

PENNSYLVANIA ASSOCIATION OF BUILDING CODE OFFICIALS, INC.

BY-LAWS

ARTICLE I

(Name and Location)

- Section 1.** **NAME.** The name of this organization, pursuant to its certificate of incorporation, is the Pennsylvania Association of Building Code Officials, Inc. (hereinafter sometimes called “Association”).
- Section 2.** **OFFICE.** The principal office of the Pennsylvania Association of Building Code Officials, Inc. shall be situated in such location as the Board of Directors may from time to time specify.
- Section 3.** **SCOPE.** The operations of the Pennsylvania Association of Building Code Officials, Inc. shall encompass all 67 counties of the Commonwealth of Pennsylvania. This corporation does not contemplate gain or profit, incidental or otherwise, to its members.
- Section 4.** **AFFILIATION.** This Association shall be an affiliated Professional Chapter of the International Code Council (ICC) and shall abide by its respective bylaws as amended from time to time.

ARTICLE II

(Statement of Purpose)

The stated purposes of the Pennsylvania Association of Building Code Officials, Inc. shall be:

- (A) To promulgate and enforce a Code of Ethics for members of the Pennsylvania Association of Building Code Officials, Inc. The Code of Ethics shall be incorporated into all applications for membership in the Association.
- (B) To develop and maintain within the membership of the Association a high appreciation and regard for the solemn responsibility of all members to properly serve their employers and elected officials and to protect the lives and ensure the health, safety and welfare of the occupants of structures within their jurisdictions.
- (C) To advocate for and to encourage members to constantly strive for the enhancement of their knowledge and skills through various forms of professional development activities.
- (D) To encourage members to recognize the limitations of their own knowledge and capabilities while in the performance of their duties and to utilize the services of other professionals who are more technically competent in order to properly ensure the life, health, safety and public welfare of those persons within that jurisdiction.
- (E) To advocate for the consistent interpretation of building and construction codes and standards in all municipalities in Pennsylvania through member education, professional development, provision of member networking and discussion opportunities and the development of member-supported mechanisms that can render technically-sound opinions and non-binding interpretations.

- (F) To foster an awareness and understanding of how the Uniform Construction Code and legally-adopted municipal amendments to it work in conjunction with municipally-adopted zoning ordinances, property maintenance codes, rental housing inspection programs, fire inspection programs, and other code enforcement initiatives that interact with the Uniform Construction Code.
- (G) To educate members of the Pennsylvania Legislature, their staff and the staff of state regulatory agencies, the media and the general public about professional building and construction code administration and enforcement, as well as the Uniform Construction Code and the various ICC Codes and Referenced Codes and Standards that are utilized in Pennsylvania.
- (H) To support state legislation that will most closely align the Uniform Construction Code with the adopted ICC Codes and referenced codes and standards.
- (I) To seek non-legislative and non-regulatory solutions to problems and concerns at all times.
- (J) To generally oppose state legislation that will alter the Uniform Construction Code by creating state-specific requirements or provisions that are either more restrictive or less restrictive than the adopted ICC Codes and referenced codes and standards.
- (K) To advocate for the establishment and appointment of a state-level body that will review all proposed amendments to the Uniform Construction Code based on their scientific and technical merit and will make recommendations to the legislative bodies and the governor before any amendments to the Uniform Construction Code may be enacted. This body may also be commissioned to review newly published ICC Codes and Referenced Codes and Standards before they are adopted for statewide enforcement, to provide the legislative bodies and the governor with technical or scientific-based recommendations regarding provisions that may not be appropriate for Pennsylvania.
- (L) To strive for the development of cooperative relationships with legislative committees and legislative leaders, IRRC and employees of state regulatory agencies in order to further the purposes of the Association.
- (M) To cooperate with and form working partnerships with other associations and professional societies in such a way that the purposes of the Association and its members may be advanced.
- (N) To support the efforts of the International Code Council and to provide representation from the Association as appropriate.
- (O) To become actively involved in supporting and participating in the Code Change Cycle of the International Code Council and in the code and standard development process for various referenced codes and standards that are of significant importance in Pennsylvania.
- (P) To encourage members to join and become active in an ICC Chapter in Pennsylvania that serves their local geographic area for the purposes of education, networking and professional development.
- (Q) To encourage and assist with the development of ICC Chapters in geographic areas of Pennsylvania that are not presently served by a local ICC Chapter.

