

BYLAWS OF THE
MISSOURI ASSOCIATION OF BUILDING AND FIRE OFFICIALS

A not-for-profit Chapter of the International Code Council
Established April 17, 2004

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ARTICLE I: Organization Name

SECTION 1. NAME

The name of this organization shall be:

MISSOURI ASSOCIATION OF BUILDING AND FIRE OFFICIALS

ARTICLE II: Purpose and Methods

SECTION 1. PURPOSE

The purpose of this Association shall be:

- A. To function as the Missouri State Chapter of the International Code Council, Inc., so all of the Missouri ICC chapters may act together on matters of statewide concern, while preserving their separate identity and activities.
- B. To promote efficiency in public service generally, by developing closer relationships of various building and fire officials and inspectors and by cooperation of the various departments of inspection throughout the State, and similar jurisdictions and agencies in neighboring states.
- C. To edit, disseminate, publish, and distribute information to building and fire officials and the public, generally, concerning safety to life and property through proper construction and inspection by all such departments.
- D. To promote a better understanding of the professional responsibilities and duties of building and fire officials.
- E. To foster cooperation between the code officials of the state, the construction industry and government.
- F. To advise and assist at all levels of government in the development and implementation of public policy related to construction regulation.
- G. To promote and facilitate the professional development and education of all of its members for the purposes of uniformity in code interpretation and code administration practices.
- H. To actively participate in the development, promotion, and maintenance of the International family of codes.
- I. To be organized exclusively for charitable, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2: METHODS

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

- A. By enrollment of this organization with national and regional organizations as an affiliated member.
- B. By exchanging and disseminating, through whatever means directed or approved by the Board of Directors, ideas and information on administrative procedures and techniques.
- C. By maintaining a high degree of integrity and public relations in public office, through every legitimate means.
- D. By creating good fellowship and mutual understanding among members and with the industry through meetings and similar activities.
- E. By publicizing the purposes and activities of this organization through contact with public officials in all branches of government.
- G. By establishing and collecting dues, fees and other income for the furtherance of the objectives of the organization by any legitimate means.
- H. The Missouri Association of Building and Fire Officials shall charter member chapters to gain membership. Each member of a chartered chapter may claim membership in this organization. Each chapter will provide a list of members and a membership fee, to be set by the board of directors, for each name. The chartered chapters must ratify these bylaws prior to receiving a charter. The following chapters have ratified these bylaws and accepted a charter from the Missouri Association of Building and Fire Officials.
 - 1. Missouri Association of Building Officials and Inspectors, Inc.
 - 2. Metropolitan Kansas City Chapter of the ICC
 - 3. State of Missouri Fire Marshals Association
 - 4. Southwest Missouri Code Officials, Inc.
 - 5. Jefferson County Fire Marshal's Association of Missouri
 - 6. Metropolitan Fire Marshals Association
 - 7. Missouri Association of Code Administrators
 - 8. Missouri Association of Code Enforcement
 - 9. St. Louis Professional Chapter with board seat and voting rights

ARTICLE III: Powers

SECTION 1: Powers

The organization shall have the power to adopt by-laws, which may provide for:

- A. Various classes of membership and fixing the qualifications, therefore.
- B. Amount and conditions of payment of dues.
- C. The designation of officers of the Board, their duties, method of election and term of office.
- D. The establishment of committees, the employment of personnel.
- E. Holding Board of Directors' meetings, general membership meetings, and annual conferences.
- F. Such other matters as may be necessary to the fulfillment of the objectives of the organization. Robert's Rules of Order shall decide any dispute of form or decorum.

ARTICLE IV: Membership

SECTION 1. TYPES OF MEMBERSHIP

Membership shall be classified as the following:

Active, Honorary, Participating, and Retired.

SECTION 2. CERTIFICATES

Certificates representing membership in the association shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the Secretary and shall show the name of the member receiving the certificate and the date of issue or expiration.

SECTION 3. MEMBERSHIP REQUIREMENTS

Membership in this organization is attained through the membership in one of the chartered chapters. If an individual belongs to more than one chartered chapter, they must designate a chapter to represent them.

SECTION 4. ACTIVE MEMBERSHIP

Active membership shall be restricted to public officials and personnel actively engaged in any governmental jurisdiction engaged in administration or formulation of laws or the enforcement of ordinances relating to public safety. Active members shall have the right to vote and hold office.

SECTION 5. HONORARY MEMBERSHIP

Honorary membership shall be limited to individuals who have rendered meritorious service in the furtherance of the objectives of this organization. Upon recommendation of the Board of Directors, honorary membership shall be conferred upon an individual by majority vote of active members present at any regular meeting of the organization. Such members may attend regular meetings, may serve on any committee but may not otherwise vote or hold office.

SECTION 6. PARTICIPATING MEMBERSHIP

Participating membership shall be restricted to such individuals, companies or industries whose businesses are of concern to the membership of this Association and who desire to participate in the activities of this Association. Such members may attend regular meetings, may serve on any committee but may not otherwise vote or hold office.

