

CONSTITUTION AND BY-LAWS OF THE
NORTHERN NEVADA CHAPTER OF THE
INTERNATIONAL CODE COUNCIL
(NNICC)

Article I
Name and Objectives

SECTION 1: NAME:

This organization shall be known as the Northern Nevada Chapter of the International Code Council, hereafter in these By-Laws referred to as NNICC.

SECTION 2: OBJECTIVES:

The objectives of the organization are to aid in the accomplishment of the following:

1. To promote the principles underlying safety in the construction, occupancy, and location of buildings and structures.
2. To support and enforce all applicable codes and ordinances relating to public safety and promote public welfare.
3. To investigate, discuss and accomplish public safety objectives.
4. To promote and develop the uniformity of codes, ordinances and legislation throughout the northern portion of the state including local entities.
5. To promote a better understanding of the codes and ordinances to the public and advance professional skills of code enforcement officials, designers and contractors through educational seminars.
6. To maintain the prestige of the code enforcement official, to promote education through training, to promote and maintain the code enforcement official as a highly qualified, technical professional, ethical, capable and dedicated individual.
7. To encourage the symbiotic relationship between code officials, designers, contractors and industry.
8. To do all other things permitted to be done by a charitable organization exempt from taxation under Internal Revenue Code Section 501 (c) (3) and the State of Nevada as are incidental to or desirable for the attainment of the above objectives.

Article II Membership

SECTION 1: GOVERNMENT MEMBERS CLASS A: shall be Building Officials, Fire Department Review and Inspection Officials and their deputies, as appointed in jurisdictions throughout the sphere of influence of the Northern Nevada Chapter of the International Code Conference (NNICC). Other governmental officials involved with the review and inspection of plans for compliance with State, Local and adopted Building Codes shall also be eligible to be class 'A' members, with all the rights and privileges.

ASSOCIATE MEMBERS: shall be an individual or firm, engaged in the practice of architecture, engineering, construction, inspection, research and/or testing.

HONORARY MEMBER: shall be an individual who has rendered outstanding and meritorious services in the furthering of the objectives of the chapter and who shall be proposed by the officers and confirmed by the vote of the chapter.

SECTION 2: Only active Class "A" members are eligible to vote, except the President who will only vote in order to break a tie. Each member shall have one vote and one vote only. For the purpose of bringing up matters for discussion, all members regardless of classification, may make and second motions. All members shall be entitled to participate in meetings and discussions; except as otherwise provided by these Bylaws, any associate member may be appointed to a committee as a nonvoting member.

SECTION 3: Dues shall be set by Board of Directors and approved by a majority of voting members present at any, duly noticed, regular meeting, with quorum established. Honorary members shall not be assessed any fees.

SECTION 4: Failure of class "A" members to pay assessed dues shall cancel their voting privileges until dues are paid.

Article III Officers, Duties and Elections

SECTION 1: Only class "A" members shall hold office in the organization.

SECTION 2: The officers shall be President, First Vice-President, Second Vice-President, Treasurer, Secretary, Sergeant of Arms and the Immediate Past President.

SECTION 3: The President shall also be the Chief Executive Officer of the NNICC Board of Directors and preside at all business meetings. The President shall be an ex officio non-voting member of all committees (The President shall only vote in order to break a tie). The president shall have such other duties as are prescribed by these Bylaws and the Board of Directors. In the absence of the President, the First Vice-President shall assume their duties including any duties on any committee; and, in the absence the First Vice President the Second Vice-President shall assume their duties including any duties on any committee, in the absence of all of the above, the Treasurer shall do so. Officers shall not act in their official capacities by proxy.

SECTION 4: The First Vice-President and Second Vice-President shall also be ex officio voting members of the NNICC Board of Directors (serving in their same capacity). Each Vice-President may also serve as a Chairperson of an individual Committee as assigned by the Board of Directors and shall have such additional duties as are prescribed by these Bylaws. Officers shall not act in their official capacities by proxy.

