

**Bylaws for the  
Florida Suncoast Chapter of ICC & BOAF  
Revised June 1, 2006**

**ARTICLE I – NAME**

**SECTION 1.** The official name of this Chapter shall be The Florida Central West Coast Chapter of the International Code Council, Inc. and the Building Officials Association of Florida, Inc. also known as the Florida Suncoast Chapter of ICC and BOAF.

**ARTICLE II – PURPOSE AND OBJECTIVES**

**SECTION 1.** The purpose and objectives of the Florida Suncoast Chapter of ICC and BOAF shall be:

- a. To encourage and promote meaningful working relationships between the various building inspection authorities within the region.
- b. To promote a mutual understanding of codes and their enforcement between design professionals, contractors and enforcement personnel.
- c. To provide a continuing review and analysis of construction code oriented matters.
- d. To recommend code changes consistent with the policies of the ICC and BOAF.
- e. To promote continuing education among members.
- f. To conscientiously endeavor to implement the recommendations of the ICC and BOAF.
- g. To actively cooperate with other regional chapters.
- h. To promote the objectives of the International Code Council, Inc. and the Building Officials Association of Florida, Inc.

**ARTICLE III – MEMBERSHIP AND VOTING**

**SECTION 1.** There shall be no personal, individual or other liability whatsoever on the part of any member of the Association, either for debts of the Association or for an act of omission of the Association or of any officer, or agent or employer thereof.

**SECTION 2.** There shall be the following Membership Categories:

- a. **Active** – Any building official, fire official, plans examiner, inspector, code enforcement officer or other individual involved in the enforcement of building, fire, housing, or zoning codes, ordinances or statutes shall be eligible to become an active member upon payment of dues. Active members upon retirement shall remain active life members.
- b. **Associate** – Any research organization, architect, engineer, certified or registered contractor and their related associations, manufacturers or dealers in building materials or equipment, other individuals, or partnerships may become an associate member upon payment of dues. Associate members upon retirement shall remain associate life members.

- c. **Student** – Any individual enrolled in a high school, junior college, college, university, trade or technical school studying in the design, construction or related fields of the construction industry.
- d. **Retired** – Any former active or associate member who is retired.
- e. **Honorary** – Any individual who has rendered outstanding service to the Chapter, and who is recommended by the Board of Directors and confirmed by a majority of the members present at a general membership meeting. Honorary members are relieved of paying annual dues.

**SECTION 3.** Voting: Any member in good standing in attendance at a General Membership Meeting when an item is up for vote is entitled to vote on the issue.

#### **ARTICLE IV – ANNUAL DUES**

**SECTION 1.** Annual dues shall be payable to the Association by January 1<sup>st</sup> of each calendar year. The amount of dues shall be recommended by the Board of Directors and confirmed by a majority vote of the members present at a general membership meeting.

**SECTION 2.** Dues shall be collected by the Treasurer and held in readiness for use by the Association. Expenditures from these fees shall be made by check, signed by either the President or Treasurer.

#### **ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1.** The property, business and policies of the Association shall be managed by or under the authority of a Board of Directors.

**SECTION 2.** Membership: The Board of Directors of the Association shall consist of a President, Vice President, Secretary, Treasurer, Immediate Past President and five (5) Directors.

**SECTION 3.** Qualifications: Minimum qualifications for becoming an officer or director in the Association shall be as follows:

- a. **President** – The President shall be an Active Member in good standing and have served on the Board of Directors for at least one (1) year prior to becoming President.
- b. **Vice President** – The Vice President shall be an Active Member in good standing and have been a member of the Board of Directors for at least one (1) year prior to becoming Vice President.
- c. **Secretary** – The Secretary shall be an Active Member in good standing for at least one (1) year prior to becoming Secretary.
- d. **Treasurer** – The Treasurer shall be an Active Member in good standing for at least one (1) year prior to becoming Treasurer.
- e. **Directors** – The Directors shall be members in good standing for at least one (1) year prior to election. Three (3) directors shall be Active Members and two (2) may be Associate Members.

