

BYLAWS
OF
REGION I OF THE INTERNATIONAL CODE COUNCIL,
A NONPROFIT CORPORATION

ARTICLE I – ORGANIZATION

Section 1.

This organization shall be known as Region I of the International Code Council, a non-profit corporation hereinafter in these Bylaws referred to as the “Chapter” or “Corporation” or “ICC Region I”. The Chapter shall be governed by the Region I Coordinating Council, hereinafter in these Bylaws referred to as the “Council.”

Section 2.

The principal office shall be located in California. The Chapter may have such other offices as the business of the organization may require, as determined by the members.

ARTICLE II – PURPOSE

Section 1.

The Chapter is a nonprofit corporation and is not organized for the private gain of any person. The Corporation is organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision in any future United States internal revenue law (the “Code”). Notwithstanding any other provision herein, the Corporation shall not engage in a regular business activity of a kind ordinarily carried on for profit and shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code. It is organized under the Nonprofit Mutual Benefit Corporation Law for public and charitable purposes.

Section 2.

The purpose of this organization shall be:

- A. To bring together individuals engaged in the administration, enforcement and implementation of codes regulating the built environment and other related codes to share information, experience and policy; exchange ideas; discuss mutual problems; and promote uniform interpretation of all applicable codes.
- B. To encourage and assist in the efficient administration and enforcement of building and related codes, and to uphold and improve the prestige of code enforcement professionals.
- C. To promote life safety, health and property at minimum cost through the encouragement of uniformity in the application, interpretation and enforcement of the International Codes (I-Codes) and other uniform international codes and related documents which are designated to advance the cause of uniformity in regulations for the construction, alteration, conservation, maintenance, preservation or repair of buildings and structures.
- D. To create a better public understanding and appreciation of construction regulations and their importance to the safety, health and prosperity of communities.
- E. Through cooperation, to assist, educate and encourage the organization and maintenance of professional standards of training for all individuals involved in the administration of building regulations and related codes.

- F. To coordinate and cooperate with other governmental agencies involved in the administration of building and related codes, design professionals and their respective organizations, and the construction industry.
- G. To foster professional and personal support and to promote information networking among Chapters.
- H. To aid, educate and assist members in the pursuit of the goals and objectives of this Chapter.

Section 3.

The methods of achieving the purposes of this organization shall be:

- A. By establishing communications with other Chapters, public officials and associations.
- B. By exchanging and disseminating information through whatever means directed or approved by the Council.
- C. By promoting and elevating the status of Code Professionals to decision makers and the general public.
- D. By creating good fellowship and mutual understanding among members and with related industry through meetings and similar activities.
- E. By publicizing the purposes and activities of this Chapter through contact with public officials in other branches of government and representatives of the construction industry.
- F. By promoting, to every jurisdiction in ICC Region I, the adoption of coordinated building and related codes based on unbiased judgment and developed in a public forum.
- G. By supporting regional representation on international boards and committees of code organizations and standards authorities.
- H. By establishing and collecting dues, fees and other income for the furtherance of the objectives of the Chapter.

ARTICLE III – POWERS

The Chapter shall have the power to adopt bylaws, which may provide for:

- A. Classes of membership and fixing the qualifications thereto.
- B. Amount and conditions of payment of dues.
- C. The designation of officers, their duties, methods of election and term of office.
- D. The establishment of committees and the employment of personnel as determined by the Council.
- E. The holding of meetings.
- F. Amending this constitution and bylaws.
- G. Such other matters as may be necessary to the fulfillment of the objectives of the Chapter.

ARTICLE IV – ASSETS

Section 1.

All assets of this Chapter shall be used in furtherance of its purposes herein set forth. No Officer, member or employee of the Chapter, nor any other individual or corporation of interest, shall profit from the operation or activities of this Chapter except insofar as they may receive reasonable compensation for services and reimbursement of necessary travel and incidental expenses incurred in furtherance of the objectives of the Chapter, as approved by the officers.

Section 2.

Upon the dissolution or termination of this Chapter, no Officer, member or employee of the Chapter, nor any other individual, shall receive any profit from or share in any of the assets or property of the organization; all assets, property and surplus of the organization shall be delivered to the International Code Council Foundation General Scholarships Fund.

