

**CONSTITUTION AND BY-LAWS
OF THE
INTERNATIONAL CODE COUNCIL REGION 8, INC.**

ARTICLE I - NAME PURPOSE AND OFFICES

Section 1. Name. The name of this organization shall be the INTERNATIONAL CODE COUNCIL REGION 8, INC. (the Association), and shall be in association with the States of Georgia, North Carolina, South Carolina and Tennessee. As referred to herein; International Code Council Region 8; International Code Council Region 8 Inc.; Region 8; the Corporation or the Association shall be one in the same for all respects and purposes.

Section 2. Purpose. The Association is a nonprofit corporation organized exclusively as a business league within the meaning of Section 501 4c (6) of the Internal Revenue code of 1986 as amended (the "Code"), The purpose of the Association shall be:

- A. To promote maximum safety to life, health, and property at minimum cost through the encouragement of uniformity in the application, interpretation, and enforcement of the International Codes (I-Codes).
- B. To promote a better public understanding and appreciation of the proper enforcement and administration of the I-Codes and their importance to the safety, welfare, and prosperity of the municipalities and counties of International Code Council (ICC) Region 8.
- C. To promote a better understanding and appreciation of the Association and its individual member's responsibilities to the public through sponsorship and promotion of Building Safety Week.
- D. To improve the prestige of Code Enforcement Professionals through the promotion of high standards of efficiency in the enforcement and administration of the I-Codes through continuous education and training.
- E. To develop courses of instruction concerning new materials and methods of construction in cooperation with recognized educational institutions and to promote consistent interpretations, enforcement, and administration of the International Building and related Codes, and to promote professional certification of enforcement personnel within the various jurisdictions represented by this Association.
- F. To assist jurisdictions and States in the organization and maintenance of building inspection.

G. To promote professional assistance and technical advice to legislative and other governmental bodies in the promulgation and administration of the building codes and related regulations.

H. To promote the objectives of the ICC Region 8.

I. To support the chapters of the ICC Region 8.

J. To encourage and support all governmental entities in ICC Region 8, to have a code enforcement program staffed with certified personnel.

Section 3. Offices.

A. The principal office of the Corporation shall be located as listed in the articles of incorporation.

B. The Corporation may have other offices at such other places, as the Board of directors may from time to time determine or, as the affairs of the Corporation may require.

Section 4. The Association shall encourage the recommendation of the revisions to any International Code, provided that any recommended revision must be approved by a majority of those active voting members present at a regular or special meeting,

ARTICLE II - MEMBERSHIP, CLASSIFICATION, VOTING AND APPLICATIONS

Section 1. Membership. There shall be no personal, individual, or other liability whatever on the part of any member of the Association either for debts of the Association or the acts of omission or commission of the Association or of any officer, agent, or employee thereof.

Section 2. Classification. There shall be the following classes of members.

A. Active Individual Member. Any individual who is employed or contracted by a governmental entity and is actively engaged in the administration and enforcement of development or construction regulations is eligible to become an active individual member of ICC Region 8 upon payment of membership dues and shall be entitled to one vote.

B. Active Chapter Member. A participating state association or any chapter within these State associations is eligible to become an active member of ICC Region 8 and shall be entitled to one vote.

C. Associate Member. Any research organization, educational institution, architect, engineer, building or mechanical contractor, manufacturer or dealer in building materials or equipment, Of other individual, partnership, association or corporation that is interested in the purposes and objectives of the Association shall be eligible for associate

Membership upon approval of the ICC Region 8 Board of Directors, An Associate Member shall have all the rights and privileges of an active member excepting voting and holding office in ICC Region 8,

D. Honorary Member. Any person, firm, association or corporation rendering outstanding services to the Association may be approved by the ICC Region 8 Board of Directors for honorary membership. An Honorary Member shall have all the rights and privileges of an active member excepting voting and holding office in ICC Region 8.

E. Retired Member. Any former member who has retired from a membership jurisdiction and still desires to be affiliated with the Association, each such retired member shall be Listed on the membership roster and shall have all of the rights and privileges of an active member.

Section 3. Voting. Only active members in good standing shall be entitled to vote on any question in the meetings of the Association, to participate in meetings and discussions and to serve on committees except as otherwise provided herein.

Section 4. Applications. Applications for membership shall be filed with the Secretary/Treasurer on the form prescribed by the Board of Directors. In case of doubt of the qualifications of any applicant for membership for the classification shown on the application, the majority vote of the Board of Directors shall determine the classification.

Section 5 Privileges. All voting privileges become effective ten (10) days after the application and fees for membership are received by ICC Region 8.