- (R) To foster an awareness of building and construction code administration and enforcement as a desirable and respectable profession to which anyone with sound ethical principles and the willingness to develop the requisite skills and knowledge should aspire.
- (S) To issue such publications and host such websites as may be beneficial to disseminate information of value to its members, the public, the media and state and municipal government employees and elected officials.
- (T) To provide such services and programs for members of the Association and others that are consistent with the stated purposes of the Association.

ARTICLE III

(Code of Ethics)

- (A) All Professional, Municipal and Third Party Agency members of this Association shall subscribe to and pledge to uphold the Code of Ethics for members of the Association.
 - 1. The Code of Ethics shall be adopted by the Board of Directors and incorporated into the applications for membership in this Association.
 - 2. All members who became members of the Association before the promulgation of the Code of Ethics shall be provided a copy with a form to acknowledge their receipt and pledge to uphold the Code of Ethics.
 - 3. The Code of Ethics, as it may be amended by the Board of Directors, from time to time, shall be incorporated in these by-laws by reference.

ARTICLE IV

(Membership)

Section 1. **CLASSES OF MEMBERS.** Membership in this Association shall be divided into six (6) classes as follows:

- (A) **MUNICIPAL MEMBERSHIP**, which shall be open to any Pennsylvania municipality that subscribes to the Code of Ethics of this Association AND employs one or more persons who are certified or registered by the Pennsylvania Department of Labor and Industry under the regulations of the Uniform Construction Code. Municipal members must pay dues based on the total number of employees certified or registered by the Department of Labor and Industry. After April 8, 2009, all employees of Municipal members must be certified by the Department of Labor and Industry.
- (B) **THIRD PARTY AGENCY MEMBERSHIP**, which shall be open to any Third Party Agency certified as such by the Pennsylvania Department of Labor and Industry, subscribes to the Code of Ethics of this Association and that employs

one or more persons who are certified or registered by the Pennsylvania Department of Labor and Industry under the regulations of the Uniform Construction Code. Third party agency members must pay dues based on the total number of employees certified or registered by the Department of Labor and Industry. After April 8, 2009, all employees of Third Party Agency members must be certified by the Department of Labor and Industry.

- (C) **ASSOCIATE INDIVIDUAL OR EDUCATIONAL MEMBERSHIP**, which shall be open to individuals, unincorporated partnerships, sole proprietorships or educational institutions that do not qualify for any other category of membership and which are engaged in providing services to those engaged in building code administration and enforcement or are interested in furthering the objectives of professional building code administration and enforcement in Pennsylvania.
- (D) **ASSOCIATE CORPORATE OR ORGANIZATIONAL MEMBERSHIP**, which shall be open to corporations, trade associations, professional societies, units of government not qualifying as a municipal member and other organizations which are engaged in providing services to those engaged in building code administration and enforcement or are interested in furthering the objectives of professional building code administration and enforcement in Pennsylvania.
- (F) **HONORARY MEMBERSHIP**, which upon an affirmative vote of the Board of Directors maybe awarded to any person. Honorary members shall not be required to complete an application for membership and shall not be required to pay dues.

Section 2. ACCEPTANCE OF MEMBERS.

- (A) Applicants for membership shall sign an application form that shall contain an agreement by the applicant to observe and abide by the By-laws of this Association. A check or other form of payment for the first year of membership dues, paid in advance, shall accompany the application for membership.
- (B) Applicants for Professional, Municipal and Third Party Agency membership shall additionally sign an agreement to abide by the Code of Ethics of the Association.

Section 3. REVOCATION OF MEMBERSHIP. Non-compliance with the By-laws of this Association by a member shall entitle the Board of Directors by a two-thirds (2/3) vote to suspend, expel from this Association, or revoke the membership of any such member. No such action shall be taken under this Section unless (a) it be determined to be in the best interest of the Association and (b) the member shall have been given thirty (30) days notice in advance of a meeting of the Board of Directors, at which time he shall be afforded a reasonable opportunity to be heard.

Section 4. SERVICE AND PRIVILEGES. All members in good standing are entitled to the full benefits, services and privileges of the Pennsylvania Association of Building Code Officials, Inc.

