

CONSTITUTION AND BY-LAWS

Amended September 15, 2011

BY-LAWS OF THE MISSOURI ASSOCIATION OF BUILDING OFFICIALS AND INSPECTORS

A not-for profit Corporation organized under the laws of the State of Missouri.

ARTICLE

Name and Headquarters

SECTION 1. NAME

The name of this organization shall be: MISSOURI ASSOCIATION OF BUILDING OFFICIALS AND INSPECTORS

SECTION 2. HEADQUARTERS

The principal office of the Corporation shall be located within the State of Missouri. The Board of Directors may authorize additional offices, when required, by a unanimous vote of the Board.

Additional offices shall not be required to reside within the State of Missouri.

ARTICLE II

Purposes and Methods

SECTION 1. PURPOSE

The purpose of this Association shall be:

A. To promote efficiency in public service generally, by the closer relationship of those appointed officials and personnel charged with the administration or enforcement of laws or ordinances relating to minimum quality or safety standards in the built environment throughout the State of Missouri.

B. To edit, disseminate, publish, and distribute information to the members of the Association concerning the proper regulation of the built environment and the impact of such regulation on public safety.

C. To establish an educational foundation specifically to benefit Association members, building and fire officials and inspectors, and those charged with the enforcement of laws or ordinances relating to minimum quality or safety standards in the built environment throughout the State of Missouri.

D. To function as a chartered chapter of the International Code Council, actively pursuing the adoption and implementation of those codes most beneficial to those persons or jurisdictions served by the membership.

SECTION 2. METHODS

A. The methods of attaining the purposes of this Association shall be by petitioning, creating and fostering sentiment favorable to proposed legislation and by other lawful means.

ARTICLE III

Membership

SECTION 1. TYPES OF MEMBERSHIP

Membership shall be classified as the following: Active, Associate, Honorary, Honorary Life, Retired, and Participating.

SECTION 2. MEMBERSHIP 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 President and the Membership Secretary and shall be sealed with the seal of the Association. The name of the member so receiving a certificate shall be inscribed thereon and the certificate shall also show the date of issue.

SECTION 3. ACTIVE MEMBERSHIP

Active membership shall be restricted to those appointed officials and personnel engaged by any governmental department to administer or enforce laws or ordinances relating to minimum quality or safety standards in the built environment including building, structural, plumbing, heating and electrical services, housing, city planning, zoning, and fire department officials. Application for such membership shall be made in writing and approved by a majority of the Board of Directors.

SECTION 4. ASSOCIATE MEMBERSHIP

Associate membership shall be restricted to persons that are currently students or educators of course work directly related to the purpose of the Association. Associate Members may attend the Regular meetings of this Association called in accordance with

Article VIII of these By-Laws and may be a member of a Committee, but may not vote or hold elected office in the Association.

Application for such membership shall be made in writing on the standard form as determined by the Board of Directors.

SECTION 5. HONORARY MEMBERSHIP

Honorary membership shall be awarded to those field related non-members that exhibit exemplary behavior, perform services for the Association, or act in an official capacity with the International Code Council, and other dignitaries and persons of stature in the fields of activity in which this Association is engaged. Honorary Members shall be exempt from dues and shall be awarded such membership by a unanimous vote of any quorum meeting of the Board of Directors. Honorary members shall receive the newsletter of the Association, but shall have no other rights of membership.

SECTION 6. HONORARY LIFE MEMBERSHIP

Honorary Life membership shall be limited to ten members and shall be restricted to any person who was an Active Member of this Association and has rendered meritorious service to the Association or any other person who has rendered outstanding meritorious service in the fields of activity in which this Association is engaged. Honorary Life Members shall be exempt from dues and shall be awarded such membership by a unanimous vote of any quorum meeting of the Board of Directors. Honorary Life Members shall have all rights and privileges of an Active Member, with the exception of holding elected office, as described within this document.

SECTION 7. RETIRED MEMBERSHIP

Retired membership shall be restricted to any person who was an active member of this Association for a period of five (5) years 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. Retired Members shall have all rights and privileges of an Active Member, with the exception of holding elected office, as described within this document.

