President shall appoint the Finance Committee; and may appoint the following standing committees: Membership, ICC Code Review and Education committees, appointed by the President:
- 11.1.1 Membership Committee: This committee shall endeavor to have all eligible building and life safety professionals and appropriate members of their staff become members of the ICC Building Safety Association of Vermont, Inc.
- 11.1.2 Finance Committee: This committee ~~shall consist of three (3) persons and~~ shall be appointed on the first day of the annual meeting for a period of one year. This committee shall review the books of the ICC Building Safety Association of Vermont, Inc. during each annual meeting as submitted by the Treasurer. A written report of the review shall be made a matter of record and signed by all committee members.
- 11.1.3 ICC Code Review Committee: This committee ~~shall consist of not less than five (5) members appointed by the President to, if appointed, shall~~ review and report on any existing or proposed ICC code provisions.
- 11.1.4 Education Committee: This ~~committee shall consist of not less than three (3) members appointed by the President. This committee, if appointed,~~ shall plan

and implement ongoing Association and educational programs.

- 11.2 The President shall appoint such other committees as he deems necessary, or as he is directed by the Board of Directors. Said committees, upon appointment, shall be given a specific charge and a specific function to perform.

12 ASSOCIATION ACTIVITIES

- 12.1 The Association shall provide a forum for discussion for the purpose and objectives of the Association through the annual meeting, special meetings, regular meetings and other educational programs.
- 12.2 The Association may communicate with any person or organization in regards to the purpose and objectives of the Association by establishing a web site, periodic newsletter, electronic bulletin board or forum, or similar means.
- 12.3 The Association shall not directly or indirectly sponsor or lobby for legislation or proposals pertaining to state or municipal rules or policy.

13 CODE OF ETHICS

- 13.1 A member of the ICC Building Safety Association of Vermont, Inc. shall:
- 13.1.1 Place public safety above all other interests.
 - 13.1.2 Place public interest above individual, group or special interest and shall consider their profession as an opportunity to serve society.
 - 13.1.3 Maintain the highest standards of integrity.
 - 13.1.4 Treat all people courteously, equally and fairly.
 - 13.1.5 Conduct themselves at all times in such a manner as to create respect for himself and their jurisdiction they represent and the ICC Building Safety Association of Vermont, Inc.
 - 13.1.6 Refrain from the use of their position to secure advantage or favor for himself, his family or his friends.
 - 13.1.7 Refrain from representing any private interest in business or technical affairs of the Association.
 - 13.1.8 Refrain from using unfair means to secure an advantage in the Association or to knowingly injure any individual, company or association to gain such advantage.
 - 13.1.9 Not accept, nor offer, any gift, favor or service that might tend to influence them in the discharge of their duties.
 - 13.1.10 Carry on their contacts with other members of the Association in a spirit of fairness with loyalty and fidelity to the aims and purposes of the ICC Building Safety Association of Vermont, Inc.
- 13.2 Any violation of the above sections may be brought to the attention of the Board of Directors. After an investigation of the complaint the Board of Directors may recommend to the general membership expulsion from this association. Expulsion to be determined by majority vote at the next regularly scheduled meeting.

A member expelled from this association will no longer be a voting member, nor be allowed to participate in any association sponsored activity.

An individual expelled from this association shall not be allowed to rejoin this association

for a period of twelve months from the expulsion, and until the general membership votes to approve the reinstatement.

- 13.3 This article shall not prohibit mutual cooperation type inspections between jurisdictions. This shall only include an individual inspector acting on a private consulting basis.

14 EXECUTION OF PAPERS

- 14.1 Except as the Executive Committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes, drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President and either the Treasurer or Secretary. The Board shall set requirements for the Signatories use and endorsement of Association bank accounts.

15 DISSOLUTION

- 15.1 The ICC Building Safety Association of Vermont, Inc. may be dissolved only by action of the Board of Directors of the Association. Action may be initiated by the Board of Directors or in response to a petition from the membership. A petition for the dissolution shall be made only at an annual meeting by a majority vote of the voting members present. No proposition for dissolution shall be acted upon unless written notice thereof has been given to the Secretary at least sixty (60) days prior to the meeting. A copy or summary of such proposition shall be sent to every member of the ICC Building Safety Association of Vermont, Inc. at least thirty (30) days before the date of the next annual meeting in which the petition is to be voted upon. No action shall be taken by the Board of Directors on their own initiative to dissolve the ICC Building Safety Association of Vermont, Inc. without notice thereof being sent to every member of the ICC Building Safety Association of Vermont, Inc. at least thirty (30) days before the date of the next annual meeting at which such proposal of the Board of Directors shall be discussed and the recommendations of the ICC Building Safety Association of Vermont, Inc. formulated.

16 DISBURSEMENT OF FUNDS

- 16.1 In the event this Association is disbanded and/or dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor municipal building officials organization or a sister organization located in New Hampshire, as voted by a majority of the voting membership.

17 PROPERTY AND TRUST

- 17.1 Any real property which may be obtained by the Association, and savings accounts, bonds, or like investments, and all property given to or held by it in trust for purposes of the Association shall be controlled and managed by the Executive Committee.

18 AMENDMENTS

- 18.1 Amendments to the constitution and bylaws may be proposed by the Executive Committee or by written petition by twenty (20) percent of the voting membership.

ICC BUILDING SAFETY ASSOCIATION OF VERMONT BYLAWS

- 18.2 These Bylaws may be altered, amended or repealed at any legal meeting of the members entitled to vote at which a quorum is present by a vote representing a majority of the members present and voting; provided notice is given in the call for the meeting that an alteration, amendment or repeal of the Bylaws will be proposed. Every three (3) years these Bylaws shall be reviewed by the Executive Committee for appropriateness to the Association and their findings reported to the annual meeting.
- 18.3 Properly edited proposals must be brought before the General Membership during the next Regular Meeting for a first reading during the report of the bylaws committee. There shall be sufficient written copies for review by all members in attendance. The proposed amendment will be open to discussion by the General Membership during New Business of this same meeting. The proposal will be ratified (with revision, if any) or stricken entirely by majority vote.
- 18.3.1 The Secretary will post to all members in good standing, at least twenty (20) days prior to the next regular meeting a copy of the ratified proposal and notice that same will be on the agenda for second reading and final vote.
- 18.3.2 The final vote shall require a two thirds (2/3) majority for adoption. The amendment shall then become effective immediately upon its approval.
- 18.3.3 Revisions: The date of revision of any amendments shall appear in the lower left hand corner of the page which is affected and a vertical bar shall appear in the outboard margin showing the location of said change. The last page of these bylaws shall contain a chronological list of all changes and their date of adoption.

Original Bylaws Voted and approved: 10/01/2008

Proposed Revisions 11/27/2013 Ward Smyth, Glenn Moore, Chris Lumba

Proposed Revisions: 12/13/2013 Board of Directors