

# **WOMEN IN CODE ENFORCEMENT AND DEVELOPMENT**

## **CONSTITUTION/BYLAWS**

### **ARTICLE I - NAME OF ORGANIZATION**

- 1.1 The name of this organization shall be known as Women in Code Enforcement and Development.
- 1.2 Where elsewhere in these by-laws the term “Association” may be substituted for the full name.

### **ARTICLE II - PURPOSES AND OBJECTIVES**

- 2.1 The association is a nonprofit organization and is not organized for the private gain of any person. The association is organized exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. The association is established for the general purpose of creating an organization of persons to promote the objectives listed in section 2.2.
- 2.2 The objectives of this organization are:
  - 2.2.1 To promote the value and recognition of women in the arena of code enforcement and development.
  - 2.2.2 To support, organize and participate in educational seminars and training programs relating to specific needs of women in the arena of code enforcement and development.
  - 2.2.3 To promote mentoring of members through an established mentoring program.
  - 2.2.4 To be dedicated to a process of continuous improvement for the members in a professional networking atmosphere.
  - 2.2.5 To secure a closer official and personal relationship among code developers and code enforcers throughout the country.
  - 2.2.6 To be active members of the International Code Council in the pursuit of uniformity in code interpretation, development, enforcement and administration.
  - 2.2.7 To do all such other things as are incidental to, or desirable for, the attainment of the organization’s objectives.

### **ARTICLE III – ORGANIZATION**

- 3.1 The Association shall function on a national basis, making provisions for the state, regional, or local sub chapters.
  - 3.1.1 State, regional, or local subchapters shall parallel the structure of the Association, establishing by-laws compatible with those of the Association and in support of the Association's purposes and responsibilities. Such by-laws shall be approved by the Board of Directors of the Association.
  - 3.1.2 Nothing in these by-laws is intended to prohibit the formation of organizations at a more local level. If such organizations are formed and they are to be affiliated with the Association, they shall support and be compatible with the structure of the Association.
  - 3.1.3 The delineation of geographical boundaries for state, regional or local chapters shall be as set forth by the Board of Directors on an individual basis. Changes to boundaries shall be requested in writing to the President and approved by a majority vote of the Association.

## **ARTICLE IV – SUBCHAPTERS**

- 4.1 Definition of Subchapters. Subchapters shall be state, regional or local chapters chartered by the Association to further the purposes to which the Association is dedicated.
- 4.2 Establishment of Subchapters. The Board is authorized to charter a Subchapter in any area within the domain of the Association, thereby conferring on said Subchapter the right to use the name and logo of the Association and to be known as a Subchapter of the Association; provided, however, such Subchapter agrees to abide by the regulations and requirements for the conduct of members of the Association as provided in these Bylaws and as adopted from time to time by the Board.
  - 4.2.1. Issuance of a subchapter shall be contingent upon approval by the Board of the proposed Subchapter’s bylaws. The Board shall accept and approve only those proposed Subchapter’s bylaws which are consistent with the provisions of the Association Bylaws.
  - 4.2.2. Subchapter’s shall utilize the Association’s name followed by their geographical area designation.
- 4.3 Minimum Membership Requirements of Subchapters. The Board may charter a Subchapter if a minimum of fifteen members or prospective members of the Association, at least twelve of whom are or will be Active Members, have pledged themselves to join the Subchapter should it be chartered, have petitioned the Board in writing to charter said Subchapter and have transmitted a petition and proposed Subchapter bylaws to the Board.
- 4.4 Withdrawal of Subchapter Charters. The Board is authorized to withdraw from any Subchapter its charter for being unable to meet the requirements of these Bylaws or for being unable to maintain a membership of not less than eight Active Members in good standing or for any conduct or action of the Subchapter in the opinion of the Board which is prejudicial to the welfare, interest or character of the Association; provided however, that notice in writing together with a copy of the reason or reasons for intention to withdraw shall have been sent to all voting members of the Association in good standing who are members of record in the Subchapter, and to the Subchapter Board, at least twenty days before the meeting of the Board when such action shall be considered. Any Subchapter member or members may appear before the Board and may have legal representation at said meeting in defense of charges leading to the intention to withdraw. The majority decision of the Board shall be final.

## **ARTICLE V - MEMBERSHIP**

- 5.1 There shall be three classes of membership: Active Member, Associate Member, and Honorary Member.
  - 5.1.1 Active Member: Any person whose primary duties are the enforcement or development of building codes and related ordinances. An Active Member has all voting rights.
  - 5.1.2 Associate Member: Any person(s), firms, company, or corporation having an interest in furthering the objectives and purposes of Women in Code Enforcement and Development. Such a member shall not hold an elective office. An Associate Member has no voting rights.
  - 5.1.3 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 confirm.

5.2 Application for Membership.

- 5.2.1 Submit a completed and signed Association application form with fees covering the current year's dues.
- 5.2.2 Upon receipt the Secretary shall process the application and update the membership roster accordingly.

5.3 Membership Dues.

- 5.3.1 The annual membership dues of the Association shall be as established by resolution of the general membership.

