

Bylaws of the Southern Nevada Chapter of the International Code Council (SN-ICC)

Article I: Name

This corporation shall be known as the Southern Nevada Chapter of the International Code Council (SN-ICC), a non-stock, nonprofit, Nevada corporation. In these bylaws, the term "Chapter" may be substituted for the full name and for the word "corporation."

Article II: Objectives

The objectives of the Chapter are:

1. To promote the vision and mission of the SN-ICC and the ICC to support our stakeholders in the creation and maintenance of a safe-built environment.
2. To investigate and discuss the principles underlying safety in construction and occupancy of buildings and other related structures;
3. To develop, recommend and promote uniform enforceable regulations and legislation pertaining to building construction and occupancy;
4. To collaborate with the design and construction industries, to develop, maintain and promote the adoption of nationally recognized codes and standards, regional and local codes and related documents;
5. To advance the cause of regional uniformity in the adoption, application and interpretation of regulations for the construction, alteration, conservation, maintenance, preservation or repair of buildings, structures, equipment and fixtures;
6. To advise and assist in administration of building laws and ordinances and the development of appropriate management and enforcement programs and related activities;
7. To serve as experts on technical code requirements and code administration matters to local, regional and state elected officials, state agencies, and local boards, commissions, and councils;
8. In collaboration with the design and construction industries, to support and participate in educational seminars and training programs relating to building design and construction procedures and practices;
9. To advance the technical and professional skills of those engaged in the administration and enforcement of building laws;
10. To place the public safety above all interests and to apply the special knowledge and skill of code enforcement professionals for the benefit of the public;
11. To advance the effective operation of building and fire prevention departments in Southern Nevada;
12. To promote communication and understanding among building and fire department professionals and the design and construction communities;

13. To represent the interests of Chapter members in national associations, coalitions, affiliations and similar groups whose purpose is to further the common interests of code enforcement professionals, local jurisdictions, and members of the design and construction industries;
14. To participate in other activities which are incidental to or desirable for the attainment of the above stated objectives.

Article III: Members

The following provisions establish, define and regulate Chapter membership:

Section 1 - Membership

The members of the Chapter shall be divided into five (5) categories as follows: 1) Government Member; 2) Industry Associate Member; 3) Student Member; 4) Honorary Member and 5) Retired Member. Membership shall be open to all active and retired building officials, building and fire department employees as members of a department of a governmental entity operating under the provisions of the locally adopted national and regional codes, and any interested individuals of the building industry, the general public or students.

Section 2 - Membership Categories

The following defines the Chapter membership categories

1. Government Member is an employee of a department or entity that is a subdivision of the State, such as an incorporated city, county or district, that is charged with the responsibility for the adoption and enforcement of national and regional and local construction codes and standards and includes building officials, fire officials, and employees of consultant firms or Chapters that assume full-time full-service code administration and enforcement responsibilities (plan review, permitting and inspection) on behalf of a Government Jurisdiction.
2. Industry Associate Member is an employee of a professional association, firm or Chapter, including consultants under contract on a limited or part-time basis with a Government Member, engaged in the design, construction or inspection of buildings and structures regulated by the adopted national and regional and local codes and standards.
3. Student Member is a full or part-time student of a public or private university, or high school, or state or community college or other institution of higher education located in the region covered by the Chapter, engaged in building, architectural, engineering, construction, public or business administration, or a related study area as determined by the Board of Directors.
4. Honorary Member is an individual who has rendered outstanding and meritorious service in the furtherance of the objectives of the Chapter as nominated by the Board of Directors and confirmed by a majority vote at a regularly scheduled meeting of the Chapter.

5. Retired member is a Government or Industry Associate Member in good standing with this Chapter who retires.

Section 3 - Voting Rights and Membership Privileges

The following provisions define the voting rights of each category of Chapter membership:

1. Government Members shall be entitled to hold office, serve on committees, bring up matters for discussion, participate in meetings and discussions, make and second motions and vote on all matters pertaining to the business of this Chapter.
2. Industry Associate Members may serve as Industry Director at Large in the Chapter, serve on committees, vote on committees, bring up matters for discussion, propose and second motions, but may not vote on any matter pertaining to the business of this Chapter except as provided for in Article VI, Section 1 of these Bylaws.
3. Student Members may bring up matters for discussion, propose and second motions and serve on committees without voting privileges, but may not vote on matters pertaining to the business of this Chapter nor hold office.
4. Honorary Members shall have all rights and privileges associated with their previous membership category or, if the honorary member was not a previous member of the Chapter, the membership category to which the honorary member would be eligible under the provisions of these Bylaws.
5. Retired Members shall have all rights and privileges associated with their previous membership category or, if the retired member was not a previous member of the Chapter, the membership category to which the retired member would be eligible under the provisions of these Bylaws.

Section 4 - Member Dues

Dues for each category of Chapter membership specified in Section 2 of this Article shall be established annually by majority vote of the Board of Directors.