SECTION 5: The Treasurer shall:

1. Serve in the same capacity on the NNICC Board of Directors.
2. Determine monthly the status of the major expense accounts and to report major discrepancies promptly to the President and to the Chapter.
3. Report each year to the Chapter on the complete financial status of the Chapter. This will usually be at the December meeting.
4. Shall submit a written report each month, at the regular chapter meeting, of all income and expenses since the previous month.
5. Perform other duties as may be prescribed by the President or the Bylaws.

SECTION 6: The Secretary shall:

1. Serve in the same capacity on the NNICC Board of Directors.
2. Keep, or cause to be kept, a book of minutes of all meetings called by the President.
3. Keep, or cause to be kept, a member register showing all names, addresses and classification.
4. Give or cause to be given, notice of all meetings of members, committees, official ballots and copies of proposed By-Law amendments as required by or pursuant to the Bylaws.
5. Powers and perform other duties as may be prescribed by the President or the Bylaws.

SECTION 7: Duties of Sergeant at Arms.

1. It shall be the duty of the Sergeant at Arms to maintain order under the direction of the President or the Presiding Officer.
2. To collect all fines as levied by the President or Presiding Officer.
3. To provide such other duties as may be prescribed by President, Presiding Officer or the Bylaws.

SECTION 8: Annual Officers (6) and Board of Directors (5) election shall take place in January of each year at the regular monthly meeting. Officers shall be elected by a majority vote of active Class 'A' members attending the January meeting. Absentee ballots will be accepted up until the election provided the ballot contains a signature, printed name, telephone number and government entity of the voter.

SECTION 9: Nominations of officers and Board Members for the upcoming election shall be announced in the November meeting notice as well as the November regular meeting. All nominations are to be forwarded in writing to the secretary no later than January 1st.

SECTION 10: Ballots, Clearly identified as absentee ballots, containing the names of all qualified nominees are to be distributed with the January meeting announcement (at least two weeks prior to meeting) to all Class 'A' members. Ballots shall be counted and the results reported at the January regular business meeting by persons other than current or perspective officers. Only ballots signed by the Class 'A' member and identifying the respective government agency of employment will be valid.

SECTION 11: Officers may run and be re-elected to office as many times as the voting membership may see fit.

SECTION 12: A vacancy during the term of office of the President shall be filled by the First Vice-President. A vacancy during the term of office of the First Vice-President shall be filled by the Second Vice-President. A vacancy during the term of office of the Second Vice-President shall be filled by the Treasurer. A vacancy during the term of office of the Treasurer, Secretary, and Sergeant of Arms or Board Member shall be filled by the person selected by the majority of the voting power of class 'A' members in attendance at a regular meeting. A vacancy during the term of office of immediate past president shall be filled by another past president as appointed by the current president.

SECTION 13: REMOVAL OF OFFICERS: Any officer may be removed upon the vote of two-thirds of the class 'A' members present and voting at a duly called, noticed and attended meeting.

SECTION 14: Officers no longer class "A" members shall be removed from office and replaced as described in section 12.

SECTION 15: Subordinate Officers, etc. The Board of Directors may appoint such other officers as the business of the Chapter may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

SECTION 16: QUORUM: A quorum at any regular meetings shall consist of 15% of the class "A" membership when the membership is 200 or less, and 12% when the membership exceeds 200, through personal presence or absentee ballot. A quorum once established is not broken by withdrawal of any representative.

Article IV Board of Directors

SECTION 1: Authority: Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Nevada, all corporate powers shall be exercised by the Board of Directors, subject to the appointment of committees and their invested functions as hereafter provided.

SECTION 2: Number and Qualifications: The NNICC Board of Directors shall consist of ten (10) persons, five (5) of whom shall be ex officio voting members by reason of their offices (President, First Vice-President, Second Vice-President, Treasurer & Secretary) as hereinafter provided, and five (5) of whom shall be elected as directors by the membership. Each director shall at all times be a duly designated Class "A" voting representative. If any director, including an ex officio voting member, ceases to be a Class "A" representative for a period exceeding sixty (60) days, that directorship shall be deemed vacated.