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers. The property, business affairs and policies of ICC Region 8 shall be by or under the authority of a Board of Directors consisting of a President, First Vice-President, Second Vice-President, Secretary/Treasurer and three Directors from each State. The immediate Past-President shall be an ex-officio member of the Board of Directors. The Officers of the Board shall be active members in good standing of the International Code Council and Region 8. Proof of such good standing with the International Code Council shall be submitted to the Secretary/Treasurer annually with ICC Region 8 membership renewal.

Section 2. Officers of the Board of Directors. The Officers of the Board of Directors shall be the President, First Vice-President, and Second Vice-President who shall be elected by the active members of the Association.

Section 3. Board of Directors. The terms of the Board of Directors shall be.

A. President - One year and shall serve no more than two consecutive terms.

B. First Vice-President - One year and shall serve no more than two consecutive terms.

C. Immediate Past-President - The same as the terms of the newly elected President.

D. Second Vice- President - One year and shall serve no more than two consecutive terms.

E. Directors.

1) Three Directors from the State of Georgia shall be elected to one (1), three-year term and shall serve no more than two consecutive terms.

2) Three Directors from the State of North Carolina shall be elected to one (1), three-year term and shall serve no more than two consecutive terms.

3) Three Directors from the State of South Carolina shall be elected to one (1), three-year term and shall serve no more than two consecutive terms.

4) Three Directors from the State of Tennessee shall be elected to one (1), three-year Term and shall serve no more than two consecutive terms.

Section 4. Terms. The President, First Vice-President, and Second Vice-President shall serve at least one full year of an elected term as a Director to be eligible to be elected as an Officer.

Section 5. Duties of Officers.

A. The President shall preside at all Association and Board of Directors meetings. The President shall be responsible for administering the policies of the Board of Directors and the Association, and for planning and organizing, in conjunction and cooperation with the Board of Directors; annual, special, educational meetings of the Association. The President shall appoint, with the approval of the Board of Directors, such standing, Special, or advisory committees as may be deemed necessary, naming the Chairman of each such committee, as required, and shall serve as member ex-officio of all such committees. The President shall approve in writing all checks written on the account of the Association.

B. The First Vice-President shall preside at meetings in the absence of the President. The First Vice-President shall assist the President in the administration of the affairs of the Association.

C. The Second Vice-President shall preside at meetings in the absence of the President and First Vice-President. The Second Vice-President shall assist the President and First Vice-President in the administration of the affairs of the Association. It shall be the duty of the Second Vice President to examine all records and funds of the Association as presented by the Secretary/Treasurer and deliver the results of his examination to the members at the Annual Meeting.

Section 6. Vacancies. Vacancies occurring on the Board of Directors, or Officers or committees may be filled by the Board of Directors. Such appointees shall serve only until the next general election at which time the balance of the term shall be filled by election of the active voting members.

Section 7. Removal of Board of Director. A member of the Board of Directors or Officers may be removed for cause by a two-thirds majority vote of the members present at a quorum meeting of the Board of Directors. The Removal of a member of the Board of Directors shall be mandatory when he/she has missed three consecutive meetings of the Board of Directors upon recommendation of the President. The member in question shall be given 20 days' notice of such action and shall be afforded a hearing before the Board of Directors. Failure upon the part of the member to attend the hearing shall be cause for removal by default and shall not be subject to an appeal. Removal actions are effective immediately upon action of the Board of Directors. A member of the Board of Directors not actively employed as defined in Article II, Section 2(a) for a period of sixty calendar days shall be removed as a Board Member.

Section 8. Secretary/Treasurer. A Secretary/Treasurer shall be appointed by the Board of Directors, and shall serve at the discretion of the Board. The Secretary/Treasurer shall be an active or retired member and shall be responsible for recording the minutes of the Association, transmission of copies of such minutes to the Association members, maintenance of accurate membership records and performance of other duties as assigned by the Board of Directors. The Secretary/Treasurer shall keep all the organization funds and be responsible for keeping and maintaining complete and accurate financial records. The Secretary/Treasurer shall receive and disburse the funds of the Association in accordance with the provisions of the By-laws and is responsible for maintaining compliance with all State requirements for the keeping of financial records. The Secretary/Treasurer shall be bonded in such sum as may be determined by the Board of Directors, which bond shall be executed by a surety company approved by the Board of Directors, the premium to be paid by the Association. Such Records shall be presented to the Second Vice President for review prior to the Annual Meeting

ARTICLE IV- NOMINATIONS AND ELECTIONS

Section 1. Nominations. The Nominations and Awards Committee shall submit a slate of candidates, as required, from the active membership listing and who are in good standing, which shall be submitted at the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

Section 2. Elections. Officers shall be elected by the active members in good standing present at the Annual Meeting.