Section 5. MEMBERSHIP CONFIRMATION. Each member shall receive confirmation of their membership having been recorded and accepted. The Board of Directors may determine that members or certain classes of members shall be issued a membership card or certificate.

Section 6. **MEETINGS OF THE MEMBERS.** Members of the Association shall be invited to attend and participate in the Annual Meeting of the Association, in March of each year, at a date, time and place to be established by the Board of Directors and properly communicated to the membership at least thirty days in advance of such meeting.

Section 7. **VOTING**

(A) Members of the Association shall not be vested with any specific voting rights or privileges unless such right is bestowed by the Board of Directors, from time to time. In the event that the members of the Association are afforded general or restricted voting privileges, these by-laws must be amended as provided for in Article XVI, and provisions must be made for the establishment of a quorum.

Section 8. **SALE, TRANSFER, LIQUIDATION OR DISSOLUTION OF A MEMBER.**

(A) Upon the sale or transfer of the ownership interest of a Member, the purchaser of said ownership interest shall be entitled to retain Membership in the Association for the balance of the membership year, provided that that the owner meets the criteria for Membership set forth in Section 1 hereof. The membership shall be transferred to the name of the purchaser of the ownership interest. All members that sell or transfer their ownership interest shall promptly notify the Association.

(B) The dissolution or liquidation of a Member shall cause an immediate termination of Membership. Any partner, shareholder, or other owner of said Member shall be entitled to apply for Membership in the Association provided that they meet the criteria for Membership as set forth in Section 1 hereof. All members that dissolve or liquidate their business entity shall promptly notify the Association.

ARTICLE V

(Dues)

Section 1. **DUES.** The membership dues of the Association shall be paid annually in advance as specified by the Board of Directors of the Pennsylvania Association of Building Code Officials, Inc. as follows:

- (A) The Board of Directors shall establish the dollar amount of membership dues for each category of membership and may amend that amount from time to time.
- (B) The Board of Directors may establish different amounts for membership dues for member applicants than for members renewing their membership.
- (C) Dues are payable annually before the expiration of the current membership. All memberships, except honorary or life members, are based on an anniversary year basis and shall expire the last day of the month in the year following the date of original application.
- (D) The Board of Directors may establish application fees in addition to annual membership dues.
- (E) The Board of Directors may establish a late fee for dues paid more than 30 days beyond the membership expiration date. Such fees shall be in accordance with all laws and regulations.

- (F) Honorary Members shall not be required to pay dues.

ARTICLE VI

(Board of Directors)

Section 1. GENERAL. The Board of Directors shall be the governing body of the Association.

Section 2. AUTHORITY. The Board shall (a) transact the general business of the Association except that reserved to the Membership by law or the Constitution and By-laws; (b) establish the policies governing the affairs of the Pennsylvania Association of Building Code Officials, Inc.; (c) receive reports of standing and special committees; and (d) act as the governing body of the Pennsylvania Association of Building Code Officials, Inc.

Section 3. ELECTION OF DIRECTORS. The election of directors shall take place at the Annual Meeting held in March of each year. The Chairman of the Nominations Committee shall circulate the recommendations of the Nominating Committee for elected directors at least thirty days in advance of the Annual Meeting. Nominations for elected directors may be accepted from the floor at the Annual Meeting. Election of directors shall be by secret ballot. If only one candidate is on the ballot for each elective position, the election may take place by voice vote.

Section 4. COMPOSITION.

- (A) **NUMBER.** The Board of Directors shall consist of all elective and appointed officers and directors of the Association and those additional directors listed in Section 4(F) of this Article. Initially, the Board of Directors shall be composed of fifteen (15) directors. The Board of Directors may change the number of elective directors from time to time without having to amend these by-laws. At no time may the number of directors be an even number. At no time may municipal directors or third party agency directors hold a majority of elective and appointed positions on the Board of Directors.
- (B) **MUNICIPAL DIRECTORS.** Municipal directors shall be employed by a municipality in the Commonwealth of Pennsylvania and otherwise meet the qualifications as a Municipal Member and the general conditions for eligibility for elective office. There shall initially be seven (7) Municipal Directors. At no time shall the number of Municipal Directors be more or less than 50% -1 of elective director and officer positions.
- (C) **THIRD PARTY AGENCY DIRECTORS.** Third Party Agency directors shall be employed by a Third Party Agency in the Commonwealth of Pennsylvania and otherwise meet the qualifications as a Third Party Agency Member and the general conditions for eligibility for elective office. There shall initially be seven (7) Third Party Agency Directors. At no time shall the number of Third Party Agency Directors be more or less than 50% -1 of elective director and officer positions.