**SECTION 4.** The Board of Directors shall be elected by a simple majority vote of the members present at the Annual Meeting.

**SECTION 5.** All terms of office shall be for one (1) year.

## **ARTICLE VI – BOARD OF DIRECTORS DUTIES**

**SECTION 1.** The duties of the President shall include the following:

- a. Preside over all meetings of the Association.
- b. Serve as an ex-officio member of all committees except the Nominating Committee.
- c. Determine the time and place of all meetings of the Board of Directors.
- d. Appoint members to all Standing Committees.
- e. Represent the Chapter in matters pertaining to the Association.
- f. Provide guidance to each committee in their work.
- g. Perform all other duties pertaining to the office of President.

**SECTION 2.** The duties of the Vice President shall include the following:

- a. In the absence of the President, preside at all meetings of the Association.
- b. Any other duties as directed by the President.

**SECTION 3.** The duties of the Secretary shall include the following:

- a. In the absence of the President and Vice President, preside at all meetings of the Association.
- b. Take, record and distribute minutes of all meetings.
- c. Conduct all correspondence for the Association.
- d. Keep all Association records.
- e. Send all correspondence to the membership including place, time and date of all meetings.
- f. Any other duties as directed by the President.

**SECTION 4.** The duties of the Treasurer shall include the following:

- a. In the absence of the President, Vice President and Secretary, preside at all meetings of the Association.
- b. Act as custodian of all funds of the Association.
- c. Sign checks on behalf of the Association.
- d. Any other duties as directed by the President.

**SECTION 5.** The duties of Directors shall include the following:

- a. Any duties as directed by the President.

## **ARTICLE VII - MEETINGS**

**SECTION 1.** General Membership: All General Membership Meetings of the Association are open to the general public and shall be held bimonthly and at such other times as directed by the Board of Directors. Meeting places and times shall be announced prior to the meeting. The last meeting of the fiscal year, to be held in December of each year, shall be designated the Annual Meeting.

Quorum: A quorum for the transaction of business at any Annual, General Membership or special meeting shall consist of 25 member representatives.

**SECTION 2.** Board of Directors: The Board of Directors meetings shall be held bimonthly on months other than the General Membership Meetings, and at such times as directed by the President. Meeting places and times shall be announced prior to the meeting.

Quorum: At all meetings of the Board of Directors, a majority of the voting directors then in office shall constitute a quorum for transaction of business, and the act of a majority of the voting directors present at the meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the law of the State of Florida or by the articles of incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

## **ARTICLE VIII – STANDING COMMITTEES**

**SECTION 1.** There shall be the following Standing Committees:

- a. **Legislative** - Duties: To develop all necessary policies, procedures, and strategies in order to keep abreast of any change in local, county, state or federal laws, which may affect the construction and code enforcement industries, and to keep the membership informed of same; and draft any legislation, which the Association may wish to present for consideration.
- b. **Code Development** - Duties: To develop all necessary policies, procedures, and strategies in order to develop code changes and apprise members of planned code changes, which affect the construction and code enforcement industries and to provide a forum for all members to request code interpretations in an effort to promote clarity and consistency within the region.
- c. **Education** - Duties: To develop all necessary policies, procedures, and strategies in order to plan and develop continuing education, seminars and courses, and other programs to benefit the Association and its members; to obtain guest speakers for general membership meetings.
- d. **Special Events** - Duties: To develop all necessary policies, procedures, and strategies in order to promote the organization through the media; to arrange social events for the Association and to set up anticipated cost and fees, if any, to be charged for such social events; to recruit new members for the Association.
- e. **Scholarship** - Duties: To develop all necessary policies, procedures, and strategies in order to provide a scholarship award(s) to a member or the son or daughter of a member in good standing who exhibits academic achievement and a financial need. The purpose of the award(s) is to minimize educational expenses to an academically deserving student.
- f. **Membership** - Duties: To develop all necessary policies, procedures, and strategies to improve and enhance the Association and its membership; to maintain a current roster of the membership of the Association.
- g. **Bylaws** - Duties: To review, revise and update the chapter bylaws as needed to reflect current conduct and practice of the Association.