Section 5 - Nonmember Charges

Nonmember individuals participating in Chapter events, meetings and activities may be assessed a charge as determined by the Board of Directors sufficient to recover the cost of participating in such events. Such charges may be assessed for meals, registration, and similar costs related to an event, meeting or activity.

Section 6 - Forfeiture of Membership

The Board of Directors, by majority vote of the Board, may declare a membership forfeited for any of the following reasons:

1. Nonpayment of dues after a ninety (90) day period of delinquency;

2. Conduct as determined by the Board of Directors to be adverse to the best interests of the Chapter;
3. Violation of the SN-ICC Code of Ethics that requires forfeiture of Chapter membership.

Except for item 1 above, the following due process procedure will be followed: If a member is determined by the Ethics Committee to have violated the SN-ICC Code of Ethics or engaged in conduct adverse to the best interests of the Chapter, the member shall be notified in writing and informed that they have sixty (60) days to make a written request to appear before the Ethics Committee for a hearing. The notice shall include a detailed outline of the charges from the Ethics Committee. If the Ethics Committee votes by a majority vote to rescind the member's membership, the member shall be notified in writing and informed that they have sixty (60) days to make a written request to appear before the Board of Directors for a formal hearing. The notice shall include a detailed outline of the charges from the Ethics Committee. If the Board of Directors votes by a majority vote to rescind the member's membership, the decision shall be final and effective immediately.

Article IV: Officers

Section 1 - Chapter Officers

The officers of the Chapter shall be: President, First Vice President, Second Vice President, Secretary/Treasurer and Immediate Past President. The officer positions of President, First Vice President, and Second Vice President shall be elected annually by a majority vote of Chapter voting members. The Secretary/Treasurer shall be appointed by the Board of Directors. Chapter officers shall be members in good standing of the Chapter.

Section 2 - Officer Eligibility

Only Government Members shall be eligible to serve as Chapter officers. When an officer ceases to be employed by a Government Jurisdiction established by these Bylaws, they will automatically be relieved from office, unless retired, in which case, they may serve out their elected term.

Section 3 - Nominating Committee

See Article VII, Section 6 for details on the Nominating Committee.

Section 4 - Election of Officers

The officers shall be elected to serve a one year term of office and the term of office shall begin January 1st.

EXCEPTION: The Secretary/Treasurer shall be appointed by the Board of Directors.

Section 5 - Officer Term Limits

No officer shall hold more than one office at a time and no member shall be eligible to serve more than two consecutive terms in the same office.

EXCEPTION: At the discretion of the Board of Directors, the Secretary/Treasurer may serve more than two consecutive terms.

Section 6 - Officer Vacancy

A vacancy in the office of President shall be filled by the First Vice-President. A vacancy in the office of First Vice President shall be filled by the Second Vice President. A vacancy in the office of the Second Vice President shall be filled by a majority vote of the membership present at any regular or special meeting. An appointment to serve an officer vacancy shall not be considered as a term for the purposes of the consecutive term limitation established in Section 5 of this Article.

EXCEPTION: The Secretary/Treasurer shall be appointed by the Board of Directors.

Section 7 - Duties of Officers

1. Duties of President. The President shall be the chief elected officer of the Chapter and preside at all business meetings of the Chapter and the Board of Directors. The President shall appoint all committee chairs subject to approval of the Board of Directors, call special meetings of the Board of Directors when deemed necessary, and be an ex officio non-voting member of all standing committees. The President shall serve as one of the three signatories authorized for Chapter bank accounts. The President shall file or caused to be filed with ICC an annual report in the designated ICC format. They shall have such other duties as are prescribed by these Bylaws and as may be required by their office, the Board of Directors or these Bylaws.
2. Duties of First Vice President. The First Vice President shall assist the President in his/her duties and in the absence of the President, shall assume the duties of the President, including any duties on any committee. The First Vice President shall serve as the Legislative Liaison and coordinate the activities of the Chapter related to review of, and response to, State legislation and have powers and perform other duties as may be prescribed by the Chapter President, the Board of Directors or these Bylaws.
3. Duties of Second Vice President. In the absence of both the President and First Vice President, the Second Vice President shall assume the duties of the President, including any duties on any committee. The Second Vice President shall have powers and perform other duties as may be prescribed by the Chapter President, the Board of Directors or these Bylaws.
4. Duties of the Secretary/Treasurer. The Secretary/Treasurer shall:

1. Keep, or cause to be kept, minutes of all meetings called by the President.
 2. Keep, or cause to be kept, a register showing the names and addresses of all Chapter members.
 3. Give or cause to be given, notice of all Chapter and committee meetings.
 4. Serve as one of the three signatories authorized for Chapter bank accounts.
 5. Review and approve expense claims submitted to the Chapter for reimbursement.
 6. Determine the financial status of the major expense accounts and their relation to the amounts budgeted by the Chapter, and to report all discrepancies promptly to the Board of Directors.
 7. Make a financial report at the annual business meeting and each quarter during a regularly scheduled Chapter meeting.
 8. Monitor the financial affairs of the Chapter.
 9. Coordinate and report an annual audit of the finances and assets of the Chapter.
 10. Have other powers and perform other duties as may be prescribed by the President, the Board of Directors or these Bylaws.
 11. Assist in the examination of the Chapter financial records as requested by the Financial Assets Oversight Committee.
5. Duties of the Past President. The Past President shall chair the Nominating Committee and shall serve in an advisory capacity to the President and the Board of Directors and take on assignments as requested by the President. The Past President shall serve as one of the three signatories authorized for Chapter bank accounts.

