

MISSOURI ASSOCIATION OF BUILDING OFFICIALS AND INSPECTORS



CONSTITUTION AND BY-LAWS

Ratified TO BE VOTED ON September ~~17~~16, 20~~26~~15

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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 I – NAME AND HEADQUARTERS

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 – PURPOSE AND METHODS

Purposes and Methods

SECTION 1. PURPOSE

The purpose of this Association shall be:

A. To promote efficiency in public service ~~generally, by the securing~~ closer relationships ~~of various among~~ building and fire officials ~~and inspectors~~ and by the cooperation of the various ~~departments of inspection stakeholders~~ throughout the ~~state construction industry~~.

B. To edit, disseminate, publish, and distribute information to building and fire officials and inspectors and the public, generally, concerning safety to life and property through proper construction and inspection by all such departments.

C. To establish an educational foundation for the benefit of the members ~~of the organization~~ and ~~building code~~ officials ~~and inspectors~~ throughout the State of Missouri.

D. To function as a chartered chapter of Building Officials and Code Administrators International, Inc and actively pursue policy and Building Codes that are beneficial to the Association and those persons or jurisdictions served by the membership.

To advance the professional development of its members and promote higher industry and ethical standards in the field of building inspection and code enforcement.

D.

- E. To function as a chartered chapter of the International Code ~~Council, and~~ Council and actively pursue policy and Building Codes that are beneficial to the Association and 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, by creating and fostering sentiment favorable to proposed legislation and by other lawful means.

ARTICLE III – MEMBERSHIP **Membership**

SECTION 1. ~~TYPES-CLASSES~~ 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 public officials and personnel actively engaged in any government department or board engaged in administration or formulation of laws or the enforcement of ordinances relating to buildings, including building, structural, plumbing, heating and electrical services, housing, city planning, zoning, or fire department officials. ~~Application for such membership shall be made in writing on the standard form and approved by a majority of the Board of Directors. An active member has voting rights and shall have one vote per Active Member.~~

SECTION 4. ASSOCIATE MEMBERSHIP

Associate membership shall be restricted to ~~persons~~ individuals that are currently employed by companies having an interest in the association, or 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 ~~Committee but~~ may not vote or hold ~~other~~ 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 Building Officials and Code Administrators, International, 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~~ 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 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 class~~ 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 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 vote nor present motions before the convention. A Participating Member 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 **Board of Directors**

SECTION 1. ~~GENERAL POWER AND MEMBERSHIP DUTIES AND POWER~~

The Board of Directors shall serve as the governing body of the Association and shall have general supervision over its affairs, including policy development, financial oversight, and strategic direction. ~~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~~ seven (7) elected officers, ~~and the immediate past President~~ and six ~~(6)~~ elected Directors. Each member of the Board of Directors shall be an Active Member with the exception of the Immediate Past President.

SECTION 2. ROBERT'S RULES OF ORDERS

All official functions of this Association shall be conducted in accordance with Robert's Rules of Order, 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 after the official designated swearing-in ceremony. 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~~term, ~~but no Director may serve more than three successive terms in a given position but may again be elected after one year out of office.~~ Only active members in good standing shall be eligible ~~for qualification~~ to serve as as Director.

SECTION 4. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held, without notice other than notice required by these By-Laws 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 additional regular meetings of the Board of Directors without notice.

SECTION 5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or any current member of the Board of Directors.

Notice of any special meeting of the Board of Directors shall be given at least ten days previously thereto and may be made in accordance with Article XV, Notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. 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 nor the purpose of any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

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

The Board of Directors of this Association shall be compensated or reimbursed for necessary expenses for 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 in the organization's newsletter semi-annually.~~

SECTION 10. VACANCIES

Any vacancy created by the removal or resignation of a Director shall be filled by the Board at any meeting of the Board of Directors upon nomination by the President. A member appointed to fill a vacancy shall be appointed to serve the unexpired term.