- (D) **AT LARGE DIRECTORS.** At least one elected director shall serve as an “at large” director and may not be a municipal employee or employee of a third party agency. The at large director shall be required to meet the general qualifications to hold elective office.
- (E) **APPOINTED DIRECTORS.** Agreements with the Pennsylvania Association of Code Officials and the Lancaster County Code Association that allow those Associations to appoint a designated number of directors to the Board of Directors of this Association shall continue to exercise that privilege so long as the agreements remain valid and in good standing. The directors appointed by these Associations shall be counted towards the total number of Municipal Directors and Third Party Agency directors permitted by these by-laws. They may not appoint an “at large” director.
- (F) **ADDITIONAL BOARD MEMBERS.** In addition to the elected officials of the Association, the following classification of Directors will serve on the Board:
1. Executive Officer as an ex-officio member
 2. Immediate Past President of the Association as an ex-officio member
 3. Past Presidents - All Past Presidents who are members in good standing, shall be ex-officio members of the Board with the right to vote provided said Past Presidents have attended at least one of the two preceding regularly scheduled meetings of the Board.
 4. Life Directors - The Board of Directors may elect members of this Association as Life Directors, provided they shall have personally attended two or more meetings of the Board of Directors per year as a voting member for eight or more years, which years need not be consecutive. They shall have the right to vote provided they are a member in good standing and they have attended at least one of the two preceding regularly scheduled meetings of the Board.
- (G) Directors enumerated in (B) (C) (D) and (E) above shall be entitled to vote at any meeting of the board provided that they have attended, in person, at least one of the two preceding meetings of the board.

Section 5.

TERM OF OFFICE.

1. The incumbent Executive Officer and the Immediate Past President shall serve until they are duly replaced. The Executive Officer and Immediate Past President shall serve as ex-officio members of the Board of Directors.
2. Beginning in 2007, all appointed and “at large” directors shall serve a term of one (1) year which shall be served from the date of the Annual Meeting to the date of the Annual Meeting in the following year.

3. Beginning in 2007, all municipal and third party agency directors shall be elected to serve staggered terms of office based on the following schedule:
 - a. 1/3 shall be elected to serve a one year term
 - b. 1/3 shall be elected to serve a two year term
 - c. 1/3 shall be elected to serve a three year term

Section 6. **CHAIRMAN.** The President of the Association shall be the Chairman of the Board of Directors.

Section 7. **VACANCIES.** If a vacancy occurs on the Board of Directors, the Board shall elect a successor for the remainder of that term. The successor shall be selected from the same class of membership as the director that is being replaced.

Section 8. **ICC REPRESENTATIVES.** The Board shall prescribe the method of selection of any Representatives to the International Code Council or the ICC Region serving Pennsylvania to which the Association is entitled to under the provisions and conditions prescribed in the By-laws of the International Code Council. Expenses of ICC representatives may be reimbursed in part or full, as directed by the Board of Directors and established by official board policy.

Section 9. **OFFICIAL LOGO.** The Board of Directors shall adopt an official logo for the exclusive use of the Pennsylvania Association of Building Code Officials, Inc. and its members in good standing. The Board of Directors shall have the authority to limit or restrict the use of such logo from time to time as it deems proper.

Section 10. **PERSONAL LIABILITY OF DIRECTORS.** Every Director of this Association shall be held to the standard of care as outlined under the Pennsylvania Directors Liability Act, 42 Pa. Con Stat. Ann. Section 8363. A Director of this Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless: (1) the Director has breached or failed to perform the duties of his office in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or Federal law.

ARTICLE VII

(Meeting of the Board of Directors)

Section 1. **REGULAR MEETINGS.** The Board of Directors shall meet at the Call of the Chair but not less than one time per calendar quarter. Telephone conference calls shall qualify as a meeting of the Board of Directors provided a quorum is present.