SECTION 7. RETIRED MEMBERSHIP

Retired membership shall be restricted to any person who was a member of this Association and is not qualified for membership in any other category as defined by this article. Retired Members shall be exempt from dues and shall be awarded such membership by a majority vote of any quorum meeting of the board of Directors. Such members may attend regular meetings, may serve on any committee but may not otherwise vote or hold office.

ARTICLE V: Board of Directors

SECTION 1. GENERAL POWER AND MEMBERSHIP

The power, authority, and management of this Association and the affairs thereof shall be vested in the Board of Directors.

SECTION 2. ROBERT'S RULES OF ORDERS

All official functions of this Association shall be conducted in accordance with Robert's Rules of Order.

SECTION 3. TERM OF OFFICE

The term of office for officers shall be one (1) year.

SECTION 4. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the time and location agreed upon by the Board of Directors. The Board of Directors may provide the time and place for holding of meetings without notice.

SECTION 5. NOTICE

Notice of any specific meeting of the Board of Directors shall be given at least ten days previously thereto and may be delivered personally or mailed to the Board Member's

business or home address. Electronic forms of delivery shall be deemed acceptable. Any member of the Board of Directors may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

SECTION 6. QUORUM

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 7. MANNER OF ACTION

The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specified in these Bylaws.

SECTION 8. COMPENSATION

The Board of Directors of this Association shall be compensated for necessary expenses for clerical assistance, meeting expenses, printing, postage, correspondence, and other communications with members, officers, and committees as well as traveling expenses of Board Members when required to perform any duties away from home with prior approval of the Board of Directors. The Board of Directors shall publish an itemized list of all reimbursed expenses annually.

SECTION 9. VACANCIES

Any vacancy created by the removal or resignation of a Director shall be filled by the Chartered Chapter from which the Director was appointed.

SECTION 10. CONFLICT OF INTEREST

Any member of the Board of Directors shall be required to inform the President in the event that any action, vote, transfer of monies, or other activity constitutes a conflict of interest by involving the Director either directly or indirectly in a personal or job-related manner. Said Director shall recuse themselves from the activity in which the conflict arises.

ARTICLE VI: Officers

SECTION 1. ASSOCIATION OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

SECTION 2. QUALIFICATIONS AND ELECTIONS

The Officers must be Active Members of this Association to be eligible for election, however, in event their status may change to that of Honorary Life or Retired Member during their term of office, they shall be eligible to remain in office until their successor has been elected and qualified. The Directors shall elect the officers by whatever means is acceptable to all parties.

SECTION 3. PRESIDENT

It shall be the duty of the President to plan and pursue policies, which will promote the welfare and purposes of this Association. The President shall serve as Chairman of all conventions and upon election to office shall automatically become Chairman of the Board of Directors. The President shall appoint the members of Standing Committees and serve as an ex-officio member of said Committees. The President shall approve vouchers for the payment of ordinary expenses, which have been approved by the Board of Directors. The President shall sign all official documents and authorize orders on the treasurer. The President shall decide all questions of order in convention subject to an appeal to members present qualified to vote. The President shall fill all committee vacancies by appointment.

SECTION 4. VICE-PRESIDENT

The Vice-President shall assume the responsibilities of the President in the President's absence. The Vice-President shall be responsible for keeping and maintaining a permanent record of all policies of this Association, which have been properly acted upon by the Board of Directors. Any policy that conflicts in any way with these Bylaws shall be null and void. This policy book shall be passed on to the vice-presidential successor at the first Board meeting after the annual election.

SECTION 5. SECRETARY

The Secretary shall keep minutes of the proceedings of the Association. The Secretary shall notify members of the Board of Directors of scheduled Board meetings; shall disseminate official documents to all chartered chapters.

SECTION 6. TREASURER

The Treasurer shall collect all dues and other money owed to or accrued by this Association from any person, organization, business, or entity. The dues shall be collected and deposited by the Treasurer in an official account in the name of this Association with any financial Institution located within the State of Missouri. Deposits shall be made only in federally insured accounts and the amount deposited shall not exceed the federally insured limit. Financial institutions selected by the Treasurer shall require approval of the Board of Directors. The Treasurer may draw upon such deposits to pay all ordinary or authorized expenses upon voucher approved by the Board of Directors. A complete set of financial records available for inspection by the Board of Directors or any duly appointed Auditing Committee shall be kept and maintained by this officer.

The Treasurer shall provide this Association with a Surety Bond, the cost of same bond to be paid by this Association for the faithful performance of all duties of the Treasurer and the turning over of all monies, records, funds, and securities to their successor. Said Surety Bond shall be in an amount set by the Board of Directors and shall be not less the amount of monies to be handled in any year or greater than one and one half times the amount handled in one year. The Treasurer shall sign all checks drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VII: Contracts, Checks, Deposits, and Expenditures

SECTION 1. CONTRACTS, CHECKS, DEPOSITS, AND EXPENDITURES

The Board of Directors shall approve all contracts entered into by this Association; shall approve the financial institution in which the Treasurer deposits the Associations funds; shall order and approve all investments of surplus funds by the Treasurer and shall regulate the expenditures for convention features of the regular meetings.