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 whenever, in their judgment, the best interest of the Association will be served thereby.~~

SECTION 12. ABSENCES

A Director shall be responsible for attending regularly scheduled meetings of the Board of ~~Directors,~~ and Directors and shall be accountable for those meetings missed. Any Director who fails to call the President or his designee and report, in advance, their inability to attend an upcoming meeting shall be deemed to be unexcused, and, further, any Director 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 Director 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 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 Officer or Director either directly or indirectly in a personal or job related manner. Said Officer or Director shall recuse himself/herself from the activity in which the conflict arises.

SECTION 14. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

1. Each director participating in the meeting can communicate with all of the other directors concurrently,
2. Each director is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the organization and
3. The organization adopts and implements some means of verifying both that:

- 3.1 A person participating in the meeting is a director or other persons entitled to participate in the Board of Directors meeting and
3.2 All actions of, or votes by, the Board of Directors are taken or cast only by the directors and not by persons who are not directors.

ARTICLE V - OFFICERS
Officers

SECTION 1. ASSOCIATION OFFICERS

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

SECTION 2. QUALIFICATIONS, ELECTIONS AND TERM OF OFFICE

~~The President and Vice-President must be~~ All officers, except the Immediate Past President must be

Active Members of this Association to be eligible for election, however, in event their status may change to that of Honorary Life of Retired Member during their term of office, they shall be eligible to remain in office until their successor has been elected and qualified.

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 to be eligible to run for the offices of President or Vice President.

SECTION 3. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by three-quarters majority vote of the Board of Directors upon nomination by the President. In case of absence, resignation, death or permanent incapacity of the President, the Vice-President shall perform the duties of the President, either temporarily or until the next regular election and a successor is elected and qualified. The Membership Secretary must certify the qualifications of the nominee.

SECTION 4. PRESIDENT

It shall be the duty of the President to plan and pursue policies, which will promote the welfare and purposes of this Association. This officer 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. This officer shall approve vouchers for the payment of ordinary expenses encumbered under any contract, which has been approved. The President shall sign all official documents and authorize orders on the Treasurer. This officer 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.

SECTION 5. VICE-PRESIDENT

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, which shall be passed on to the vice-presidential successor at the first Board meeting following the annual election.

SECTION 6. EXECUTIVE SECRETARY

The Executive Secretary shall keep the membership template and the board logo and shall be responsible for maintaining a copy of Robert's Rules of Order and bringing it to every official function of the Association. The Executive Secretary shall keep the corporate seal of this Association.

SECTION 7. RECORDING SECRETARY

The Recording Secretary shall keep minutes of the proceedings of the Association. The Recording Secretary shall notify members of the Board of Directors of scheduled Board meetings, in accordance with Article IV and XV of these By-Laws.

SECTION 8. MEMBERSHIP SECRETARY

The Membership Secretary shall keep and maintain a list of all members of the Association. This list will show evidence of standing, type of membership and offices held. The Membership Secretary shall notify the Board of Directors at the earliest opportunity of any member failing to maintain good standing within the organization.

SECTION 9. TREASURER

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 expensed upon voucher approved as provided in Article VII of these By-Laws and shall read a written summary thereof at 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 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.

SECTION 10. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve in an advisory capacity by providing leadership continuity, institutional knowledge, and mentorship. The Immediate Past President shall serve as Chairperson of the Nominations Committee.

SECTION ~~40~~11. TERM OF OFFICE

- A. All Officers, with the exception of Treasurer, shall hold office for one year following the election or until their successors qualify. The Treasurer shall hold office for two years.
- 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 successive terms in the same office but may again be elected after one year out of office.

- |
- D. All terms of office shall begin after the official designated swearing-in ceremony.

SECTION ~~11~~12. ABSENCES

An Officer shall be responsible for attending regularly scheduled meetings of the Board of Directors, and shall be accountable for those meetings missed. Any Officer who fails to call the President or his designee and report, in advance, their inability to attend an upcoming meeting shall be deemed to be unexcused, and, further, any Officer that has more than two unexcused absences within the fiscal year shall be considered to have resigned, and the unexpired portion of their term.

ARTICLE VI – NOMINATIONS AND ANNUAL ELECTION
Nominations and Annual Election

SECTION 1. NOMINATIONS

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

A.

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.

B.

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. Further requirements and conditions are as follows:

C.

1. The Membership Secretary must determine the candidate's eligibility, eligibility in writing.
2. The candidate must indicate willingness to serve, also in writing.

