

METROPOLITAN KANSAS CITY CHAPTER
of the
INTERNATIONAL CODE COUNCIL
Chapter By-Laws

Adopted May 18, 2005

ARTICLE I – NAME OF ORGANIZATION

SECTION 1.1 – NAME.

This organization shall be known as the *Metropolitan Kansas City Chapter of the International Code Council*, hereinafter in these By-Laws referred to as “*the Chapter*”.

SECTION 1.2 – ADDRESS.

The official address for the *Metropolitan Kansas City Chapter of the International Code Council*, is:

Metropolitan Kansas City Chapter of the International Code Council
P.O. Box 15080
Kansas City, Missouri 64106-0080

ARTICLE II – PURPOSE AND OBJECTIVES

SECTION 2.1 – OBJECTIVES.

The objectives of *the Chapter* are:

- 2.1.1. To develop and advance the members’ professional abilities in the administration of the *International Codes* and to insure the health, safety, and welfare of all people in matters relating to building construction.
- 2.1.2. To unite the members in pursuit of code enforcement, for the betterment of the people in the area serviced by *the Chapter*.
- 2.1.3. To secure a closer official and personal relationship among Code Officials throughout the metro area.
- 2.1.4. To promote higher professional and ethical standards in the field of building inspection and code enforcement.
- 2.1.5. To establish and maintain a good working relationship within the construction industry.
- 2.1.6. To encourage and provide a forum for the free exchange of ideas and information among its members and to furnish information of an instructional nature to its members and to other interested and related parties.
- 2.1.7. To compile and disseminate building code and zoning information useful to the membership in the performance of their duties and responsibilities.
- 2.1.8. To promote continuing education and training.

ARTICLE III – MEMBERSHIP

SECTION 3.1 – MEMBERSHIP.

There shall be four classes of membership: Active Member, Associate Member, Honorary Member, and Retired Member.

- 3.1.1. **Active Member:** Any person(s), firm, company, or corporation, within Missouri or Kansas, having an interest in furthering the purposes and objectives of *the Chapter* and the International Code Council. An Active Member has all voting rights.
- 3.1.2. **Associate Member:** Any person(s), firm, company, or corporation, not within Missouri or Kansas, having an interest in furthering the purposes and objectives of *the Chapter* and International Code Council. Such a member shall not hold office. An Associate Member has all voting rights.
- 3.1.3. **Honorary Member:** This membership may be conferred upon any person as an honorarium for outstanding service to *the Chapter*. Such a member shall hold no elected office nor be subject to payment of dues. Nominations for Honorary Member shall be submitted to the Board of Directors in writing at least 60-days prior to an annual business meeting. A favorable report by the Board of Directors and a majority vote of *the Chapter* at an annual business meeting shall be necessary to elect. An Honorary Member has all voting rights.
- 3.1.4. **Retired Member:** Any person defined as a former active or associate member who has retired. A Retired Member has all voting rights

SECTION 3.2 – APPLICATION FOR MEMBERSHIP.

- 3.2.1. Submit a completed and signed *Chapter* application form with fees covering the current year's dues.
- 3.2.2. Upon receipt the Treasurer shall forward the above to the Membership Committee Chair.
- 3.2.3. The Membership Committee shall review any application for correctness, qualifications, and criteria.

SECTION 3.3 – MEMBERSHIP DUES.

- 3.3.1. The annual membership dues of *the Chapter* shall be as established by resolution of the general membership.
- 3.3.2. Dues shall be due on an annual basis.
- 3.3.3. The Treasurer will bill each member of *the Chapter* once a year. Dues must be paid 60-days from date of invoice to retain membership.
- 3.3.4. Any member not paying his/her dues for a period of more than 1-year shall be reported by the Treasurer to the Board of Directors for dismissal from membership of *the Chapter*.
- 3.3.5. The monies received shall be used to defray the expenses associated with the pursuit of the purpose and objectives as listed in Article II.

3.3.6. Members whose dues are current shall be considered in good standing.

SECTION 3.4 – CONDUCT.

Any member of *the Chapter*, who is charged with conduct unbecoming, may result in loss of membership as voted by the Board of Directors.

SECTION 3.5 – AUTHORITY AND BENEFIT.

- 3.5.1. A member or any officer or member thereof shall not participate in or purport to have authority to act on behalf of or bind *the Chapter* to any legal obligations or liability, except as provided in these By-Laws, or resolution of policy of the Board of Directors.
- 3.5.2. The affairs of *the Chapter* shall not be conducted for profit.
- 3.5.3. No member shall utilize *the Chapter* name for private gain.
- 3.5.4. Neither members, trustees, nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees, and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the membership upon presentation of vouchers.