**SECTION 2.** All other committees shall be AD-HOC Committees and shall be created at the direction of the President with the approval of the Board of Directors.

#### **ARTICLE IX – ELECTION OF BOARD OF DIRECTORS**

**SECTION 1.** The Board of Directors shall be elected at the Annual Meeting.

**SECTION 2.** If a vacancy occurs in the office of President, the Vice President shall become President. The Association at the next general membership meeting shall fill other vacancies occurring during the year.

**SECTION 3.** Any Officer or Director missing three (3) consecutive meetings unless properly excused shall automatically be removed from office and the vacancy filled as outlined in Section 2 of this article.

**SECTION 4.** Prior to the Annual Meeting, the President shall convene the Nominating Committee, as described in Article X, who shall submit to the membership present at the Annual Meeting, nominations for the Officers and Directors of the Association, as described in Article V. Elections shall be completed by the close of the Annual Meeting.

#### **ARTICLE X – NOMINATING COMMITTEE**

**SECTION 1.** The Nominating Committee should consist of at least three (3) members who are Past Presidents and their responsibility is to present a slate of officers for election at the Annual Meeting. In the event three past presidents are not available, the current Board of Directors shall appoint a Nominating Committee.

#### **ARTICLE XI – BYLAWS AMENDMENTS**

**SECTION 1.** Proposed amendments to the Bylaws shall be presented to the Secretary, in writing, by any member in good standing. The proposed amendments shall be sent to all members for review and discussion at the next scheduled General Membership Meeting. Amendments to the Bylaws shall be adopted only if there is an affirmation vote of two-thirds of the members present at the meeting. Failure to obtain the necessary two-thirds vote automatically defeats the proposed amendments.

**SECTION 2.** The amended Bylaws shall be sent to the International Code Council, Inc. and the Building Officials Association of Florida, Inc. for review and certification by the ICC and BOAF Board of Directors respectively.

#### **ARTICLE XII – MISCELLANEOUS**

**SECTION 1.** The Florida Suncoast Chapter of ICC and BOAF shall be a non-profit, non-political organization.

**SECTION 2.** No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 of this Article, notwithstanding any other provision of these bylaws.

### **ARTICLE XIII – AUDITING REPORTS AND RECORDS**

**SECTION 1.** The Board of Directors may order or authorize an audit of the Association’s financial records at the end of each fiscal year, which shall include an inventory of all assets.

**SECTION 2.** The fiscal year for the Association shall be from January 1 through December 31.

**SECTION 3.** The records of the Association shall be kept in the ordinary and usual place of business and open for inspection in accordance with appropriate State laws.

### **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

**SECTION 1.** In the business of the Association, either in general session, Board meetings or committee meetings, Roberts Rules of Procedure shall govern with respect to all questions of a parliamentary nature unless otherwise herein provided.

### **ARTICLE XV – DISSOLUTION**

**SECTION 1.** Upon dissolution of the Association, it shall be the obligation of the Board of Directors to see that all just debts and claims are paid. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific or educational organizations which shall be ruled exempt by the Internal Revenue Service under Section 501 of the Internal Revenue Code and have been selected by the Board of Directors.

### **ARTICLE XVI – INDEMNIFICATION**

**SECTION 1.** The Association shall indemnify its directors, officers and committee members for reasonable attorney fees and justifiable expenses stemming from liabilities which are deemed by the Board of Directors to have been reasonably incurred as a result of legal proceeding to which the indemnified person is made a party by reason of having been a director, officer or committee member of the Association at the time an actionable cause arose except where the director, officer or committee member is deemed by a hearing officer to have been guilty of willful malfeasance, misfeasance or nonfeasance in the performance of his or her obligations to the Association. In order to properly indemnify directors, officers or committee members of the Association the Board of Directors may authorize adequate insurance to cover the indemnification authorized by this article.