SECTION 3: Manner of Election: Elected directors shall be elected by a majority vote of those voting at the annual election of members, subject to the same rules and procedures as put forth in these Bylaws for election of officers.

SECTION 4: Removal of Director: Any Director may be removed upon the vote of a two-thirds of the members present and voting at a duly called, noticed and attended meeting.

SECTION 5: Vacancies: Vacancies among elected members of the Board of Directors will be filled by appointment by the Board of Directors, which appointment shall be ratified by the general membership before the next Quarterly Board Meeting. Any person succeeding to the office of President, First Vice-President or Second Vice-President pursuant to the provisions of Article III, Section 12 shall succeed to the ex officio directorship of that person's predecessor. Any person so appointed or succeeding to a directorship shall have the same qualifications otherwise required, and that person's directorship shall be deemed vacated if such qualifications shall cease.

SECTION 6: Annual Meeting of Directors: Immediately following the Annual Elections Meeting, the Board of Directors shall hold its annual organizational meeting before the next regular chapter meeting, at which it shall appoint the committee chairs for the ensuing year by majority vote of directors. The Board of Directors shall meet on a quarterly basis (every three months) and shall be arranged to include all Directors. All meetings shall be openly scheduled and properly noticed as provided for in these Bylaws.

SECTION 7: Other Meetings of Directors: Meetings of the Board of Directors shall be properly noticed as provided herein. Either the President or Secretary shall give notice of any special or regular quarterly meeting at least seven (7) days in advance, if given by first class mail, or seventy-two (72) hours in advance, if delivered personally, by telephone or by electronic means. Notice under this section and unless otherwise provided, under any other provision of these Bylaws shall be deemed given, if by mail, when deposited, postage prepaid in the United States mail; if given personally, when a written notice is delivered to the recipient, or oral notice is communicated to the recipient in person or to a person in the recipient's office who the person giving the notice has reason to believe will communicate it to the recipient; if by electronic means, when the notice is placed with the common carrier for transmission; or, if by telephone, when the notice is communicated to the recipient or to a person in the recipient's office who the person giving the notice has reason to believe will communicate it to the recipient. Notice of any meeting called under this section shall specify the date, time and place of the meeting. Notwithstanding the above, if prior to or after said meeting each director consents in writing to the holding of said meeting, the failure to give notice as set forth above shall not affect any actions taken thereat. Additionally, attendance constitutes a waiver of notice unless such director objects to the holding of the meeting at or prior to the beginning thereof. Also, members of the Board, or any number of them, may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as the members participating in such meeting can hear one another. Any action taken at such meeting shall be as if taken at a meeting held in person and upon due notice.

Notwithstanding the above, the Board of Directors, by resolution, may establish regular meetings in addition to that provided in Section 6, and, if the place, dates and times thereof are contained in any such resolution as amended from time to time, the notice thereof need not be given.

SECTION 8: Directors Acting Without a Meeting: Any action required or permitted to be taken by the Board of Directors under or pursuant to any applicable provision of the Nonprofit Corporation Law of the State of Nevada as the same may be amended from time to time, may be taken without a meeting, if then all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such actions by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document, which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws authorize the Directors to so act. Such statement shall be such evidence of such authority, as is provided by Nevada law from time to time, and shall be at least prima facie evidence.

SECTION 9: Quorum: A quorum at any Board of Directors meeting shall consist of 50% of the membership. A quorum once established is not broken by withdrawal of any representative

Article V Committees

SECTION 1: Committees shall be appointed by the President. The President may establish such other and further committees, either standing or of limited duration, as it he/she shall deem advisable from time to time, with such composition as it shall deem advisable. The President may require that other and further committees establish Rules of Procedure, which become effective thirty (30) days following the date of such approval.

SECTION 2: Committee chairs shall be appointed by the officers.

