

CONSTITUTION & BYLAWS of the ARIZONA BUILDING OFFICIALS

Article I Name & Objectives

Section 1 - This organization shall be known as Arizona Building Officials hereinafter referred to as "AZBO".

Section 2 - The mission of AZBO is:

- (1) To represent the interests of the individual Arizona state chapters at the state, regional and federal level as directed by said chapters.
- (2) To promote the professionalism of the individual Chapter members and educate the public through the development, promotion and conduct of educational institutes.
- (3) To support the mission of the International Code Council.

Section 3 - The goals and objectives of this organization are as follows:

- (1) Develop, promulgate and conduct one or more educational institutes.
- (2) Develop means to generate, collect and distribute funding to accomplish the goals and objectives of AZBO.
- (3) Inform and educate its members and the public in matters involving the health, safety and welfare of citizens of the State of Arizona in the built environment.
- (4) Develop, recommend and promote regulations and legislation pertaining to the built environment.
- (5) Encourage uniform best practices in providing statewide code interpretation and enforcement at the local level.
- (6) Promote the goals and objectives of the International Code Council.
- (7) Provide information and resources in a non-partisan manner.

Section 4 - Anti-Discrimination Statement. AZBO is a volunteer organization. We do not discriminate against or restrict membership to any individuals because of race, color, religion, sex or national origin. All applications are processed in like manner. We do not discriminate against hiring any private contractor or service because of race, color, religion, sex or national origin.

Article II Membership

Section 1 - The classes of membership are:

- (1) Primary Membership shall be limited to bona fide members of the organizations known as The Central Arizona Chapter of the International Code Council, The Southern Arizona Chapter of the International Code Council, and The Grand Canyon Chapter of the International Code.
- (2) Honorary Membership shall be bestowed, by vote of the voting membership, upon individuals who have exhibited outstanding service to AZBO.

Section 2 - The rights of membership are:

- (1) Primary Members may hold office, serve on committees at the direction of the chair, and vote at meetings or by letter facsimile, or e-mail ballot. They will receive publications and mailings. Each primary member shall be entitled to one vote.
- (2) Honorary Members may attend and participate at membership meetings and serve on committees at the direction of the chair, but may not hold office or vote. They will receive publications and mailings.

Article III Officers and Directors

Section 1 - The Board of Directors shall consist of the current Chapter Presidents, and two appointees from each of the three Arizona Chapters of ICC as identified in Article II Section 1. When a Director ceases to be a Chapter member that person will automatically be removed from the Board.

Section 2 - The Officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer who shall be elected at large from the Board of Directors by a majority vote of the Board. Qualifications for the Officers shall be set by policy as determined by the Board.

Section 3 - Terms and Vacancies:

- (1) The Chair, Vice Chair, Secretary and Treasurer shall serve two-year terms unless otherwise directed by the Board.
- (2) A vacancy in the office of the Chair shall be filled by the Vice Chair, and serve until the next regular election.
- (3) A vacancy in any office, other than the Chair, shall be filled by appointment of a majority of the Board, and serve until the next regular election.
- (4) No officer with the exception of the treasurer shall serve in the same capacity for two consecutive full terms.
- (5) The term of the appointed member shall be a maximum of two years or at the discretion of the Chapter President of the chapter the appointed member represents.

Article IV Powers and Duties of the Board of Directors and Officers

Section 1 - Board of Directors:

- (1) The Board shall have the authority to carry on the business of AZBO between Annual Business Meetings. It shall read, correct, and approve the minutes of the Annual Business Meeting.
- (2) The Board shall meet not less than once a year carrying on the business of AZBO. Five-members shall constitute a quorum. However, action by the Board shall require not less than five affirmative votes for expenditure of funds, approval or denial of contracts and agreements or establishment of policy. Other action shall require a majority vote of those board members making the quorum.
- (3) The Board shall have the power to appoint any employee of AZBO as may be deemed necessary to carry out the objectives of AZBO. Such employee shall serve at the pleasure of the Board.
- (4) The Board shall fix compensation for any employee. The Board may, at the expense of AZBO, cover any officer or member or employee having access to its funds, with a fidelity bond.

- (5) The Board may enter into a contract for services of an individual or firm to provide services pertinent to the operation of AZBO.
- (6) The Board may call any number of special meetings of AZBO that may be deemed necessary to carry out the objectives of AZBO.