SECTION 8. PARTICIPATING MEMBERSHIP

Participating membership shall be restricted to such 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. Participating membership shall be issued in company names designating the individual or individuals who are to receive such correspondence as may be involved. Such individual as representatives of the participating company or industry shall receive such notices, correspondence, etc., as may be forwarded to the membership of the Association generally, and shall be notified of all meetings called in accordance with Article VIII of these By-Laws and shall be

accorded the privilege of the floor at all conventions and meetings but shall not present motions before the convention nor vote. A Participating Member may not hold any elected office within the Association but may serve on a Committee with approval of a simple majority of the Board of Directors. Application for participating membership shall be made in writing on the standard form as determined by the Board of Directors.

ARTICLE IV

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, which shall consist of the six elected officers, the immediate past President and six elected Directors. No more than two members of the Board of Directors employed by the same political jurisdiction shall be permitted to serve concurrently.

SECTION 2. ROBERT'S RULES OF ORDERS

All official functions of this Association shall be conducted in accordance with Robert's Rules of Order Newly Revised, and the Executive Secretary shall produce the document upon request.

SECTION 3. TERM OF OFFICE

The term of office of the elected Directors shall be two years. All terms of office shall begin on the first day of October following the annual election. The term of three elected Directors shall expire in odd numbered calendar years. The term of three elected Directors shall expire in even calendar years. Directors shall be eligible for re-election at the expiration of their term. No Director may serve more than six consecutive years in that office, but may again serve as a Director after one year out of office. Only active members in good standing shall be eligible for qualification to serve as a Director.

SECTION 4. REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors shall be held no less frequently than monthly at a time and location agreed upon by the Board of Directors. Additional Regular Board meetings may be called when deemed necessary by a majority of the Board, when polled either in person or by the President of the Association in another manner. Notice of the time and location of regular meetings of the Board of Directors shall be posted on the Association's website or may be delivered to Board members in a manner deemed reasonable and expedient by the President. In every case, such notice shall be given no less than seven days previously thereto.

SECTION 5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or at the request of the person or persons authorized to call Special meetings of the Board of Directors. The President or his/her designee shall be responsible for notifying all Board members of the date, time and agenda of any Special Meeting of the Board of Directors.

SECTION 6. ELECTRONIC VOTING

When a matter of an urgent nature pertaining to the welfare of the Association arises which requires a vote of the Board of Directors, the President or his/her designee, after specifying and presenting the matter for consideration to the Board via any electronic method he/she deems appropriate, may accept via any electronic method he/she deems appropriate, a motion and second from any Board members pertaining to the specified issue. Upon receipt and acceptance of such electronic motion and second, the President or his/her designee shall call for a vote on the matter in question by the Board of Directors, said vote being conducted via any electronic method deemed acceptable to the President or his/her designee. A simple majority of the Board shall be considered adequate to approve a matter so considered, however in order for an electronic vote to be considered valid, at least 10 Board members must respond to the call for a vote no more than 72 hours after it is made. The results of any electronic vote shall be added to the minutes of the next Regular Board Meeting to be posted on the Association's website.

SECTION 7. QUORUM

A 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 8. 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 By-Laws.

SECTION 9. COMPENSATION

Any member of the Board of Directors of this Association who incurs any valid expense in the execution of their duties on behalf of the Association shall, with prior approval of the Board of Directors, be compensated for that expense. The Board of Directors shall make available to any member upon written request, an itemized list of all reimbursed expenses. A summary of items for which compensation has been made shall be published electronically by the Association, semiannually.

SECTION 10. VACANCIES

A vacancy in any position on the Board of Directors other than that of President, created by any cause may be filled at any Board of Directors meeting upon nomination of a candidate by the President and confirmation by at least three-quarters majority of the Board members present. A new Board member, so installed, shall be appointed to

serve the remainder of the unexpired term. In case of, for any reason, the President's inability to fulfill the term for which he/she has been elected, the Vice-President shall perform the duties of the President until the next regular election. The Membership Secretary must certify the qualifications of the nominee prior to election.