ARTICLE V - ASSOCIATION CHAPTERS

The Association shall encourage and recognize the establishment of regional and local chapter organizations of its members, the purpose of which shall be the furtherance of the objectives of the Association in the region or the locality.

ARTICLE VI - COMMITTEES

Section 1. Standing Committees. The Association shall have the following standing committees.

A. Legislative Committee - consisting of, at a minimum, a Chairman and four members in good standing with one from each State, one of which shall be an ICC Region 8 Board Member.

B. Code Action Committee - consisting of, at a minimum, a Chairman and eight active Members in good standing with two from each State, one of which shall be an ICC Region 8 Board Member.

C. Membership Committee - consisting of, at a minimum, a Chairman and four members in good standing with one from each State, one of which shall be an ICC Region 8 Board Member.

D. Education Committee - consisting of, at a minimum, a Chairman and four members in good standing with one from each State, one of which shall be an ICC Region 8 Board Member.

E. Nominations and Awards Committee - consisting of, at a minimum, a Chairman and four Active members in good standing with one from each State, one of which shall be an ICC Region 8 Board Member.

Section 2. Advisory Committees. In addition to the Standing Committees, there shall be such other special or advisory committees as may be appointed by the President, subject to the approval of the Board of Directors.

Section 3. Duties of the Committees

A. The Legislative Committee shall keep informed as to any legislation proposed or pending which pertains to the Association. The Committee shall advise the Association members of any such legislation for action through appropriate channels. The Committee shall endeavor to promote any legislation deemed necessary to aid in the accomplishment of the purpose and objects of the Association, and to establish and maintain effective lines of communication with appropriate Legislative Committees.

B. The Codes Committee shall review all proposed code changes relating to the purposes of the Association and present a recommendation of the Association position on each such change to the Board of Directors for approval.

C. The Membership Committee shall plan, recommend, and pursue a program towards increasing the membership of the Association.

D. The Education Committee shall define the needs of the membership and develop courses of instruction as required in cooperation with recognized educational institutions and the International Code Council; to promote or schedule courses of instruction which will lead to the certification of personnel through the International Code Council or other Recognized institutions; to promote Building Safety Week on an annual basis in cooperation with all local and state jurisdictions, media, and the International Code Council; and to develop the educational agenda at the annual conference by arranging for speakers and presentations.

E. The Nominations and Awards Committee shall, sixty (60) days before the Annual Business Meeting, submit to the Secretary/Treasurer a list of all available elected positions to be considered and the Secretary/Treasurer shall make such list available to the membership. The notice shall include a request for the submission of candidates to be considered by this Committee and announce the time and place of the Nominations and Awards Committee Meeting where candidates can be interviewed and the Membership may present comments, said meeting shall be held the day before the Business Meeting. The Nominations and Awards Committee shall receive and consider nominations; and recommend to the Board of Directors, whenever the situation warrants, an Excellence in Performance Award in recognition of outstanding accomplishments and service to the ICC Region 8. The Committee shall establish, upon approval of the Board of Directors, Additional awards as are in the interest and purpose of the Association.

The President may present a President's Award at the Annual Meeting.

ARTICLE VII - MEETINGS

Section 1. Annual Meetings. An Annual Meeting shall be held each year at such time and place as may be designated by the Board of Directors, for the purpose of training, information, exchange of ideas and discussion of mutual problems.

Section 2. Special Meetings. Special meetings may be called by the President at the direction of the Board of Directors, and shall be called at the request, in writing, of not less than one-third of the active members.

Section 3. Board of Directors. Meeting. At the conclusion of each annual meeting, the Board of Directors shall meet to organize and transact such business as may be necessary. The Board of Directors shall meet at such other Times as may be called by the President, and shall meet upon the request of three (3) members of the Board of Directors.

Section 4. Standing Committee Meetings. Each Standing Committee shall meet at least once a year at the annual meeting if not arranged otherwise, and shall meet at such other times as

meetings may be called by the Chairman or at the request of one-third of the members of the committee. Unexcused absences from any three (3) meetings in one year shall constitute a resignation.

Section 5. Notice of Meetings. The Secretary/Treasurer shall give each member and Chapter not less than sixty (60) days' notice of any Association meeting.

Section 6. Quorum.

A. A quorum for the transaction of business at any duly called Association meeting shall be Two active members in good standing from each state.

B. The quorum for Board of Directors and Committee meetings shall be a majority of members of the Board or Committee in attendance.

ARTICLE VIII ORDER OF BUSINESS

Section 1. Regular Meetings. At regular meetings of the Association, the order of business, so far as the character and nature of the meeting may permit, shall be as follows.