- Section 2.** **SPECIAL MEETINGS.** Special meetings of the Board may be called by the President or at the written request of the majority of its Directors, upon five (5) business days notice to each member of the time, place and purpose of the meeting.
- Section 3.** **QUORUM.** A quorum for the conduct of any official business shall consist of a simple majority (51%) of the Directors in office, present in person. Properly documented participation in a Board of Directors meeting conducted by telephone conference call shall qualify as being present in person.
- Section 4.** **VOTING.** Each member of the Board present at a meeting shall be entitled to one vote. A 2/3 majority of the Directors present at the meeting shall be required for the approval of any motion, provided a quorum has been established.

ARTICLE VIII

(Executive Committee)

- Section 1.** **EXECUTIVE COMMITTEE.** The President, Vice President, Secretary, Treasurer and Executive Officer shall constitute the Executive Committee. The Executive Officer shall serve as an ex-officio member.
- Section 2.** **DUTIES.** The Committee shall conduct the affairs of the Association in accordance with its Constitution and By-laws and the policies and instructions of the Board of Directors. It shall be the policy and steering body of the Pennsylvania Association of Building Code Officials, Inc., responsible for proposing a budget for financing of the Pennsylvania Association of Building Code Officials, Inc. and for all matters of policy and public statement, subject to the approval of the Board of Directors.
- Section 3.** **MEETINGS.** The Committee shall meet a minimum of two (2) times per year at dates, times and places decided upon by the said Committee, or upon the call of the President or a majority of the Board of Directors. Telephone conference calls shall qualify as a meeting of the Executive Committee provided a quorum is present.

ARTICLE IX

(Elective Officers)

- Section 1.** **ELECTIVE OFFICERS.** Elective officers of the Pennsylvania Association of Building Code Officials, Inc. shall be the following:
- (A) President
 - (B) Vice President
 - (C) Treasurer
 - (D) Secretary

- Section 2.** **ELIGIBILITY.** In order to be eligible to hold the office of President, Vice President, Treasurer or Secretary, a person must be certified under the regulations of the Pennsylvania Uniform Construction Code, must have served as a director on the board of directors for a minimum of one (1) year prior to the effective date of their election as an elective officer and must be a Professional, Municipal or Third Party Agency member of the Association. Certified employees of municipal or third party agency members are eligible to hold elective office.
- Section 3.** **ELECTION OF OFFICERS.** The election of officers shall take place at the Annual Meeting held in March of each year. The Chairman of the Nominations Committee shall circulate the recommendations of the Nominating Committee for elected officers at least thirty days in advance of the Annual Meeting. Nominations for elected officers may be accepted from the floor at the Annual Meeting. Election of officers shall be by secret ballot. If only one candidate is on the ballot for an officer position, the election may be conducted by voice vote.
- Section 4.** **TENURE OF OFFICE.** The term of elected officers shall be for two years. A member may not be elected to the same office for more than one consecutive term. There shall be no prohibition against serving in the same office at a future time or in serving in a different office after serving one term in a different office.
- A member may be elected to serve as Secretary for a maximum of two consecutive terms.
- Section 5.** **PRESIDENT.** The President is the Chief Officer of the Pennsylvania Association of Building Code Officials, Inc. and shall preside at meetings of the Board of Directors and Executive Committee. The President shall automatically assume the position of Chairman of the Board and Chairman of the Executive Committee.
- Section 6.** **VICE PRESIDENT.** The Vice President, in the absence of the President or upon the President's direction, may perform all of the duties of the President.
- Section 7.** **TREASURER.** The Treasurer shall have general charge and oversight of the financial affairs of the Pennsylvania Association of Building Code Officials, Inc. The Treasurer shall supervise the collection and disbursement of funds of the Association and shall submit to the Board of Directors an annual statement of the fiscal affairs of the Association. Upon the direction of the President, the Treasurer may perform other duties appropriate to the office.
- Section 8.** **SECRETARY.** The Secretary shall keep a record of all of the official proceedings of the Pennsylvania Association of Building Code Officials, Inc., the Executive Committee and the Board of Directors, including all reports of committees. Upon direction of the President, the Secretary may perform other duties appropriate to the office.
- Section 9.** **SUCCESSION OF OFFICE.** In the event of the absence, disability, resignation or death of the President, the Vice President, Treasurer and Secretary, in that order, shall act as chief officer of the Pennsylvania Association of Building Code Officials, Inc. until the next yearly election for that office.
- Section 10.** **VACANCIES.** In the event of a vacancy in any elective offices other than the President, the Executive Committee shall designate a qualified member to perform the duties of the office. The Board of Directors at its next meeting shall then elect a successor to serve for

the unexpired term of office. At this Board meeting, at least one nomination for the vacant office shall be submitted to the Board by the Executive Committee and additional nominations may be made from the floor.

