



Sacramento Valley Association of Building Officials BYLAWS

**Adopted January 2003
Revised October 2005
Revised November 2008
Revised November 2011
Revised June 2017**

ARTICLE I – NAME AND NATIONAL AFFILIATION

- 1.1 Name. The name of this organization shall be the Sacramento Valley Association of Building Officials (SVABO), a California nonprofit mutual benefit corporation (association).
- 1.2 National Affiliation. The Board of Directors of SVABO may affiliate with any national organization as deemed appropriate.

ARTICLE II – PRINCIPAL OFFICE, PURPOSE AND RESTRICTIONS

- 2.1 Principal Office. The Board of Directors (Board) shall determine the location of the principal office of the Association.
- 2.2 Purposes. The mission of the organization is to promote effective building codes, enforced uniformly, to create a safer built environment. The objectives of SVABO are:
 - a. To investigate and promote the principles underlying safety in the construction, occupancy, and location of buildings and structures.
 - b. To research, recommend, and promote uniform regulations and enforcement pertaining to all phases of building construction.
 - c. To promote the adoption of the Model Code and other codes and related documents which are designed to advance the cause of uniformity in regulations for the construction, alteration, conservation, maintenance, preservation or repair of buildings, structures, equipment and fixtures, to the extent regulation of any of said matters is considered desirable.
 - d. To advise and assist in the administration of building laws and ordinances, the development of management and enforcement programs and related activities.

- e. To support and participate in educational seminars and training programs relating to building construction procedures and practices and the administration and enforcement of building regulations.
- f. To advance the professional skills of those engaged in the administration and enforcement of building laws.
- g. To place the public welfare above all other interests and to apply the special knowledge and skill of the Building Official to the benefit of all people.
- h. To advance the effective operation of a building department through adequate staff, compensation and appropriate placement of the Building Official in the organizational structure.
- i. To promote those things that are incidental to or desirable for the attainment of the above objectives.

2.3 Restrictions. All policies and activities of the Association shall be consistent with:

- a. Applicable federal, state and local antitrust and trade regulation laws;
- b. Applicable tax-exemption requirements including the requirements that the association not be organized for profit and that no part of its net-earnings inure to the benefit of any private individual; and
- c. All other legal requirements, including the California Nonprofit Corporation Law, under which this Association is incorporated and to which its operations are subject.

ARTICLE III – ASSOCIATION MEMBERSHIP CATAGORIES AND VOTING

3.1 Membership categories are:

a. Professional Members. Designated Representatives of a governmental unit, agency or firm exclusively engaged in the administration or formulation of laws and ordinances relating to building construction on behalf of a City, County or State Agency; including but not limited to: Building Officials, Building, Plumbing, Electrical, Mechanical and Fire Inspectors of all City, County and State Agencies represented in this organization.

All personnel of member cities, counties and state agencies responsible for the enforcement or administration of laws and ordinance relating to building construction.

b. Industry Members. An individual or firm, incorporated or unincorporated, engaged in the building and construction industry.

c. Honorary Members. Individuals who have rendered outstanding and meritorious services in the furtherance of the objectives of the Sacramento Valley Association of Building Officials (SVABO) of the International Code Council as proposed by the

members of said Chapter or Association and confirmed by a majority vote at any regular meeting.

d. Retired members. Former designated professional or industry members who are retired.

e. Student Members. An individual who is enrolled in a recognized educational program pertaining to the building and construction industry during the year of membership and not otherwise eligible for other membership categories.

A "recognized educational program" shall be, but not limited to, a program offered through the Community College system or certified through the Bureau for Private Postsecondary and Vocational Education; or other educational programs approved by the Board.

3.2 Voting. Only professional and honorary members are eligible to vote on code development or code ratification items. 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.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

4.1 Board of Directors. The Board of Directors is the governing body of the Association and has authority and is responsible for the supervision, control, and direction of the Association. The Board consists of the Officers and Directors who shall be members in good standing. The board shall adopt policy and procedures for the administration of the organization.

4.2 Officers. The officers shall be the President, Vice-President, Secretary/Treasurer and Immediate Past President, all of whom shall be either active professional members at the time of their election or an Industry member serving a position within a governmental agency. An Industry member serving an officer position shall be exclusively engaged in the administration or formulation of laws and ordinances relating to building construction on behalf of a City, County or State Agency; including but not limited to: Building Officials, Building, Plumbing, Electrical, Mechanical and Fire Inspectors of all City, County and State Agencies represented in this organization as determined by the Board of Directors.