SECTION 11. REMOVAL OF ANY BOARD MEMBER

Any elected or appointed Board Member may be removed by a two-thirds vote of the members present at a Special meeting of the Board of Directors and confirmed by a simple majority of the voting membership at a Special meeting of the general membership whenever, in their judgment, the best interest of the Association will be served thereby.

SECTION 12. ABSENCES

All Board Members shall be responsible for attending regularly scheduled meetings of the Board of Directors, and shall be accountable for those meetings missed. Any Board Member who fails to contact the President or his/her designee and report, in advance, their inability to attend an upcoming meeting shall be deemed to be unexcused, and, further, any Board Member that has more than two unexcused absences within the fiscal year shall be considered to have resigned, and the unexpired portion of their term shall be appointed in accordance to these By-Laws. Any Board Member that accumulates five absences during their term shall automatically resign and forfeit their position and the unexpired portion of their term shall be appointed in accordance to these By-Laws.

SECTION 13. CONFLICT OF INTEREST

Any member of the Board of Directors shall inform the President of any action, vote, transfer of monies, or other activity which constitutes a conflict of interest in any matter involving the Officer or Director, either directly or indirectly. Said Officer or Director shall recuse himself/herself from the Association-related activity in which the conflict arises.

ARTICLE V

Officers

SECTION 1. ASSOCIATION OFFICERS

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

SECTION 2. QUALIFICATIONS, ELECTIONS AND TERM OF OFFICE

The President and Vice-President shall be Active Members of this Association to be eligible for election; however, in event their membership status changes to that of Honorary Life or Retired Member during their term of office, they shall be eligible to remain in office for the remainder of the term being served. Active members, having

served at least one full, elected term as a Director, shall be eligible for election or qualified to hold any of the officer positions on the Board of Directors.

Further, active members must have held the position of Executive Secretary for a full, elected term to be eligible to run for the offices of President or Vice President.

SECTION 3. PRESIDENT

The President shall attend all Regular and Special meetings as well as all Board meetings of the organization. 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's term of office shall begin on the first day of October following the annual election and he/she shall serve as Chairman of all conventions and as 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 encumbered under any approved contract. 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 act to fill all committee vacancies. The President shall notify members of the Board of Directors of scheduled Board meetings.

SECTION 4. VICE-PRESIDENT

The Vice-President shall attend all meetings of the organization. The Vice-President shall be responsible for keeping and maintaining, in the form of a book, a written record of all policies of this Association, which have been properly acted upon by the Board of Directors. This policy book shall be passed on to the Vice-Presidential successor at the first Board of Directors meeting in October. A policy that conflicts in any way with these By-Laws shall be null and void.

SECTION 5. EXECUTIVE SECRETARY

The Executive Secretary shall attend all meetings of the organization. The Executive secretary shall be responsible for maintaining a copy of Robert's Rules of Order Newly Revised and bringing it to every official function of the Association. The Executive Secretary shall keep the corporate seal of this Association. The Executive Secretary shall also be the Registered Agent of this corporation and shall be responsible for filing the required annual report with the Missouri Secretary of State.

SECTION 6. RECORDING SECRETARY

The Recording Secretary shall attend all meetings of the organization and shall keep minutes of the proceedings of the Association. All minutes kept by the Recording Secretary shall be subject to approval by a simple majority of the Board of Directors which constitutes a quorum at any meeting prior to the minutes being published.

SECTION 7. MEMBERSHIP SECRETARY

The Membership Secretary shall attend all meetings of the organization. The Membership Secretary shall keep and maintain a list of all members of the Association which includes evidence of standing, type of membership and offices held. The Membership Secretary shall, at his/her earliest opportunity, notify the Board of Directors of any member failing to maintain good standing within the organization.