Section 11. **REMOVAL FROM OFFICE.** Any elected officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors following written notification to the officer, at least thirty (30) days prior to the removal vote, that a motion for removal of such officer will be made.

ARTICLE X

(Elections)

Section 1. **NOMINATIONS.**

- (A) There shall be a Nominations Committee composed of: The Immediate Past President, the Vice President and the Executive Officer. Appointment shall be made and notice given to the membership sixty (60) days in advance of the election. Until an Immediate Past President exists, the President shall serve in their stead.
- (B) The Nominations Committee shall solicit the membership, consider recommendations and shall nominate at least one candidate for each officer and director position to be filled unless otherwise set forth in this Article.

Section 2. **VOTING PROCEDURES.**

- (A) The Association officers and directors shall be elected at the March Annual Meeting. The Chairman of the Nominations Committee shall provide the Board of Directors with the recommended name of at least one candidate for each position that must be filled by election. Additional nominations may be made from the floor at the Annual Meeting. Nominations must be approved by a simple majority (51%) of the directors in attendance provided a quorum has been established.
- (B) Whenever only one nomination for an elective office is presented to the Board of Directors, election shall be by a voice vote. If more than one nomination is presented for the same elective position, vote shall be by secret ballot.

ARTICLE XI

(Administrative Officer and Staff)

Section 1. **EXECUTIVE OFFICER.** The chief administrative officer of the Pennsylvania Association of Building Code Officials, Inc. is the Executive Officer. The Executive Officer shall be retained or contracted by the Executive Committee at whatever rate of compensation it may determine, subject to approval by the Board of Directors.

(A) The Executive Officer shall provide for the hiring or contracting of all human resources (and for their dismissal or discharge) and for the provision or procurement of all non-human resources as may be required, from time to time, for the proper operation and function of the Pennsylvania Association of Building Code Officials, Inc. He shall perform all duties usual to the office in accordance with the policies of the Pennsylvania Association of Building Code Officials, Inc. and may perform other duties appropriate to the office and delegated by the Executive Committee or the President. He shall serve as an Ex officio member of the Executive Committee, the Board of Directors and all standing and ad hoc committees of the Association. He shall serve as a voting member of the Nominations Committee.

Section 2. **REMOVAL.** Removal of the Executive Officer shall be subject to the terms and conditions established by the Executive Committee at the time that the Executive Officer is retained or contracted.

ARTICLE XII

(Finances)

Section 1. **GENERAL FUNDS.** Dues and other monies collected by the Pennsylvania Association of Building Code Officials, Inc. shall be placed in a depository selected by the Executive Officer and approved by the Board of Directors and shall be disbursed in such manner as the Board of Directors may direct.

Section 2. **AUTHORITY TO SIGN CHECKS.** The President, Vice-President, Treasurer and Executive Officer of the Pennsylvania Association of Building Code Officials, Inc. shall have authority to sign checks for and on behalf of the Pennsylvania Association of Building Code Officials, Inc. One authorized signature shall be sufficient for all regular disbursements that are authorized by the approved budget. Two authorized signatures shall be necessary on all checks drawn on the account of the Pennsylvania Association of Building Code Officials, Inc. for all disbursements that are authorized by the Executive Committee in between meetings of the Board of Directors that are not authorized in the approved budget or which exceed the budgetary limits established in the approved budget. Additionally, any disbursements payable to any of the authorized check signers must be signed by at least one other authorized signer in addition to the payee.

Section 3. **BONDS.** The Executive Officer shall furnish comprehensive crime bonds on all staff, contracted agents or volunteers of the Association that have access to the financial assets of the Association at the expense of the Association in such amounts as the Board of Directors shall determine.