SECTION 2. ANNUAL ELECTION

A. The annual election is to be held at a specific date and time and properly noticed in accordance with Article XV of these By-Laws during the month of September, unless otherwise approved by the Board of Directors. 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.

A.

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

B.

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 of 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 Annual Conference or Business Meeting. Any elected person who cannot attend the Fall Conference shall be required to obtain a waiver of attendance from the President of the Association. Failure to obtain the required waiver and not attending

the swearing-in ceremony will result in an emergency election to fill the office in accordance with these By-Laws. The emergency election shall take place at the Annual Conference prior to the appointed time that all newly elected members will be sworn into office. The election shall be called by the President and only after all remedial attempts have been exhausted. The Nominations Committee shall submit at least one name of an Active Member in good standing according to the Membership Secretary, in attendance at the Annual Conference, and an election shall occur at the earliest opportunity.

ARTICLE VII – EXECUTION OF PAPERS
~~Contracts, Checks, Deposits, and Expenditures~~

SECTION 1. **~~CONTRACTS, CHECKS, DEPOSITS AND EXPENDITURES~~EXECUTION OF PAPERS**

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

ARTICLE VIII – MEETINGS OF THE MEMBERS
~~General Membership Meetings~~

SECTION 1. REGULAR MEETINGS

The Association shall hold a regular meetings at least ~~semi~~-annually ~~in spring and fall of 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. The duration of said meetings shall be set by the Board of Directors in advance and stated on the call of such meetings. At a regular called meeting the officers and directors shall be elected for the ensuing year. All Active, Associate, Honorary Life, Participating, and Retired Members of this Association shall be notified of the time and place of each called meeting at least two weeks prior to said meeting and convention in a manner consistent with Article XV of these By-Laws. Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, waiver thereof in writing signed by the person or persons entitled to such notice either before or after the time stated therein shall be deemed equivalent to the giving of such notice.

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 but no business shall be transacted at such meeting except that specified in the notice thereof. Notice provided by the Membership Secretary at least fifteen days in advance of the date of such meeting, in accordance with Article XV of these By-Laws. Special meetings may also be called in the following manner; fifteen or more Active Members in good standing may file a request in writing with the Executive Secretary for such special meeting; the Executive Secretary shall set a time and place for such meeting specifying the matters to be taken up at such meeting within thirty days from the date of filing the request and the Membership Secretary, at least fifteen days prior to such meeting, shall provide notice to each Active, Associate, Honorary Life, Participating, and Retired Member stating the matters to be taken up at such meeting, in accordance with Article XV of these By-Laws.

SECTION 3. QUORUM

Thirty (30) members of the organization shall be required to conduct general membership business, including elections.

ARTICLE IX - DUES

Dues

SECTION 1. DUES

Dues for each membership ~~category~~ class 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 a statement in a manner consistent with Article XV, Notice to each member of the organization prior to November 30 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 March 31. 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

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 meeting of any committee may be called in the same manner as special Association meetings (See Article VIII, Sec. 2 of these By-Laws). Expenses of the members in attending special 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.

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. It shall be the function of the Legislative Committee to sponsor legislation pertaining to the welfare of the inspectors and of their respective departments as well as to watch and influence against legislation which might be harmful to the inspectors or might tend to limit inspectors or their departments in their services.

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 primary function of the Membership Committee to increase the Membership of this Association. They shall distribute 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 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 By-Laws and Resolutions Committee to review and make recommendations to the Executive Board Committee on all proposed amendments to the constitution and By-Laws. The Committee will consider any and all resolutions presented and will prepare in proper form to present 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 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. 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. The Auditing Committee shall also annually review all of this Association's tax forms, prepared by a Missouri Registered Certified Public Accounting Firm, before submission to taxing entities. The Board of Directors shall choose the Certified Public Accounting Firm for the yearly filing of taxes.

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. The other committee

members shall be Active Members who do not hold any other offices, nor shall any member seek or accept nomination for any office.

SECTION 7. TELLER'S COMMITTEE

There shall be a committee of Tellers comprised of at least three Active Members who do not hold any office nor may they seek or accept a nomination for any office. The tellers shall be responsible for counting ballots on all matter 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.