5.3.1.1 Subchapter Membership Dues. The annual membership dues of the subchapter shall be in an amount established by resolution by both the Association and the subchapter.

- 5.3.2 Dues shall be due on October 1st of each calendar year. For new members coming into the Association the last three months of the dues years, the membership fee shall also cover the following full year's dues.

- 5.3.3 Each member of the Association will be billed once a year by the Treasurer. Dues must be paid before November 1 to retain membership.

- 5.3.4 Any member not paying her dues for a period of more than one (1) year shall be reported by the Secretary to the Board of Directors for dismissal from membership of the Association.

- 5.3.5 The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article II.

- 5.3.6 Members whose dues are current shall be considered in good standing.

5.4 Conduct

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

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

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

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

5.8 Termination of Membership.

- 5.8.1 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 owed this Association at the effective date of such withdrawal or resignation.

- 5.8.2 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.

## **ARTICLE VI - ELECTIONS**

- 6.1 An election meeting shall be held in conjunction with the International Code Council Annual Business Meeting every even calendar year, date and place of such meeting to be determined by the Board of Directors, and announced to each member by the secretary, by e-mail, at least two weeks prior to the time of such meeting. Said announcement to include names of all nominees with a statement that these nominations will be voted on at the election meeting. 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.
- 6.2 Officers shall be elected by a majority vote of the voting membership present at the election meeting of this Association. Election of officers will be held during the business session of the election meeting and their term of office shall be at the conclusion of the election meeting and shall serve until adjournment of the next election meeting or until their successors are duly elected and qualified.
- 6.3 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.
- 6.4 The President and Vice President shall be elected for the term of two years and shall not exceed two consecutive terms in office.
- 6.5 The Secretary/Treasurer shall be elected for a term of two years and shall be eligible to succeed themselves in office for as many successive terms as they may be re-elected to serve. This position may be permitted to be split into two positions, Secretary and Treasurer.

## **ARTICLE VII - VOTING**

- 7.1 Each member present, that has the right to vote at a meeting of members, shall be entitled to one vote.
- 7.2 No member may vote by proxy or absentee ballot.
- 7.3 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.
- 7.4 Any eligible member may waive their right to vote on any matter.
- 7.5 Voting may include the use of voice, email, fax, written ballot or other forms as approved by the Board.

## **ARTICLE VIII – ANNUAL MEETING**

- 8.1 The annual meeting of the members shall be held in conjunction with the International Code Council Annual Business Meeting.
- 8.2 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.
- 8.3 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.

## **ARTICLE IX - SPECIAL MEETINGS**

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 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. 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.

## **ARTICLE X - MEETINGS**

- 10.1 This organization shall meet in conjunction with International Code Council Annual Business Meeting at a time and place determined by the Board of Directors, and such meetings shall begin promptly and close promptly at the regular set time.
- 10.2 The regular meetings shall be devoted to the theory, promotion and practice of the principals of code enforcement and standards and the purposes and objectives of the organization. Each meeting may contain a program for the continuing education of the membership or a service day.
- 10.3 Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the bylaws.

## **ARTICLE XI - OFFICERS**

- 11.1 Officers: The Officers of this Association shall consist of a President, Vice President, and Secretary/-Treasurer (elected from the Active Members roster) and the Immediate Past President eligible. Such Officers shall hold office for a period of two years beginning at the conclusion of the election meeting and shall serve until adjournment of the next election meeting, or until their successors are duly elected and qualified. Officer's tenure shall be limited to one term in each office.

- 11.2 Duties of President: The President shall preside at all meetings of this Association 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.
- 11.3 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 Association 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.
- 11.4 Duties of 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.
- 11.5 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.
- 11.6 Executive Committee: There shall be an Executive Committee which shall consist of the President, Vice President, Secretary/Treasurer 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 Women In Code Enforcement and Development at its next meeting.
- 11.7 A majority of the officers and directors elected shall constitute a quorum at any meeting of the Board of Directors.
- 11.8 The officers and the executive board shall act on behalf of the Association at all times.
- 11.9 All officers of the Board must be active members.
- 11.10 The same person may not hold more than one office.

## **ARTICLE XII - BOARD OF DIRECTORS**

- 12.1 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, Secretary/Treasurer, and the Immediate Past President, and at least one member at large.
- 12.2 The duties of the Board of Directors shall be as follows:
  - 12.2.1 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.
  - 12.2.2 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 organization.
  - 12.2.3 It shall have the books and accounts audited every two years, every term of office, or more often at its discretion.

- 12.2.4 It shall determine the date, time and place of the annual nomination and election meeting and shall instruct the secretary/treasurer to issue the call for such meeting.
- 12.2.5 It shall hold such meetings as deemed necessary for the administration of its duties.
- 12.2.6 It shall hold special meetings when called by the President, or by written request of five members of the organization.
- 12.2.7 It shall designate a bank or banks for deposit of funds.
- 12.2.8 It shall receive committee reports and recommendations, and shall submit to the Association at regular meetings, recommendations which it has approved.