Section 4. **APPROVED BUDGET.** The Board of Directors shall adopt a balanced budget for each fiscal year. The Association shall function within the totals of such budget. Any motion or resolution requiring the expenditure of funds in excess of this approved budget, whether contained in a committee report or initiated from the floor, shall be referred to the Executive Committee for report before action by the Board. The Executive Committee, by a majority vote, may authorize expenditure of funds in excess of the budget not to exceed the greater of \$1,000.00 or any amount budgeted as expense contingency between meetings of the Board of Directors provided that provision is made

to balance the budget and the expenditure is reported at the subsequent meeting of the Board of Directors.

Section 5. **ANNUAL AUDIT.** There shall be an annual audit of the accounts of the Pennsylvania Association of Building Code Officials, Inc. by an Audit Committee appointed by the Board of Directors, which, together with a fiscal year-end report from the Treasurer, shall be submitted to the Board of Directors. Upon the recommendation of the Audit Committee, the Board of Directors may authorize an independent audit to be conducted by a Certified Public Accountant in lieu of an audit to be performed by the Audit Committee.

Section 6. **RESERVE FUNDS.** The Executive Committee shall recommend for adoption by the Board of Directors as part of the budget, such reserve funds for the future operation of the Association as they shall deem necessary and desirable in the prudent administration of the Association's financial affairs. No expenditures may be made from such reserve funds except after recommendation of the Executive Committee and upon affirmative vote of the majority of the Directors present at any meeting. In the absence of a favorable recommendation by the Executive Committee for such expenditures, such fund or funds may be used for such purposes as may be approved by a vote of two-thirds (2/3) of the entire Board of Directors.

ARTICLE XIII

(Affiliation Reference)

Section 1. **REFERENCE.** Members in good standing may use the name and logo of the Association in the following manner: "Member of the Pennsylvania Association of Building Code Officials, Inc.".

ARTICLE XIV

(Committees)

Section 1. **GENERAL PROVISIONS.** Except as these By-laws may provide otherwise, the following general provisions shall govern all committees of this Association:

- (A) **AUTHORITY.** No Committee shall have or exercise the authority of the President in reference to removal of any members of any committee; amending, altering or repealing any resolution or policy of the Board of Directors; or, conduct any other business normally reserved for the President, other officers or the Board of Directors.
- (B) **APPOINTMENT.** Unless otherwise provided for in these By-laws, the President shall appoint all members and chairpersons of each committee.
- (C) **TERMS.** Each committee member and chairperson of standing or special committees shall serve a one (1) year term commencing April 1 of each year.

- (D) **TERMINATION.** The President may remove any committee member or committee chairperson appointed by the President provided the President finds that such removal is in the best interests of the Association. Any other committee member or committee chairperson may be removed by a majority vote of the Board of Directors for cause after an appropriate hearing.
- (E) **VACANCIES.** Any vacancy occurring in a committee and any committee membership to be filled by reason of an increase in the number of the committee members may be filled by the President. A committee member or a committee chairperson appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in that position.
- (F) **MEETINGS.** Meetings of a committee may be called by the committee chairperson or by the vice chairperson acting in the stead of the chairperson. Special meetings may also be called by the President of the Association.
- (G) **NOTICE.** Notice of any meeting of a committee shall be given at least five (5) days prior to the meeting. Notice shall be deemed to have been given when any of the following have been accomplished: personal communication, telephone communication, messages left via telephone, email communication, fax communication or written communication sent via surface mail.
- (H) **COMPOSITION.** Except as otherwise provided for by these by-laws, the President shall the determine the number of members of each committee but in no case shall that number be less than three.
- (I) **REPORTS.** Committee reports shall be given by the chairperson at meetings of the Executive Committee and Board of Directors, at the request of or with the consent of the President. The acceptance or approval of the said reports shall not constitute policy or authorize the expenditure of funds by the Association.
- (J) **AD HOC COMMITTEES.** The Board of Directors may, from time to time, commission Ad Hoc Committees to accomplish specific, time limited objectives that are consistent with the purposes of the Association. The President shall appoint the Chairperson and members of all Ad Hoc Committees.

Section 2. **STANDING COMMITTEES.** There shall be standing committees as set forth in this section.

- (A) **GOVERNMENTAL AFFAIRS.** The Governmental Affairs Committee shall be appointed by the Board of Directors and shall consist of not less than 16 members and not more than 50 members. The membership of the Committee shall reasonably represent the classifications of membership and shall provide for geographic representation from within the Commonwealth.