4.3 Term of Officers. The President, Vice-President, Secretary/Treasurer shall be elected for a term of one year starting on January 1st of each year. The Sergeant at Arms will be an appointed officer, appointed by the President.

There shall be three directors appointed by the officers. These directors will serve for a one-year term. Directors may be either professional or industry members. The directors need not be employed by a governmental agency as is required for the Officers.

4.4 Meetings. Meetings of the Board of Directors shall be held at least quarterly or as determined by the officers of the Association.

4.5 Resignation and Disqualification or Removal. Any board member may resign at any time by giving notice to the President or to the Secretary of the Association. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Removal shall be by a two-thirds vote of members present.

4.6 Default. When any officer ceases to be employed as a representative serving a governmental agency as required by section 4.2 or if they move from the area and are unable to function as an officer, they shall be removed from office by default at the end of their term if still in the area or immediately if they have moved from the area and can no longer serve the organization.

4.7 Vacancies in Office. A vacancy in the office of President shall be filled by the Vice-President. A vacancy in the office of Vice-President shall be filled by the Treasurer/Secretary. A vacancy in the office of Treasurer/Secretary shall be filled by a majority Vote of the membership present at any regular meeting. Any other vacancy on the board will be filled by a majority vote of the Board of Directors.

4.8 Duties of President and Vice-President. The President shall be the chief executive officer of the Association and preside at all business meetings. The President shall be responsible for appointment of the Committee Chairs. The President shall be an ex officio non-voting member of all committees. He or She shall have such other duties as are prescribed by these Bylaws. In the absence of the President, the Vice-President shall assume his or her duties including any duties on any committee; and, in the absence of both, the Treasurer/Secretary shall do so. The Vice- President shall be a regular member of all Committees and shall have such additional duties as are prescribed by these Bylaws. Officers shall not act in their official capacities by proxy.

4.9 Duties of Treasurer/Secretary. The Treasurer/Secretary shall:

- a. Keep, or cause to be kept, a book of minutes at the principal office of the Association or other place as the President may order, of all meetings called by the President.
- b. Keep, or cause to be kept, at the principal office of the Association, a member register showing their names and addresses.
- c. Give, or cause to be given, notice of all meetings of members, committees, as required by or pursuant to the Bylaws.
- d. Have other powers and perform other duties as may be prescribed by the President or the Bylaws.
- e. Determine monthly the status of the major expense accounts and their relation to the amounts budgeted by the Association, and to report major discrepancies promptly to the President and to the Association.

f. Report each year to the Association on the complete financial status of the Association.

g. Have other powers and perform other duties as may be prescribed by the President or the Bylaws.

4.10 Duties of the Past President

a. The Past President shall serve in an advisory capacity to the President and the board and take on assignments as requested by the President.

4.11 Duties of the Directors-At-Large:

a. It may be the responsibility of the directors-at-large to chair a committee of the Association.

4.12 Duties of Sergeant at Arms.

a. It shall be the duty of the Sergeant at Arms to maintain order under the direction of the President or the Presiding Officer.

b. To collect all fines as levied by the President or Presiding Officer.

c. To provide such other duties as may be prescribed by President, Presiding Officer or the Bylaws.

4.13 Quorum. A majority of the existing Board membership shall constitute a quorum for the transaction of business.

4.14 Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board.

ARTICLE V – MEMBERSHIP MEETINGS

5.1 Regular meetings of the Association will be monthly at a time and place selected by the board to transact such business as the organization may select.

5.2 Other Meetings. Special meetings of members may be called as provided by law, including by the President by written or electronic notice to the members, specifying the time and place of the meeting and the business to be conducted, the business conducted at the meeting shall be limited to that so noticed. Such notices shall be mailed at least ten (10) days prior to the special meeting.

5.3 Quorum. A quorum at any meeting including, but not limited to regular meetings, shall consist of 10% of the membership when the membership is 200 or less, and 8% when the membership exceeds 200, through personal presence or the members duly designated representative. A quorum once established is not broken by withdrawal of any representative.

5.4 Election of officers. Election of Officers will be held annually at the November meeting.

ARTICLE VI – RECORDS

6.1 Records. The Association shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California as fixed by the Board of Directors from time to time.

6.2 Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association, shall be signed or endorsed by the person or persons and in such manner as, from time to time, shall be determined by resolution of the Association.

6.3 Inspection of Bylaws. The Association shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary which shall be open to inspection by the members at all reasonable times during business hours.

ARTICLE VII - NOMINATING COMMITTEE

7.1 Nominating Committee. There shall be a Nominating Committee of at least three people. The immediate Past President of the Association shall serve as an ex officio non-voting member and shall act as Chair of the Committee.