SECTION 3.6 – TERMINATION OF MEMBERSHIP.

- 3.6.1. Any person may resign from *the Chapter* by giving written notice. Withdrawal or resignation from *the Chapter* shall not be deemed to waive liability for the payment of any dues or other amount owing *the Chapter* at the effective date of such withdrawal or resignation.
- 3.6.2. Membership is not transferable. All rights and privileges of any individual serving as an officer, trustee or other position with *the Chapter* shall be forfeited upon termination of membership.

ARTICLE IV – ELECTIONS

SECTION 4.1 – DATE.

An election meeting shall be held during the Annual Business Meeting each year, date and place of such meeting to be determined by the Board of Directors, and announced to each member by the secretary, by mail, fax, email, or any other approved method of notification, at least 2 weeks prior to the time of such meeting. Said announcement to include names of all nominations with a statement that these nominations shall be voted on at the Annual Business Meeting. Votes shall be counted only for candidates placed in nomination at the nomination day meeting or any nomination made from the floor at the Annual Business Meeting.

SECTION 4.2 – VOTE.

Officers and directors shall be elected by a majority vote of the voting membership present at the Annual Business Meeting of *the Chapter*. Elections of officers and

directors will be held during the business session of the Annual Business Meeting and their terms of office shall be effective the date of the Annual Business Meeting of the current year and run through the Annual Business Meeting of the following year.

SECTION 4.3 – VACANCY OF THE BOARD.

In the case of a vacancy of the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors until the next Annual Business Meeting.

SECTION 4.4 – TERM OF OFFICE.

- 4.4.1. The President and Vice President shall be elected for the term of 1 year and shall not exceed two consecutive terms in office.
- 4.4.2. The Secretary and Treasurer shall be elected for a term of 1 year and shall be eligible to succeed themselves in office for as many successive terms as they may be re-elected to serve.
- 4.4.3. The Directors at large shall be elected for a term of 1 year and shall be eligible to succeed themselves in office for as many successive terms as they may be re-elected to serve.

ARTICLE V – VOTING

SECTION 5.1 – RIGHT TO VOTE.

- 5.1.1. Each member present, that has the right to vote at a meeting of *the Chapter*, shall be entitled to one vote.
- 5.1.2. No member may vote by proxy or absentee ballot.
- 5.1.3. Upon motion duly made, seconded, and voted by a majority of voting members present and voting, the vote upon any question or election may be orally. In the case of a close vote a count of hands shall be conducted, unless a voting member requests a ballot vote.
- 5.1.4. Any eligible member may waive his/her right to vote on any matter.

ARTICLE VI – ANNUAL BUSINESS MEETING

SECTION 6.1 – LOCATION AND TIME.

The Annual Business Meeting of *the Chapter* shall be held at such place and time, as the Board of Directors shall determine in the notice of meeting.

SECTION 6.2 – PURPOSE.

Purpose for which an Annual Business Meeting is to be held, additional to those prescribed by law, and by these By-Laws, may be specified by the President or by one or more members who are entitled to vote at the meeting.

SECTION 6.3 – CANCELLATION.

If such Annual Business Meeting is canceled on the day scheduled, a special meeting of *the Chapter* may be held in place thereof; and any business transacted or elections held at

such special meeting shall have the same effect as if transacted or held at the ABM; and, in such case, all references in these By-Laws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purpose shall be specified in the call.

ARTICLE VII – SPECIAL MEETING

SECTION 7.1 – CALLING OF MEETING.

A special meeting of *the Chapter* may be called at any time by the President or by a majority of the Board of Directors then in office. Such call shall state the time, place and purpose of the meeting.

SECTION 7.2 – ASSENT IN LIEU OF CHAPTER MEETING.

Any action required or permitted to be taken at any meeting of *the Chapter* may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of *the Chapter*. Such assent shall be treated for all purposes as a vote at a meeting.

SECTION 7.3 – LOCATION.

Any special meeting of *the Chapter* held in place of the Annual Business Meeting, and any other special meeting of *the Chapter*, shall be held at such place as is stated in the call. Any adjourned session of any annual or special meeting of *the Chapter* shall be held at such place as is designated in the vote of adjournment.

SECTION 7.4 – QUORUM.

At any meeting of *the Chapter*, a quorum for the election of any officer, or for the consideration of any question shall be a simple majority of the Board of Directors. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum for an election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law or by these By-Laws.

When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question except in any case where a larger vote is required by law or by these By-Laws.

ARTICLE VIII – MEETINGS

SECTION 8.1 – GENERAL.