SECTION 8. LONG RANGE PLANNING COMMITTEE

The Long-Range Planning Committee shall be composed of at least three members. The chairperson of this committee shall be a member of the Board of Directors. 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 appointed by the President. It shall be the function of this committee to prepare and distribute the official publication of this Association as determined by the Board.

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. TECHNOLOGY COMMITTEE

The Technology Committee shall be appointed by the President. It shall be the function of the Technology Committee to monitor current technologies that may assist this Association's defined purpose as outlined in Article II of these By-Laws.

SECTION 13. 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 14. 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 – ENDORSEMENTS AND BRAND **Letters of Recommendation**

SECTION 1. ENDORSEMENTS AND BRAND 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 **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, AMENDMENTS, AND POLICIES **By-Laws, Amendments and Policies**

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 vote of any regular meeting of convention. 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 notice of the proposed amendment has been provided to each

Active Member at least sixty days prior to the date of voting. Notice shall be provided as outlined in Article XV.

SECTION 3. POLICIES

Any policy that conflicts in any way with these By-Law or Amendments to these By-Laws shall be null and void.

ARTICLE XIV – AFFILIATED MEMBERSHIP **Affiliated Membership**

SECTION 1. AFFILIATED MEMBERSHIP

Affiliated memberships shall be restricted to State of Missouri and adjoining states to wit: Illinois, Iowa, Nebraska, Kansas, Oklahoma, Arkansas, Tennessee, and Kentucky Conference of Building Officials which subscribe to similar purposes and objectives to those of this Association.

A regional organization of building officials may apply to the Board of Directors of the Association for a charter as a regional chapter of the Missouri Association of Building Officials and Inspectors, Inc. by letter of resolution submitting its articles of association (Constitution) and By-Laws and names and affiliations of the officers and members of its governing body. The Board of Directors of the Association shall issue a charter to the regional organization if it finds that its articles of association (Constitution) and By-Laws conform to the purposes and objectives of this Association that the officers and members of its governing body are governmental officials and that the proposed name of the regional organization does not conflict with the name of the Association.

Members of chartered chapters of the Association shall receive the official publications of the Association and such other benefits as the Board of Directors shall decide. The Board of Directors of this Association shall fix the fees for such benefits.

ARTICLE XV - NOTICE **Notice**

SECTION 1. FORM ACCEPTABLE

Notice shall be deemed made if sent in one of the following manners:

1. The notice is posted on the website of the Association, or
2. The notice is sent via e-mail, or
3. The notice is mailed or sent by private carrier (notice is deemed delivered when deposited in the
3. U.S. Mail or other private carrier (i.e., FedEx), in a sealed, addressed envelope, postage prepaid), or,
4. The notice is hand-delivered.

SECTION 2. RETENTION OF CONTACT INFORMATION

The Membership Secretary shall be responsible for adding to, amending, and retaining of contact information.

SECTION 3. CONTACT INFORMATION GATHERING AND UPDATES

The Membership Secretary shall provide space on all membership forms, including renewals, for a mailing address and e-mail. It shall be the responsibility of the applicant to ensure contact information is up-to-date before submitting a new application or renewal.

SECTION 4. STANDARD METHOD OF NOTICE

The official means of notification by the Association shall be via e-mail. Members shall have the right to request hardcopies of notices sent by other notification methods allowed.

ARTICLE XVI – CODE OF ETHICS

SECTION 1. CODE OF ETHICS

Each member participating in this Association shall:

1. Support the mission of ICC to provide the highest quality codes, standards, products, and services for all concerned with safety and performance of the built environment.
2. At all times, act in an ethical manner, comply with the ethical rules and regulations related to his or her profession and avoid conflicts of interest.
3. Demonstrate integrity, honesty, and fairness while participating in association activities.
4. Maintain professional competence in all areas of employment responsibility and encourage the same for colleagues and associates.
5. Act in accordance with the Bylaws and Policies of this association, including this code of ethics.

SECTION 2. ACTION

The Board of Directors may take any actions it deems necessary in order to enforce this Code of Ethics and to preserve the integrity of the association.