7.2 Nominating Committee - Functions and Duties. The Nominating Committee shall prepare a report listing nominees for each office, the term of which expires on the last day of December, as provided in these Bylaws. The report of the Nominating Committee shall be submitted to the membership at the October Business Meeting.

7.3 Quorum and Vote. The Nominating Committee may act by informal procedure without meeting. Its report shall be adopted by a majority vote of the committee members.

ARTICLE VIII - OTHER COMMITTEES AND GENERAL PROVISIONS

8.1 Other Committees. The President may establish such other and further committees either standing or of limited duration, as deemed necessary from time to time, with such composition as deemed advisable.

8.2 General Provisions Applicable to all Committees. Any Committee member may be replaced from time to time by the President provided the successor shall have the same prescribed qualifications of the person so replaced.

8.3 Committee Chair Term. The term of a Committee Chair shall be twelve (12) month except the Code Development Committee Chair which shall be eighteen (18) months.

8.4 Standing Committees. The standing committees shall be; Education, Code Development, Scholarship, and SVABO Foundation / Outreach committees. The committee chair shall report at least quarterly to the board of directors on the activity of the committee.

8.5 Meetings of the committee shall be held at least quarterly and may be in person, electronic or by conference call. Each committee chair shall present a plan of activities to the Board of Directors in the first quarter of the year and shall present periodic reports of that plan throughout the year.

ARTICLE IX - ANNUAL FEES AND DUES

9.1 Annual Dues. The Board of Directors shall establish the annual dues for the various types of memberships. Dues shall be payable and become delinquent as provided by the Association.

ARTICLE X - REVIEW AND FISCAL YEAR

10.1 Annual Review. The President shall have a review of the books of the Association at the end of each calendar year, which shall also include an inventory belonging to the Association. The review and the inventory shall be reported to the Board of Directors within 3 months of the year-end.

10.2 Calendar Year. The fiscal year of this Association shall begin July 1 of each year.

ARTICLE XI - NO BENEFIT TO ANY INDIVIDUAL

11.1 No part of the net earning, if any, of this Association shall inure to the benefit of any member or other individual; and, no gain, profit, or dividends shall ever be distributed to any of the members of this Association 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.

ARTICLE XII – PARLIAMENTARY PROCEDURE

12.1 Parliamentary Procedure. Meetings of the voting members, Board of Directors and Committees of the Association shall be governed by the rules contained in Roberts, The Standard Code of Parliamentary Procedure in all cases to which they are applicable and in which they are consistent with the law, the Articles of Incorporation or the Bylaws of the Association.

ARTICLE XIII – INDEMNIFICATION AND INSURANCE

13.1 Indemnification. To the fullest extent permitted by the law, the Association shall indemnify and hold harmless its Officers and Directors against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding arising out of the performance of their duties performed in good faith on behalf of the Association.

13.2 Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by the law on behalf of its Officers and Directors against any liability asserted against or incurred by the agent in such capacity arising out of the Officer's and Director's status as such.

ARTICLE IXV – INTERPRETATION

14.1 Interpretation. These Bylaws are subject to the California Nonprofit Corporation Law and must be interpreted so as to conform with that Law, as it is interpreted and amended from time to time.

ARTICLE XV – AMENDMENTS

15.1 These Bylaws may be amended at any regularly scheduled Association meeting, except the Annual Board Retreat and the Annual Installation Banquet, by an affirmative vote of the majority of the Association members in attendance and where a quorum of the Executive Board is present; provided written notice, electronically or otherwise, has been disseminated to the Association members by the Secretary at least one month prior to the opening of the meeting whereat an amendment of the Bylaws is to be voted upon. The notice shall state what the current Bylaw is, what the proposed amendment(s) will be and the reasoning for the amendment(s) as well as what meeting the vote will occur. This notice will also be placed on the agenda for introduction and discussion at the regular meeting preceding the meeting whereat the proposal(s) will be voted upon. There shall be at least one month between these meetings.

Proposed amendments to the Bylaws and the reason(s) for the amendment(s) must be submitted in writing, electronically or otherwise, to the Executive Board, signed by a minimum of five (5) Association members at least two months prior to voting on any changes.

PASSED AND ADOPTED THIS DAY OF,

Signed:

Member: Kenneth Welch

Member: [Signature]

Member: [Signature]

Member: [Signature]

Member: [Signature]

Certified By SVABO Secretary/Treasurer: [Signature]

Date: 11/17/17