The Chapter shall meet as provided by law, including by the Board of Directors by written notice to *the Chapter*, specifying the time and place of the meetings.

SECTION 8.2 – CONTENT OF.

The regular meeting shall be devoted to the theory, promotion and practice of the principals of code enforcement and standards and the purposes and objectives of *the Chapter* and to conduct the business of *the Chapter*.

SECTION 8.3 – AUTHORITY.

Robert’s Rules of Order (current edition) shall be the authority on all questions not specifically stated in these By-Laws.

ARTICLE IX – OFFICERS

SECTION 9.1 – OFFICERS.

The Officers of *the Chapter* shall consist of a President, Vice President, Secretary and Treasurer elected from the Active Members roster (at least 51% shall be Active Members whose primary duties are the enforcement of building codes and related ordinances, and are employed by a state or local unit of government) and the Immediate Past President. Such Officers shall hold office as set for in *Article IV* of these By-Laws.

To be eligible for an officer position the member shall have served on the Board of Directors for a minimum of one full term.

SECTION 9.2 – DUTIES OF PRESIDENT.

The President shall preside at all meetings of *the Chapter* The President shall also make recommendations concerning the appointment and/or replacement of any or all chairpersons and members of committees not otherwise specifically provided for herein and these recommendations shall be subject to the approval of the Board. The President shall perform all other and such usual duties as are performed by a President of a corporation. The President shall, with the approval of the Board of Directors, have the power to appoint a corresponding secretary to assist in the performance of the President’s duties.

SECTION 9.3 – DUTIES OF VICE PRESIDENT.

The Vice President shall act and perform the duties of the President during the latter’s absence from any meetings of *the Chapter* or the Board of Directors, or by vote of the Board of Directors in case of disability of the President, and shall assist the President in the conduct of the office of President.

SECTION 9.4 – DUTIES OF SECRETARY.

The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence and generally performing such official duties of a Secretary of a corporation.

SECTION 9.5 – DUTIES OF TREASURER.

The Treasurer shall be responsible for receiving and disbursing of funds, supervising financial affairs, approving expenditures as provided by resolution of the Board of Directors, and generally performing such duties of a Treasurer of a corporation.

SECTION 9.6 – DUTIES OF IMMEDIATE PAST PRESIDENT.

The Immediate Past President shall serve as Chairperson of the Nominations Committee and shall, when called upon, give advice and counsel to the Board of Directors.

SECTION 9.7 – EXECUTIVE COMMITTEE.

There shall be an Executive Committee which shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President which shall have authority to act in such matters as are specifically delegated by the Board of Directors. The Executive Committee shall meet only when special situations warrant this assembly, at a date and place designated by the President and shall have authority to take such actions as they deem prudent in the furtherance of the general objectives of the *Metropolitan Kansas City Chapter of the International Code Council*, reporting such actions to the Board of Directors at its next meeting.

SECTION 9.8 – QUORUM.

A simple majority of the Board of Directors elected shall constitute a quorum at any meeting of *the Chapter*.

SECTION 9.9 – ACT ON BEHALF OF.

The Board of Directors shall act on behalf of *the Chapter* at all times.

SECTION 9.10 – ACTIVE MEMBERS.

All Board of Directors shall be an active member, as defined herein.

SECTION 9.11 – HOLDING OF OFFICE.

The same person shall not hold more than one office.

ARTICLE X – BOARD OF DIRECTORS

SECTION 10.1 – GOVERNING BODY.

The property, business, and affairs of *the Chapter* shall be managed and transacted by a Board of Directors composed of the following President, Vice President, Secretary, Treasurer, Immediate Past President, and six (6) members at large (at least 51% shall be Active Members whose primary duties are the enforcement of building codes and related ordinances, and are employed by a state or local unit of government).

SECTION 10.2 – DUTIES.

The duties of the Board of Directors shall be as follows:

10.2.1. It shall authorize all expenditures and shall not create any indebtedness beyond the income of *the Chapter*, nor disburse funds for purposes nonessential to the objectives of *the Chapter*.

Exception: Discretionary expenditures of \$1,000.00 or more for a single event, purchase, etc. shall require a $\frac{3}{4}$ majority vote. Such vote may be by mail, e-mail, fax, or other approved methods of notification, addressed to the President or the duly authorized agent.

10.2.2. A majority vote of the Board of Directors shall govern, except where otherwise provided. The Board of Directors shall have the power to overrule or modify the action of any officers of *the Chapter*.

10.2.3. It may have the books and accounts audited in June of each year, or more often at its discretion.

10.2.4. It shall determine the date, time and place of the annual nomination and election meeting and shall instruct the secretary to issue the call for such meeting.