SECTION 3: Meetings of Committees. Meetings of committees, which meetings are not otherwise specified in these Bylaws, or not provided for as regular meetings pursuant to these Bylaws or pursuant to rules of procedure adopted by the Board of Directors, shall be called by the Chairman of the Committee, or upon written request of two thirds (2 / 3) of the voting committee members. The Chairmen and substitute chairmen of the committees shall be as designated by the President. Committee chairs shall be responsible to the Board of Directors and the membership and

shall report all committee action directly to them and to the membership.

SECTION 4: Committee members shall serve at the pleasure of the President and may be removed at any time by the President. The membership shall be informed of the committees established and a mix of members shall be encouraged for all committees.

SECTION 5: Committee Quorums and Votes. Except as otherwise specified in these Bylaws, or by action of the Board of Directors establishing a committee not established by these Bylaws, a majority of the voting members of the committee shall constitute a quorum and action shall be by a majority of those present.

Article VI Meetings

SECTION 1: Meetings shall be held at a time and place as selected by the officers and a majority vote of the membership.

SECTION 2: Meetings shall be conducted under Roberts Rules of Order.

SECTION 3: A complete record of the meetings shall be kept by the secretary/treasurer. A record of the minutes of the meeting shall be distributed to the members.

SECTION 4: The officers, committee chairmen and others responsible for appointed functions shall report as required.

SECTION 5: A detailed report of expenditures and current checkbook balance shall be provided by the chapter Treasurer at the regular monthly chapter meeting. This should be presented verbally and in writing to be included in the minutes.

SECTION 6: Regular meetings and special meetings shall be announced a minimum of two (2) weeks prior to the date they will be held.

Article VII Expenses and Audit

SECTION 1: All expenses over Five Hundred dollars (\$500.00) shall be approved by a majority of the membership in attendance.

SECTION 2: A detailed review of the chapter's books shall occur at the end of each calendar year by three (3) members appointed by the Board of Directors. A detailed report shall be signed, by those doing the review, and reported.

Written copies shall be provided to the membership, at the January regular meeting.

SECTION 3: All monies collected shall be deposited into the general fund.

SECTION 4: Expenditures of funds shall be done by chapter checks co-signed by any two (2) of the five (5) chapter officers.

Article VIII Amendments

SECTION 1: This constitution and by-laws may be amended at any regular meeting of the chapter by a majority vote of all class A members present, provided that a copy of such proposed amendment shall have been mailed to every voting member at least 10 days prior to the meeting at which it is to be voted upon. Changes or modifications in such proposal may be adopted at such regular meeting without further notice.

Article IX Order of Business

SECTION 1: The order of business of this organization shall be as follows:

- a. Roll Call of Officers
- b. Approval of minutes of previous meeting
- c. Treasurers report
- d. Old business
- e. Communications and reports
- f. Committee reports
- g. New business
- h. Program
- i. Election of officers (when applicable)
- j. Adjournment

SECTION 2: The order of business may be changed by a motion of the President and approved by a majority of members present.

Article X Chapter Resources

SECTION 1: No part of the net earning, if any, or any other assets of this Chapter shall inure to the benefit of any member or other individual, unless available to the entire membership; and, no gain, profit, or dividends shall ever be distributed to any of the members of this Chapter or inure to the benefit of any private persons except a fund, foundation, or corporation organized and operating for charitable, scientific, literary, or educational purposes.

Passed and adopted this 17th day of January, 2006 and becomes effective as of the _____ day of _____, **2006**.

President _____

First Vice President _____

Second Vice President _____

Treasurer _____

ATTEST:

Secretary (print name) _____

I certify the foregoing to be a true and correct copy of the constitution and by-laws of the Northern Nevada Chapter of the International Code Council (NNICC) passed and adopted this _____ day of _____, 2006 by a majority vote of the membership present.

Secretary

Notary Public

State of Nevada)
) ss.
County of Washoe)

On this _____ day of _____, **2006**, the Secretary of NNICC, _____, did personally appear before me and attest that the preceding BY-LAWS OF THE NORTHERN NEVADA CHAPTER OF THE INTERNATIONAL CODE COUNCIL (NNICC) were approved, by the membership and signed by the duly elected officers, listed above.

Notary Public