The Committee shall review all proposed state legislation and regulations that would have an impact on code administration and enforcement in Pennsylvania and shall make recommendations to the Board of Directors regarding official Association positions on legislation and regulations.

The Committee may also recommend legislative or regulatory initiatives to be undertaken by the Association which are consistent with the purposes of the Association.

- (B) **MEMBERSHIP COMMITTEE.** The Membership Committee shall provide guidance, direction and support for all membership development and membership retention activities.
- (C) **BY-LAWS.** The By-laws Committee shall be responsible for initiating and reviewing any proposed changes to the By-laws.
- (D) **EDUCATION.** The Education Committee shall provide guidance, direction and support for the dissemination of information on professional development activities for members of the Association and shall provide leadership to the members of the Association regarding the personal development of knowledge and skills necessary to continually enhance their performance in their assigned duties and responsibilities.
- (E) **NOMINATIONS.** The Nominations Committee shall be responsible for insuring that the candidates for office meet the following requirements:
 1. **GENERAL REQUIREMENTS.** To hold any elected office, a candidate must be in compliance with the Association's By-laws and must have signed a statement pledging to adhere to the Code of Ethics. All candidates for elected office must also be a member in the class of: Professional, Municipal or Third Party Agency and must be certified by the Department of Labor and Industry under the Uniform Construction Code regulations.
 2. Candidates for a director position must be of the same member classification as the incumbent that they seek to replace.
 3. The Nominations Committee shall also ensure that geographic representation from within the Commonwealth is reasonably maintained through the election process.

ARTICLE XV

(Indemnification)

Section 1. **SCOPE OF COVERAGE.** This Association shall indemnify any director or officer and may indemnify any other employee or agent who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of this Association, by reason of the fact that he is or was a director, officer, employee or agent of this Association, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2. **NONEXCLUSIVITY.** The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-law, agreement, contract, vote of members or disinterested directors or pursuant

to the direction, however embodied, of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of this Association that indemnification of and advancement of expenses to directors and officers of this Association shall be made to the fullest extent permitted by law. To this end, the provisions of this Section shall be deemed to have been amended for the benefit of directors and officers of this Association effective immediately upon any modification of the Directors' Liability Act of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under or subject to the DLA to indemnify or advance expenses to directors and officers of this Association.

- Section 3.** **REPAYMENT.** This Association shall pay expenses incurred by an officer or director and may pay expenses incurred by an other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this Association.
- Section 4.** **PRESERVATION OF INDEMNIFICATION.** The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- Section 5.** **FUNDING.** This Association shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these By-laws or otherwise. This authority shall include, without limitation, the authority to (a) deposit funds in trust or escrow, (b) establish any form of self-insurance, (c) secure its indemnity obligation by grant of a security interest, mortgage its indemnity obligation by a grant of a security interest, mortgage or lien on the assets of this Corporation, or (d) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article. The provisions of this Article shall not be deemed to preclude the indemnification of or advancement of any expenses to any person who is not specified in Section 1 of this Article but whom this Association has the power or obligation to indemnify, or to advance expenses for, under the provisions of the DLA or otherwise. The authority granted by this Article shall be exercised by the Board of Directors of this Association.
- Section 6.** **NONIMPAIRMENT.** The repeal of this Article or any amendment hereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.
- Section 7.** **AMENDMENT AND REPEAL.** Notwithstanding any other provisions of these By-laws, the approval of members shall be required to amend or repeal this Article or to adopt any provision as part of these By-laws which is inconsistent with the purpose of this Article.
- Section 8.** **CONTRACTUAL RIGHTS.** All rights to indemnification under this Article shall be deemed a contract between the Association and the persons to be indemnified under this

Article pursuant to which the Association and each such person intended to be legally bound. Any repeal, amendments or modifications of this Article shall be prospective only and shall not affect any rights or obligations then existing.

ARTICLE XVI

(Amendments)

Section 1. AMENDMENT. These By-laws may be amended by a two-thirds (2/3) vote of the Board of Directors present at any meeting provided the substance of the proposed amendments shall have been submitted, in writing, to the Board of Directors at least thirty (30) days in advance of the scheduled meeting.

Adopted by a motion of the Board of Directors

June 22, 2006

Thomas E. Sauer, Secretary

1st revision – August 18, 2009

2nd revision – September 18, 2014