- 1) Approval of the minutes of the last meeting
- 2) Report of the President
- 3) Report of the Secretary/Treasurer
- 4) Report of the Committees
- 5) Election of Officers and Directors (at annual Business Meeting)
- 6) Unfinished Business
- 7) New Business
- 8) Adjournment

Section 2. Board of Directors Meetings. At meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present, shall be as follows.

- 1) Approval of the minutes of last meeting
- 2) Report of the Secretary/Treasurer
- 3) Reports of the Committees

4) Unfinished Business

5) New Business

6) Adjournment

Section 3. Changes to Order of Meetings The order of business may be changed by the presiding officer, when he/she deems it advisable and in the interest of the Association.

Section 4. Procedures. At all meetings of the Association, matters of parliamentary procedure shall be governed by Roberts's Rules of Order.

ARTICLE IX- ANNUAL DUES

Section 1. Dues The annual dues for membership in the Association shall be established by the Board of Directors.

Section 2. Honorary Members Honorary members shall be exempt from the payment of dues.

Section 3. Collection of Dues. Dues shall be collected by the Secretary/Treasurer and held in readiness for use by the Association.

Section 4. Annual Dues. Dues shall be as follows.

A. an Active Individual Member shall pay \$10.00 annually.

B. An Active State Chapter Member shall pay \$300.00 annually.

C. An Active Local Chapter Member shall pay \$150.00 annually.

D. An Associate Member shall pay \$50.00 annually.

E. A Retired Member shall pay \$10.00 annually.

Section 5. Renewals Renewal membership dues are due on January 1 of each year. Any member whose dues are not paid by March 1 shall be considered not to be in good standing and shall not be entitled to receive benefits or membership. A late fee often dollars (\$10.00) will be assessed for payments received after March 1.

Section 6. Benefits All members shall receive all services, repels and benefits of membership.

ARTICLE X- AMENDMENTS TO BY-LAWS

Section 1. Revisions and Amendments The constitution and by-laws may be changed or amended by two-thirds vote of the Board of Directors in attendance at any regularly scheduled or called meeting. Any changes or amendments approved by the Board of Directors must be ratified by a simple majority of the membership present at the next annual meeting, or they will become null and void.

ARTICLE XI - INDEMNIFICATION

Section 1. Expenses and Liabilities Except as provided below, to the extent and upon the terms and conditions provided by the Nonprofit Corporation Act as it exists or may hereafter be amended, the Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Corporation, and the Corporation shall pay all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this Bylaw. Such indemnification rights shall apply against liability incurred in a proceeding if the officer or Director.

A. conducted himself in good faith;

B. reasonably believed in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interest; and

C. in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall not indemnify a Director or officer.

a. in connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or

b. in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in his official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director. The Corporation shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or officer was a party because he is or was a Director or officer of the Corporation against reasonable expenses actually incurred by the Director or officer in connection with the proceeding. The Corporation also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has served or is serving

(I) in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, company, bust or other enterprise or

(II) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the Nonprofit Corporation Act as it exists or may hereafter be amended.

Section 2. Advance Payment of Expenses. Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses. Notwithstanding the provisions of the Preceding paragraph, the Corporation shall, upon receipt of an undertaking by or on behalf of the Director or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of ARTICLE XI unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses, pay expenses incurred by such Director or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

Section 3 Insurance, The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE XII CONTRACTS, LOANS, DEPOSITS AND RESTRICTIONS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the Corporation to its Board members or officers.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board shall direct.

Section 5. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 6. Restrictions and Forbidden Activities. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the Corporation shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property which it receives from any source, after the payment of all debts and obligations, back to the members in proportion to the amount of cumulative dues contributed to the Corporation if such is adopted as the Plan of Liquidation by the Board of Directors. The Corporation shall not participate in, or intervene in (including lobbying or the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. For the purpose of this article a candidate for public office means someone who is running for an office which is voted on by the general public in a national, state or local election. It shall not apply to a candidate for office of a national, state or local code official's nonprofit association.

ARTICLE XIII GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board members and committees having any of the authority of the Board.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

Section 4. Gender. Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine, or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

These Bylaws of the ICC Region 8 Chapter are true and correct, reflect the approval of the Board of Directors and are effective as of the date signed below.

Lynn Niblock, President Date

John Wasson, First Vice President Date

Denny Boss, Second Vice President Date

Bill Duck, Treasurer Date

Teresa Dietz, Secretary Date

Morgan Wheeler, Director Date

Tom Carty, Director Date

Michelle Hawkins, Director Date

Debris Briggman, Director Date

Phil Rhoads, Director Date

Jim Lawson, Director Date

Jeff Britt, Director Date

Charles Taylor, Director Date

James Snyder, Director Date

Terry Cobb, Director Date

Raymond Huber, Director Date

Revised.

March 19, 2016