### **ARTICLE XIII - COMMITTEES**

- 13.1 There shall be the following standing committees appointed by the President:
  - 13.1.1 Membership committee: This committee shall endeavor to have all eligible building officials and code administrators and appropriate members of their staff become members of the Women in Code Enforcement and Development.
  - 13.1.2 The finance and auditing committee: This committee shall consist of three (3) persons and shall be appointed on the first day of the election meeting for a period of two years. This committee shall audit the books of Women in Code Enforcement and Development prior to each annual meeting as submitted by the Secretary/Treasurer. A written report of the audit shall be made a matter of record and signed by all committee members.
  - 13.1.3 Code Review Committee: This committee shall consist of not less than five (5) members appointed by the President. This committee shall review any existing or proposed code provisions and formulate changes or additions which they feel are necessary. If directed by the Association or Executive Committee, the committee shall pursue the implementations of such proposed changes or additions.
  - 13.1.4 Nominations Committee: This committee shall consist of not less than three (3) active members, one of which is the Immediate Past President, appointed by the President. The committee shall prepare a report listing nominees for each office and for the Board. The report of the nominating committee shall be submitted to the chapter either at a monthly meeting or via email or mail no later than 60 days prior to the election meeting. This committee shall be established at least 90 days prior to the election meeting.
- 13.2 The President shall appoint such other committees as he or she deems necessary, or as directed by the Board of Directors. Said committees, upon appointment, shall be given a specific charge and a specific function to perform.

### **ARTICLE XIV - ASSOCIATION ACTIVITIES**

- 14.1 The Association shall not directly or indirectly sponsor legislation or proposals pertaining to general municipal policy. All proposals on such matters shall take the form of recommendations to the Executive Committee.
- 14.2 It shall be the right of this Association to communicate with any person or organization in pursuit of its objectives on matters that are not in direct conflict with Section 1.

### **ARTICLE XV - CODE OF ETHICS**

- 15.1 A member of the Women in Code Enforcement and Development shall:
  - 15.1.1 Place public safety above all other interests.

- 15.1.2 Place public interest above individual, group or special interest and shall consider their profession as an opportunity to serve society.
  - 15.1.3 Maintain the highest standards of integrity.
  - 15.1.4 Treat all persons courteously, equally and fairly.
  - 15.1.5 Conduct themselves at all times in such a manner as to create respect for himself and their jurisdiction they represent and the Women in Code Enforcement and Development.
  - 15.1.6 Refrain from the use of their position to secure advantage or favor for herself, her family or her friends.
  - 15.1.7 Refrain from representing any private interest in business or technical affairs of the organization.
  - 15.1.8 Refrain from using unfair means to secure an advantage in the organization or to knowingly injure any individual, company or association to gain such advantage.
  - 15.1.9 Not accept, nor offer, any gift, favor or service that might tend to influence them in the discharge of their duties.
  - 15.1.10 Carry on their contacts with other members of the organization in a spirit of fairness with loyalty and fidelity to the aims and purposes of the Women in Code Enforcement and Development.
  - 15.1.11 It shall be unacceptable for any member of this organization to conduct site inspections for building or zoning code compliance, for private interests within another member's jurisdiction.
- 15.2 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.
- 15.3 This article shall not prohibit mutual cooperation type inspections between jurisdictions. This shall only include an individual inspector acting on a private consulting basis.

## **ARTICLE XV - EXECUTION OF PAPERS**

- 16.1 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, checks, drafts, and other obligations made, accepted, or endorsed by the Association shall be signed by the President and Treasurer.

## **ARTICLE XVII - DISSOLUTION**

- 17.1 The Women in Code Enforcement and Development 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 Women in Code Enforcement and Development 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 Women in Code Enforcement and Development without notice thereof being sent to every member of the Women in Code Enforcement and Development 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 Women in Code Enforcement and Development formulated.



**ARTICLE XVIII - DISBURSEMENT OF FUNDS**

18.1 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 International Code Council Chapter or a sister organization, as voted by a majority of the voting membership which meet the purposes of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XIX - PROPERTY AND TRUST**

19.1 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.

**ARTICLE XX - AMENDMENTS**

20.1 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.

20.2 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.

20.3 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.

20.3.1 The Secretary will post to all members in good standing, at least twenty 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.

20.3.2 The final vote shall require a two thirds (2/3) majority for adoption. The amendment shall then become effective immediately upon its approval.

20.3.3 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.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Date

(AMENDED 10.21.15): ARTICLES III (ORGANIZATION) AND IV (SUBCHAPTERS) ADDED, SUBSEQUENT ARTICLES RENUMBERED ACCORDINGLY; ARTICLE XI (OFFICERS) UPDATED

(AMENDED 5.10.17): ARTICLES II AND XVIII ADDED LANGUAGE TO BECOME 501(C)6, ARTICLE VI MODIFIED LANGUAGE TO CREATE ELECTION MEETING VERSUS ANNUAL MEETING, ARTICLE XIII ADDED NOMINATIONS COMMITTEE, VARIOUS ARTICLES MODIFIED LANGUAGE ON TERMS OF OFFICE/COMMITTEES AND HE/SHE