10.2.5. It shall hold such meetings as deemed necessary for the administration of its duties.

10.2.6. It shall hold special meetings when called by the President, or by written request of five members of *the Chapter*.

10.2.7. It shall designate a bank or banks for deposit of funds.

10.2.8. It shall receive committee reports and recommendations, and shall submit to *the Chapter* at regular meetings, recommendations which it has approved.

ARTICLE XI – COMMITTEES

SECTION 11.1 – STANDING COMMITTEES.

The President shall appoint committees as deemed necessary, or as directed by the Board of Directors. Committees shall oversee and administer chapter activities including, but not limited to the following:

- 11.1.1. Education,
- 11.1.2. Code Changes and Interpretations,
- 11.1.3. Membership,
- 11.1.4. Meetings and Programs,
- 11.1.5. Community Relations,
- 11.1.6. Budget and Finance,
- 11.1.7. By-Laws, and
- 11.1.8. Nominations.

Each committee shall consist of not less than two (2) members in good standing unless otherwise authorized by the Board of Directors. Committees shall be given specific charges and specific functions to perform by the President or as directed by the Board of

Directors. All proposals or recommendations of committees shall be presented to the Board of Directors for final action.

ARTICLE XII – ASSOCIATION ACTIVITIES

SECTION 12.1 – SPONSOR.

The Chapter shall not directly or indirectly sponsor legislation or proposals pertaining to general municipal policy. All proposals on such matters shall take the form of recommendations to the Executive Committee.

SECTION 12.2 – RIGHT OF.

It shall be the right of *the Chapter* to communicate with any person or organization in pursuit of its objectives on matters that are not in direct conflict with Section 12.1.

ARTICLE XIII – MISSOURI ASSOCIATION OF BUILDING AND FIRE OFFICIALS

SECTION 13.1 – ASSOCIATION.

As a chartered chapter of the Missouri Association of Building and Fire Officials (MABFO), *the Chapter* shall be an active participant in the furtherance of the MABFO goals and objectives consistent with the goals and objectives of *the Chapter*.

SECTION 13.2 – REPRESENTATION.

The Board of Directors of *the Chapter* shall appoint a representative to serve in the capacity as a Director or Officer of MABFO's Board of Directors. An alternate representative shall also be appointed to represent *the Chapter* should the primary representative be unable to attend MABFO meetings or is unable to fulfill their appointment term. Any individual appointed to represent *the Chapter* on the MABFO Board of Directors shall be a member in good standing of *the Chapter*.

SECTION 13.3 – CONDUCT OF REPRESENTATIVE.

The Chapter's representative to the MABFO Chapter shall attend meetings of the MABFO Chapter representing *the Chapter*. The representative shall provide an update to *the Chapter* on a regular basis during regular business meetings of *the Chapter*.

SECTION 13.4 – TERM OF APPOINTMENT.

The Chapter's Board of Directors shall review the appointment of *the Chapter's* representative to the Missouri Association of Building and Fire Officials Chapter on an annual basis at its Annual Business Meeting.

ARTICLE XIV – CODE OF ETHICS

SECTION 14.1 – MEMBER SHALL.

Members of the *Metropolitan Kansas City Chapter of the International Code Council* shall:

- 14.1.1. Place public safety above all other interests.
- 14.1.2. Place public interest above individual, group or special interest and shall consider their profession as an opportunity to serve society.
- 14.1.3. Maintain the highest standards of integrity.
- 14.1.4. Treat all persons courteously, equally and fairly.
- 14.1.5. Conduct themselves at all times in such a manner as to create respect for themselves and their jurisdiction they represent and the *Metropolitan Kansas City Chapter of the International Code Council*.
- 14.1.6. Refrain from the use of their position to secure advantage or favor for themselves, their family or their friends.
- 14.1.7. Refrain from representing any private interest in business or technical affairs of *the Chapter*.
- 14.1.8. Refrain from using unfair means to secure an advantage in *the Chapter* or to knowingly injure any individual, company or association to gain such advantage.
- 14.1.9. Not accept, nor offer, any gift, favor or service that might tend to influence them in the discharge of their duties.
- 14.1.10. Carry on their contacts with other members of *the Chapter* in a spirit of fairness with loyalty and fidelity to the objectives and purpose of the *Metropolitan Kansas City Chapter of the International Code Council*.

SECTION 14.2 – VIOLATION.

Any violation of the above sections may be brought to the attention of the Board of Directors. After an investigation of the complaint the Board of Directors may recommend to *the Chapter* expulsion from *the Chapter*. Expulsion is to be determined by 2/3 vote of the membership.

A member expelled from *the Chapter* will no longer be a voting member, nor be allowed to participate in any *Chapter* sponsored activity.