SECTION 8. TREASURER

The Treasurer shall attend all meetings of the organization. All dues and other money owed to or accrued by this Association from any person, organization, business or entity 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 as provided in Article VII of these By-Laws and shall read a written summary thereof at each regular Board and each Regular meeting. A complete set of books 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 his/her successor. Said Surety Bond shall be in an amount set by the Board of Directors and shall be not less than 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.

SECTION 9. TERM OF OFFICE

A. The length of term of office for all Officers, with the exception of Treasurer and Membership Secretary, shall be one year following their election or until a successor is qualified. The length of term of the offices of Treasurer and Membership Secretary shall be two years following their election or until their successor qualifies.

B. The Vice-President shall be nominated for the Office of President upon the completion of the President's term. In the event that the Vice-President cannot run or declines nomination, the Executive Secretary shall be nominated for President.

C. All officers shall be eligible for re-election at the expiration of their terms. No officer may serve more than three consecutive terms in the same office but may again be elected after one year out of office.

D. All terms of office shall begin on October 1st.

ARTICLE VI

Nominations and Annual Election

SECTION 1. NOMINATIONS

A. Not later than June 15th of each year, the Nominating Committee shall have convened and prepared a slate of candidates for each office to be filled. The Nominating Committee shall accept written application for positions to be filled, shall have the Membership Secretary determine every proposed candidate's eligibility to run for office, and shall determine the willingness of each candidate to serve if elected.

B. The Nominating Committee shall report its slate of candidates to the Board of Directors and certify the qualifications of each candidate before the Membership Secretary at the June Board of Director's Meeting.

C. Additional candidates may be nominated from the general membership at any official meeting of the organization at least 20 days prior to the election. This nomination must be in writing and contain the signatures of three members other than the candidate. All such nominations must be verified by the Nominations committee before the election. Every candidate thus nominated shall have his/her eligibility verified in writing by the Membership Secretary and must indicate his/her willingness to serve, also in writing.

SECTION 2. ANNUAL ELECTION

A. The annual election is to be held during the month of September. At least two weeks before the election, a list of the candidates for office shall be sent to each member of the MABOI organization.

All such elections shall be held by written ballot unless only one candidate is running for each office available.

B. Any eligible member who is unable to attend this election may obtain an absentee ballot from the Membership Secretary. Absentee ballots must be signed and returned (one ballot per envelope) to the Membership Secretary no later than noon the day prior to the election. Absentee ballots must be requested in writing from the Membership Secretary.

C. At the annual election, the Teller's Committee shall be appointed to distribute and count all ballots.

After verifying the validity of each ballot, the Teller's Committee shall count the ballots for each office declaring as elected the candidate receiving the majority of votes cast. In the event a tie vote, selection shall be made by lot. Once all votes are counted the Officers and Directors elected shall be announced to the membership.

D. All new Officers and Directors shall be sworn into office at the first Regular Meeting of the General Membership or at the Regular Meeting of the Board of Directors in November following their election.

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 associated with Regular Board 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 President or the Executive Secretary and an accounting thereof made by the Treasurer at the next regular meeting of the Board of Directors for approval.

ARTICLE VIII

General Membership Meetings

SECTION 1. REGULAR MEETINGS

The Association shall hold a Regular meeting each year at a time and place designated by the Board of Directors for the transaction of business including education programs and social sessions as well as any and all other matters concerning the membership of the Association including the election of Officers and Directors for the ensuing year. All active, Associate, Honorary Life, Participating, and Retired Members of this Association shall be sent notification of the time and place of any Regular meeting by the Membership Secretary at least two weeks prior to said meeting.

SECTION 2. SPECIAL MEETINGS

Upon written request by a majority of the Board of Directors to the President, a Special Meeting shall be called at a time and place of the President's choosing within the State. Special Meetings may also be called should fifteen or more Active Members in good standing file a written request with the Executive Secretary for such Special Meeting. When requested by the general membership, the Executive Secretary shall set a time and place for the Special Meeting. Every written request for a Special Meeting shall enumerate the matters to be discussed and/or acted upon and the items so enumerated

shall serve as the complete agenda for the meeting. Every Special Meeting shall be held within 30 days of its written request being received by the President or Executive Secretary, as the case may be. The Membership Secretary, at least 15 days prior to any Special Meeting, shall provide written notification to the membership at large of the place, time and specific agenda for that meeting.