Section 2 - The duties of the Chair shall include:

- (1) Presiding at all meetings of AZBO and its Board (except as noted in Section 3 below).
- (2) Appointing all members to committees subject to the approval of the Board.
- (3) Calling special meetings of the Board when deemed necessary.
- (4) Serve as a signatory for AZBO bank accounts.

Section 3 - The duties of the Vice Chair shall include:

- (1) Assisting the Chair in his/her duties.
- (2) Serving in the absence of the Chair.
- (3) Coordinate activities of AZBO related to review and response to State legislation.
- (4) Perform any special duties assigned by the Board or the Chair.
- (5) Serve as a signatory for AZBO bank accounts.

Section 4 - The duties of the Secretary shall include:

- (1) Performing the secretarial duties of AZBO.
- (2) Coordinating the taking of minutes during meetings of the membership and of the Board.
- (3) Perform any special duties assigned by the Board or the Chair.
- (4) Serve as a signatory for AZBO bank accounts.

Section 5 - The duties of the Treasurer shall include:

- (1) Performing the corporate duties associated with the activities of AZBO as directed or authorized by the Chair or the Board.
- (2) Reviewing and approving expense claims submitted to AZBO for reimbursement.
- (3) Making a financial report, in open meeting, at the Annual Business Meeting and at each meeting of the Board.
- (4) Monitoring the financial affairs of AZBO, the accountant and the auditor of the organization.
- (5) Perform any special duties assigned by the Board or the Chair.
- (6) Serve as a signatory for AZBO bank accounts.

Article V Meetings

Section 1 - An Annual Business Meeting shall be held each calendar year. The Board of Directors shall determine the time and place of the Annual Business Meeting.

Section 2 - Not less than 10 Primary Members shall constitute a quorum for the purposes of conducting business at the Annual Business Meeting or other general membership meetings.

Section 3 - Each member shall be notified of any of the general membership meetings by mail, facsimile, or e-mail at least 14 calendar days in advance of the meeting.

Article VI Rules of Operation

Section 1 - Dues:

- (1) Primary Members shall not be assessed dues.
- (2) Honorary Members shall not be assessed dues.

Section 2 - Audit and Fiscal Year:

- (1) The Board of Directors shall have an independent audit made of the books of AZBO at the end of each fiscal year. The results of the independent audit shall be reported to the membership at the annual business meeting.
- (2) The Board of Directors shall establish the fiscal year of AZBO.
- (3) The Board shall prepare and approve an operating budget to be presented to the membership at the annual business meeting.

Section 3 - Amendments:

- (1) Proposed amendments to this Constitution and By-laws to be considered at the annual business meeting shall be signed by at least 10 Primary Members and must be presented to the Board at least 60 days before the opening of the annual business meeting. The Board shall cause such proposed amendments to be sent to all members, together with a proposed effective date, at least 30 days prior to the annual business meeting.
- (2) To become effective, affirmative action upon proposed amendments, taken by a majority vote of the Primary Members at the annual business meeting, shall be ratified by a two-thirds majority of all Primary Members, voting by letter ballot, facsimile, or e-mail. Ballots must be sent out to all Primary Members within 15 days and, to be valid, must be returned within 30 days after the close of the annual business meeting.

Section 4 - Questions of rules of order shall be determined in accordance with Robert's Rules of Order.

Section 5 - Except as provided in these bylaws, no part of the net earnings, if any, of AZBO shall benefit any member of AZBO and no gains, profit or dividends shall be distributed to any members of AZBO or to any private citizen except to fund a foundation or corporation organized and operating for charitable, scientific, literary or educational purposes as defined and regulated by the Department of Internal Revenue.

Section 6 - The administration of the Arizona Educational Institutes is accepted and undertaken as an activity of AZBO.

- (1) The Board shall appoint a Registrar and a Chair each year to conduct the Educational Institutes.
- (2) The Registrar shall be responsible for accepting reservations and funds for the Institutes and for the administration of AZBO funds budgeted to operate the institutes. Upon completion of the Institutes, the Registrar shall submit an independent audit of the receipts and expenditures to the Board.
- (3) The Chair shall be responsible for those non-monetary functions necessary for planning, coordination and implementation of a successful institute.

Section 7 - All votes shall be decided by a simple majority of those members present except as provided in these bylaws.

Section 8 - AZBO is incorporated in the State of Arizona as a non-profit organization.

Signed and dated this _____ day of _____, 2011

AZBO Chair