The Board of Directors shall determine, control, authorize, and approve all expenditures to officers and others for services, travel, or otherwise in furtherance of the business of the Association.

All ordinary expenditures necessary or required in the conduct of the business of the Association and the office of the Treasurer shall in the interim between meetings of the Board of Directors be authorized by the Board via electronic mail.

ARTICLE VIII: General Membership Meetings

SECTION 1. REGULAR MEETINGS

The Association shall hold regular meetings at least annually at a place designated by the Board of Directors for the transaction of business as well as any and all other matters concerning the membership of the Association. The duration of said meetings shall be set by the Board of Directors in advance and stated on the call of such meetings.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called at any time and place within the State by the President upon request of a majority of the Board of Directors.

ARTICLE IX: Dues

SECTION 1. DUES

Annual dues shall be set by the Board of Directors but shall never exceed \$20 per member. Dues may be set for any ensuing years. The dues must be approved by written consent by the chartered chapters. There shall be no special assessments of any kind at

any time. Where an individual is a member of more than one chartered chapter, they must designate the chapter that will pay their dues.

Dues shall be collected by the chartered chapters and remitted with a list of members by January 15 of the year or that chapter's appointed Director will lose voting rights and will be unable to hold office until such a time that dues are remitted, and the member is in good standing.

ARTICLE X: Committees

SECTION 1. COMMITTEES

A committee chairperson shall be appointed by the President from the Board of Directors to serve until the next election. The President shall be an ex-officio member of all committees and may vote with the committee upon any and all matters before said committee. In case of a deadlock in the vote of any committee the vote of the President shall be the deciding vote. A quorum of any committee shall be the majority of its members present. Each committee chairperson shall appoint a recording secretary for the committee. Expenses of the members in attending committee meetings shall be submitted to the Board of Directors, which if, in their discretion, are justified, shall be paid by the Treasurer in the usual manner, from Association funds.

The standing committees of the organization will be as follows:

Legislative Committee
Membership Committee
Education Committee
Bylaws and Resolutions Committee

SECTION 2. SPECIAL COMMITTEES

Special Committees may be appointed by the President at any time for any specific purpose and shall serve until the next annual election or until they have accomplished the purpose for which they were appointed. Special Committees shall be appointed by the President and approved by a majority of the Members of the Board of Directors for a specific purpose or may be appointed by unanimous vote of the Board of Directors itself.

SECTION 3. COMMITTEE REPORTS

The Chairman of each Committee shall deliver an annual report at the general business meeting.

ARTICLE XI: Dissolution

SECTION 1. AUTHORIZATION OF DISSOLUTION

The Missouri Association of Building and Fire Officials may be dissolved by action of the Board of Directors of the Chapter. Action may be initiated by the Board of Directors or in response to a petition from the Chapter. A petition for the dissolution shall be made at a Regular or Special 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 60 days prior to the meeting. A copy or summary of such proposition shall be sent to every member of the Missouri Association of Building and Fire Officials at least 30 days before the date of the next Regular or Special 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 Missouri Association of Building and Fire Officials without notice thereof being sent to every member of the Missouri Association of Building and Fire Officials at least 30 days before the date of the next Regular or Special Meeting at which such proposal of the Board of Directors shall be discussed, and the recommendations of the Missouri Association of Building and Fire Officials formulated.

ARTICLE XII: Disbursement of Funds

SECTION 1: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. or corresponding section of any future federal tax code.

ARTICLE ~~XIX~~XIII: Bylaws and Amendments

SECTION 1. BYLAWS

These Bylaws and any amendments thereto unless otherwise provided shall become effective immediately upon adoption by the chartered chapters.

SECTION 2. AMENDMENTS

These Bylaws may be amended by a 2/3 vote of the general membership meeting with at least 100 members present or be ratified by 2/3 of the total number of chartered chapters. Proposed amendments to these Bylaws shall be submitted in writing to the Board of Directors which shall consider the same and respond with its recommendations at the next general membership meeting or convention at which time the proposed amendment shall be discussed and voted upon and provided further that no amendment can be voted upon unless a written notice of the proposed amendment has been sent to each chartered chapter at least sixty days prior to the date of voting.

ARTICLE ~~XIX~~XIV: Affiliated Membership

SECTION 1. AFFILIATED MEMBERSHIP

Affiliated membership shall be approved by unanimous vote of the Board of Directors.

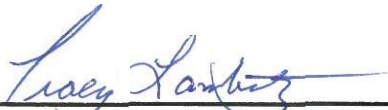
The Board of Directors shall NOT merge or commit contractually with another organization to become a larger organization without written permission from all chartered chapter presidents.

Approved by email ballot vote of the members.



Edwin M. Berkel, President

8/25/2017
Date



Tracy Lambert, Vice-President

8/25/17
Date