There shall be no personal, individual or other liability whatsoever on the part of any member of the Chapter either for debts of the Chapter or the acts of omission or commission of the Chapter or of any Officer, agent or employee thereof.

ARTICLE V – MEMBERSHIP

Section 1.

There shall be the following class of membership:

- A. Chapter Member. Any Chapter in good standing with the International Code Council, located in Region I, is eligible for membership.

Section 2.

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

Article VI – CODE OF ETHICS

Section 1.

A member of Region I shall:

- A. Place public safety above all other interests.
- B. Place public interest above individual, group or special interest.
- C. Maintain the highest standards of integrity.
- D. Conduct themselves at all times in such a manner as to create respect for themselves and the jurisdiction they represent and the Chapter.
- E. Refrain from representing any private interest in the business of the Chapter.
- F. Refrain from using unfair means to secure an advantage in the Chapter or to knowingly injure any individual, company or association to gain such advantage.
- G. Not accept, nor offer, any gift, favor or service that might tend to influence them in the discharge of their duties.
- H. Carry on their contacts with other members of the Chapter in a spirit of fairness with loyalty and fidelity to the goals and purposes of the Chapter.

Section 2.

- A. Any violation of the above sections may be brought to the attention of the Officers. After an investigation of the complaint the Officers may recommend to the Coordinating Council expulsion from this Chapter to be determined by majority vote at the next meeting of the Chapter.
- B. A member expelled from Region I shall not be allowed to rejoin this Region for a period of twelve months from the expulsion, or until the Coordinating Council votes to approve the reinstatement.

ARTICLE VII – DUES

Section 1.

The amount of dues for membership shall be set by the Council.

Section 2.

The fiscal period shall follow the calendar year, January 1st to December 31st.

Section 3.

Any Chapter whose dues are not paid by March 1st shall be considered delinquent and shall not be entitled to receive benefits of membership.

ARTICLE VIII – MEETINGS

Section 1.

The Chapter shall hold regular meetings or special meetings in person or by conference call at such time and place as selected by the President. One meeting shall be the annual meeting at which time the Officers shall be elected, this meeting will be held during the ICC Annual Conference.

Section 2.

Special meetings of the Council may be called at any time by the President or by an Officer with approval of two-thirds of the Officers.

The President shall call a special meeting upon the receipt of a valid request, specifying the purpose of the special meeting and bearing the names, and titles, of twenty percent of the Coordinating Council Members.

Section 3.

The order of business at all meetings of the body shall follow Robert's Rules of Order. Electronic means of communication and balloting are acceptable to conduct business of the organization.

ARTICLE IX – GOVERNANCE

The Chapter shall be governed by the ICC Region I Coordinating Council.

Section 1. The Council

- A. The Council shall consist of one Designated Representative from each member Chapter.
- B. The Chapter may also designate one Alternate Representative. The Alternate Representative may attend meetings of the Council, but will only vote if the Designated Representative is not in attendance at the meeting. The Designated Representative and the Alternate shall have voting status with ICC.
- C. If the Designated Representative resigns, loses eligibility or is no longer supported by the Chapter, the Alternate Representative will assume the position of Designated Representative.
- D. Board members called to and serving active military duty shall not thereby become disqualified as a member of the board.

Section 2. Budget

- A. The President shall submit to the Coordinating Council an annual budget of expenditures necessary for the operation of the Chapter. The Council shall approve, with amendments as necessary, the annual budget.
- B. The Coordinating Council shall approve a resolution annually authorizing the Officers to conduct the business of the Chapter.

ARTICLE X – OFFICERS

Section 1. Officers

The Officers of this organization shall consist of the Immediate Past President, President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. One representative from each of the member states (California, Hawaii & Nevada) shall hold the offices of President, 1st Vice President & 2nd Vice President and shall rotate in alphabetical order based on state name.

- A. In the event any Officer position is vacated prior to the completion of the term, the state without representation shall designate a successor.
- B. The offices of Secretary and Treasurer shall be elected by the Council after the three state Officer representatives have been elected. These two offices can be held by any member state representative.