SECTION 3. QUORUM

Thirty (30) members of the organization shall be present at a Regular or Special Meeting in order to conduct general membership business, including elections.

ARTICLE IX

Dues

SECTION 1. DUES

Dues for each membership category shall be set by the Board of Directors at a Regular Meeting of the Board called in accordance with Article IV, Section 4 of these By-Laws. Dues may be set for any ensuing years. Any change in dues must be approved by a simple majority of all voting members attending a Regular Meeting called in accordance with Article VIII, Section 1 of these By-Laws. There shall be no special assessments of any kind at any time. The Membership Secretary shall send statements to each member of the organization prior to December 1 each year.

Dues shall be paid to the Membership Secretary before January 1 of each year. No member in arrears shall be entitled to any privileges or benefits of membership. The Membership Secretary may restore defaulted members to good standing if the delinquent dues are received by February 28.

If a member fails to remit his/her dues before the delinquency date, he/she shall be removed from membership automatically at the next Board of Directors meeting. There shall be no dues or assessments of any kind against Honorary Life or Retired Members. The fiscal year of the Corporation shall begin on the first day of January each year and end on the last day of December each year.

ARTICLE X

Committees

SECTION 1. COMMITTEES

A committee and committee chairperson shall be appointed by the President to serve until the next annual 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 dead-lock 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. Special meetings of any committee may be called in the same manner as a Special Meeting of the general membership. Expenses of the members in attending Special Meetings of any committee 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. All documents and records pertaining to the business of the Association which are retained by any member of a committee shall be made available for examination by the President or his designee at any reasonable time.

SECTION 2. LEGISLATIVE COMMITTEE

The Legislative Committee shall be composed of at least three members of whom one shall be a member of the Board of Directors and of which not more than one may be Honorary Life or Retired Members and shall have at least one member not presently serving on the Board of Directors. The Legislative Committee shall, as they deem appropriate, sponsor legislation pertaining to Association members and of their respective jurisdictions as well as watch for and influence against legislation which might be harmful to Association members or might tend to hinder them or their jurisdictions in the fulfillment of their duties.

SECTION 3. MEMBERSHIP COMMITTEE

The Membership Committee shall be composed of at least three members of whom one shall be the Membership Secretary and of which not more than one may be an Honorary Life or Retired Member and shall have at least one member not presently serving on the Board of Directors. It shall be the function of the Membership Committee to attempt in every possible way in its command to enlarge the Membership of this Association. They shall pass upon all applications for membership and submit their recommendation concerning the Applicant to the Board of Directors for approval.

They shall hear all and any evidence against any member or in the behalf of any member in any matter pertaining to the revoking of a membership and shall submit their recommendation to the Board of Directors for their final action in the matter.

SECTION 4. BY-LAWS AND RESOLUTIONS COMMITTEE

The By-Laws and Resolutions Committee shall be composed of at least three members of whom one shall be a member of the Board of Directors, not more than one may be Honorary Life or Retired Member and at least one member may not presently be serving on the Board of Directors. It shall be the function of the By-Laws and Resolutions Committee to review and make recommendations to the Board of Directors regarding proposed amendments to the Constitution and By-Laws; to consider any and all resolutions presented to them, to prepare in proper form and present the same to the Executive Secretary at the opening of the next regular business session of any convention if in their judgment such resolution merits the consideration of the meeting. Any Active, Honorary Life or Retired Member may present a resolution to the By-Laws and Resolutions Committee for their consideration, however, such resolution must be

presented to the Chairman of the committee at least two hours before the opening of the business session. If in the judgment of the By-Laws and Resolutions Committee, such resolution is not worthy of the consideration of the meeting, the member presenting same may appeal to the Board of Directors which shall reconsider said resolution and recommend their decision to the By-Laws and Resolutions Committee in which case, the By-Laws and Resolutions Committee shall reconsider the resolution and the action of the By-Laws and Resolutions Committee shall govern the disposal of the resolution in question.