An individual expelled from *the Chapter* shall not be allowed to rejoin *the Chapter* for a period of 12 months from the expulsion, and then not until *the Chapter* votes to approve the reinstatement.

SECTION 14.3 – MUTUAL COOPERATION.

This *Article* shall not prohibit mutual cooperation type inspections between jurisdictions.

ARTICLE XV – EXECUTION OF PAPERS

SECTION 15.1 – AUTHORIZATION OF EXECUTION.

Except as the Executive Committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by *the Chapter* shall be signed by the President and Treasurer.

ARTICLE XVI – DISSOLUTION

SECTION 16.1 – AUTHORIZATION OF DISSOLUTION.

The *Metropolitan Kansas City Chapter of the International Code Council* may be dissolved by action of the Board of Directors of *the Chapter*. Action may be initiated by the Board of Directors or in response to a petition from *the Chapter*. A petition for the dissolution shall be made only at an Annual Business Meeting by a majority vote of the voting members present. No proposition for dissolution shall be acted upon unless written notice thereof has been given to the Secretary at least 60 days prior to the meeting. A copy or summary of such proposition shall be sent to every member of the *Metropolitan Kansas City Chapter of the International Code Council* at least 30 days before the date of the next Annual Business Meeting in which the petition is to be voted upon. No action shall be taken by the Board of Directors on their own initiative to dissolve the *Metropolitan Kansas City Chapter of the International Code Council* without notice thereof being sent to every member of the *Metropolitan Kansas City Chapter of the International Code Council* at least 30 days before the date of the next Annual Business Meeting at which such proposal of the Board of Directors shall be discussed and the recommendations of the *Metropolitan Kansas City Chapter of the International Code Council* formulated.

ARTICLE XVII – DISBURSEMENT OF FUNDS

SECTION 17.1 – DISBURSEMENT.

In the event *the Chapter* is disbanded and/or dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor municipal building officials organization, a sister organization located in Missouri or Kansas, or other charitable organizations as voted by a majority of the voting membership.

ARTICLE XVIII – PROPERTY AND TRUST

SECTION 18.1 – REAL PROPERTY.

Any real property which may be obtained by *the Chapter*, and savings accounts, bonds or like investments, and all property given to or held by it in trust for purposes of *the Chapter* shall be controlled and managed by the Board of Directors.

ARTICLE XIX – AMENDMENTS

SECTION 19.1 – AMENDMENTS TO.

Amendments to the By-Laws may be proposed by the Board of Directors or by written petition by twenty percent (20%) of the voting membership.

SECTION 19.2 – ALTERED, AMENDED OR REPEALED.

These By-Laws may be altered, amended or repealed at any legal meeting of *the Chapter* at which a quorum is present by a vote representing a majority of the members present and voting; provided notice is given in the call for the meeting that an alteration, amendment or repeal of the By-Laws will be proposed.

SECTION 19.3 – PROPOSALS BROUGHT BEFORE.

Properly edited proposals must be brought before *the Chapter* during the next Regular Meeting for a first reading during the report of the By-laws committee. There shall be sufficient written copies for review by all members in attendance. The proposed amendment will be open to discussion by *the Chapter* during New Business of this same meeting. The proposal will be ratified (with revision, if any) or stricken entirely by majority vote.

- 19.3.1. The Secretary will post to *the Chapter*, at least 20 days prior to the next regular meeting a copy of the ratified proposal and notice that same will be on the agenda for second reading and final vote.
- 19.3.2. The final vote shall require a 2/3-majority vote of members present for adoption. The amendment shall then become effective immediately upon its approval.
- 19.3.3. The date of revision of any amendments shall appear in the lower left hand corner of the page, which is affected, and a vertical bar shall appear in the outboard margin showing the location of said change. The last page of these By-Laws shall contain a chronological list of all changes and their date of adoption.

(AMENDED 6.30.06): SECTION 9.2 – DUTIES OF PRESIDENT

(AMENDED 12.16.06): NEW ARTICLE XIII, EXISTING ARTICLE XIII AND SUBSEQUENT ARTICLES RENUMBERED ACCORDINGLY

(AMENDED 1.21.09): SECTION 3.3 – MEMBERSHIP DUES, SUBSECTION 3.3.2

(AMENDED 9.16.09): ARTICLE XI – COMMITTEES

(AMENDED 7.21.10): SECTION 3.1 MEMBERSHIP, SECTION 9.1 OFFICERS, AND SECTION 10.1 GOVERNING BODY

(AMENDED 12.18.10): SECTION 10.2 – DUTIES, SUBSECTION 10.2.3