Section 2. Terms

The Council representatives from each state shall elect their Officer for terms of one year at the annual meeting of the Chapter. The Officers shall hold office until the conclusion of the annual meeting. In the event there are no candidates for an office, the current Officer shall continue in that capacity until successors are elected.

Section 3. Duties

The duties and powers of the Officers shall be the duties normally prescribed to their respective offices. It shall be the responsibility of the Officers to plan and pursue policies which will promote the purposes of the organization.

Section 4. Succession

The order of succession to the position of President of this association shall be an alphabetical rotation based on state name.

1. In the event that a state is unable to fill the position or elects not to serve as President of the Chapter, that state will fall to the rear of the succession rotation and the next state in line for the Presidency will assume the office for the upcoming year. The inability to serve as President of the Chapter in no way affects the standing of that state within the Region, nor does it preclude them from holding the office of President in the future.

| Amended – 10-16-2016

|| Amended – 10-21-2018

Section 5. Resignation, Disqualification and Vacancies

If the position of any Officer becomes vacant by reason of death, resignation, disqualification, removal or other cause, the state without representation shall designate a successor. Any Officer who ceases to be a designated chapter representative for a period exceeding 60 days shall automatically forfeit his or her position as a director.

Section 6. Removal of Officers

Any Officer may be removed from office by the Members whenever in their unfettered judgment the best interests of the Chapter will be served thereby. A two-thirds majority of the ballots submitted by Coordinating Council Representatives is required to remove an Officer.

ARTICLE XI – COMMITTEES

Section 1.

The Officers shall, from time to time, determine and establish standing and special committees necessary to effectively carry out the program of the organization. The duties, responsibilities and limitations or other directives to the committees shall be clearly stated in the resolutions establishing them.

Section 2.

The President, after consultation with the Officers, shall appoint all committee chairs.

Section 3. Standing Committees

Finance Committee.

In the event that the Treasury of the organization should reach the limit permitted by the Internal Revenue Service regulations for nonprofit organizations, the President shall appoint a committee who will recommend a means of spending these monies so long as no member of this committee, the Chair, or the Officers, nor any member of the Chapter or their families, shall benefit in any way from the disbursement of this money. The Treasurer shall be the chair of the Finance Committee.

Audit Committee.

The fiscal affairs shall be audited and certified annually by the Chapter Audit Committee.

ARTICLE XII – ADOPTION AND AMENDMENTS

Section 1.

The bylaws of this organization shall become effective upon their adoption by resolution and submittal of such resolution to the Secretary by a majority of Chapters from Region I.

Section 2. Amendments.

Amendments to the bylaws must be proposed by a minimum of two Council representatives. Properly edited bylaw amendment proposals must be delivered by mail or email to the President. The President will post the amendment on the ICC Region I website and notify the members that there is a proposed amendment for review and comment. The amendment will be open for discussion by the members for a minimum of 30 days. After the required posting has expired, the President shall place the amendment on the agenda for a vote at the next scheduled chapter meeting. A two-thirds majority of the ballots submitted by Coordinating Council Representatives is required for adoption. For amendments to Article 10 Section 1 (Officers) a two-thirds majority

of the ballots plus one concurring ballot from either Hawaii or Nevada is required for adoption. The amendment shall then become effective immediately upon its approval.

Section 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.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS

Section 1. Right To Indemnification. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Members who are not parties to the proceeding. If the number of Members who are not parties to the proceeding is less than two-thirds of the total number of Members seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Insurance. This Corporation shall have the power to purchase and maintain insurance on behalf of any Officer, or agent of the Corporation, against any liability asserted against or incurred by the Officer, or agent in any such capacity or arising out of the Officer's, or agents status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Article 13.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.

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Adopted - 9/28/2014

Amended – 10/16/2016

Amended – 10/21/2018

**CERTIFICATE OF SECRETARY
OF
REGION I OF THE INTERNATIONAL CODE COUNCIL,
A NONPROFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the forgoing Bylaws, comprising eight (8) pages, constitutes the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on

Dated: September 28, 2014



Elizabeth Rider, Secretary

Amended: Annual Board of Directors meeting, October 16, 2016



Elizabeth Rider, Secretary

Amended: Annual Board of Directors meeting, October 21, 2018.



Stephen DiGiovanni, Secretary