SECTION 5. AUDITING COMMITTEE

The Auditing Committee shall be composed of at least three members of whom one shall be a member of the Board of Directors and of which not more than one may be Honorary Life or Retired Members and shall have at least one member not presently serving on the Board of Directors. It shall be the function of the Auditing Committee to examine the books and records of the Treasurer and the Board of Directors at least once annually and report to the floor at one regular business session each year of their findings.

SECTION 6. NOMINATING COMMITTEE

The Nominating Committee shall be comprised of at least three members one of whom shall be the immediate Past President who shall serve as the Committee Chairman and two shall be current members of the Executive board not seeking re-election or election to another office. When the Committee is comprised of more than three members, additional members shall be Active Members who do not hold any other offices. While serving on the Nominating Committee, members shall neither seek nor accept nomination for any office.

SECTION 7. TELLER'S COMMITTEE

There shall be a committee of Tellers comprised of at least three Active Members, not currently serving on the Board of Directors. The tellers shall be responsible for counting ballots on all matters requiring voting by the general membership. The committee of tellers shall report the results of its tallies to the Board of Directors and members present. While serving on the Teller's Committee, members shall neither seek nor accept nomination for any office.

SECTION 8. LONG RANGE PLANNING COMMITTEE

The Long-Range Planning Committee shall be composed of at least three members, one of whom shall be the newly elected Vice-President who shall serve as the Committee Chairman. This committee's objective shall be to assist the Board of Directors in planning the program of activities to meet MABOI objectives. The Long-Range Planning Committee shall review and evaluate existing activities, evaluate future MABOI needs and make recommendations for changes or new activities.

SECTION 9. EDUCATION COMMITTEE

The Education Committee shall be composed of at least three members of whom one shall be a member of the Board of Directors and not more than one may be an Honorary Life or Retired Member and shall have at least one member not presently serving on the Board of Directors. It shall be the function of the Education Committee to plan all of the educational/training seminars and conferences of this Association. It is also the responsibility of this committee to continue to keep the membership abreast of new technologies and developments in the construction and fire protection fields.

SECTION 10. NEWSLETTER COMMITTEE

The Newsletter Committee shall be composed of at least three members of whom one shall be a member of the Board of Directors and not more than one may be an Honorary Life or Retired Member. It shall be the function of this committee to prepare and distribute the official publication of this Association at least annually.

SECTION 11. ANNUAL CONFERENCE COMMITTEE

The Annual Conference Committee shall be composed of at least three members of whom one shall be a member of the Board of Directors and not more than one may be an Honorary Life or Retired Member. It shall be the function of this committee to set the time, place and make all necessary arrangement for the annual conference of this Association.

SECTION 12. 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 13. COMMITTEE REPORTS

The Chairman of each Committee shall at the annual conference of the Association report to the members assembled their respective committees' activities during the past year.

ARTICLE XI

Letters of Recommendation

SECTION 1. LETTERS OF RECOMMENDATION

No Officer or Member of this Association shall use the name of the Missouri Association of Building Officials and Inspectors or the official stationery of this Association to endorse or recommend any product or person or any activity of any individuals without the full knowledge and approval of the Board of Directors.

ARTICLE XII

Corporate Seal

SECTION 1. CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal which shall be in the form of a circle and shall have subscribed thereon the name of the Association and such other inscription as may be directed by the Board of Directors.

ARTICLE XIII

By-Laws and Amendments

SECTION 1. BY-LAWS

These By-Laws and any amendments thereto unless otherwise provided shall become effective immediately upon adoption by the membership.

SECTION 2. AMENDMENTS

These By-Laws may be amended by a 2/3 majority of all voting members attending a Regular meeting called in accordance with Article VIII, Section 1 of these By-Laws.. Proposed amendments to these By-Laws shall be submitted in writing to the Board of Directors which shall consider the same and respond with its recommendations at the next Regular 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 Active Member at least sixty days prior to the date of voting.