Section 8 - Removal from Office

If an officer or director is determined by a majority of the voting members of the Board of Directors to have failed to perform the duties of their office as specified in these Bylaws or to engage in conduct adverse to the best interests of the Chapter, the officer or director shall be notified in writing and informed that they have sixty (60) days to make a written request to appear before a special committee made up of three (3) past presidents of the Chapter, excluding the Immediate Past President, for a formal hearing. The notice shall include a detailed outline of the charges from the Board of Directors. If the special committee votes by a majority vote to remove the officer or director from office, the decision shall be final and effective immediately.

Issue: A due process clause is recommended to be added. Without it there are legal issues that could create problems in the future.

Article V: Meetings

Section 1 - Schedule of Regular Meetings

Regular meetings of the Chapter shall be held as determined by the Board of Directors.

Section 2 - Annual Business Meeting

The regular Chapter meeting in December shall be known as the Annual Business Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3 - Special Meetings

Special meetings may be called by the President or when requested by a majority of voting members of the Chapter or of the Board of Directors.

Section 4 – Quorum Requirements

Ten (10) Government Members in good standing representing two (2) or more local government jurisdictions of the Chapter shall constitute a quorum for any Chapter meeting.

Article VI: Board of Directors

Section 1 - Members of the Board of Directors

The Board of Directors shall include:

1. President
2. First Vice President
3. Second Vice President
4. Secretary/Treasurer
5. Immediate Past President
6. Two (2) Industry Associate Directors

All members of the Board of Directors are voting members of the Board. Members of the Board of Directors shall be members in good standing of the Chapter. The two (2) Industry Associate Directors shall be appointed by the officers of the Board of Directors and shall serve a staggered two-year term.

Section 2 - Affairs of the Chapter

Affairs of this Chapter shall be managed by the Board of Directors. Members of the Board of Directors must be residents of the State of Nevada and must be a current Government or Industry Associate Member in good standing. The Board of Directors shall adopt policies and procedures for the administration of the Chapter.

Section 3 - Board of Directors Meetings

The Board of Directors will meet at least once a quarter and at other times upon request by either the President, a majority of Chapter members or a majority the Board of Directors.

Section 4 - Annual Report

The Board of Directors shall render a full report in writing at each annual business meeting of the condition, interests, activities and accomplishments of the Chapter and making such recommendations with respect thereto as it deems appropriate.

Section 5 - Vacancies

For a vacancy of an Industry Member Director at Large, at the discretion of the officers of the Chapter, the Board of Directors shall select an interim Industry Member Director at Large. An appointment of an Industry Member Director at Large shall not be considered as a term for the purposes of the consecutive term limitation established in Section 5 of Article IV. Vacancies for all other positions on the Board of Directors shall be filled as specified in Article IV, Section 6.

Article VII: Standing Committees

Section 1 – Chapter Committees

The Board of Directors may implement special committees, as necessary to conduct business, in addition to these standing committees described herein. Each committee chair shall provide an activity report during each chapter meeting when requested by the Board of Directors. All volunteers on all Chapter committees, whether standing or ad hoc, must be members in good standing of the Chapter in order to have any voting privileges or receive any Chapter benefits.

Section 2 -- Code Development Committees

The Code Development Committees participate in the International Code Council code development process by performing the following functions:

1. Draft proposed changes for the Chapter for inclusion into the International Codes that are adopted in Southern Nevada. All proposed changes developed by the Committees will be submitted to the Board of Directors and emailed for review by Chapter members prior to submission to the International Code Council (ICC). The committees or the Board of Directors may, on its own, schedule hearings on the proposals and invite testimony from the Chapter members.
2. Review amendments proposed through the ICC consensus process. Position statements on such proposed amendments will be submitted to the Board of Directors

and emailed for review by Chapter members. The committee or the Board of Directors may, on its own, schedule hearings on the proposals and invite testimony from the Chapter members.

3. Represent the Chapter during the Southern Nevada/regional amendment process as a non-voting participant.

The President shall appoint a Chapter member as the Code Development Committee chair. The chair and/or committee members may be requested by the Board of Directors to attend the Code Development hearings to represent the Chapter's position.

Section 3 – Education Committee

The Education Committee is responsible for all Chapter educational efforts including planning, organizing and conducting the annual EduCode International Conference and EXPO and all other Chapter educational programs, including those conducted during the monthly chapter meetings. The President shall annually appoint an Education Committee chairperson or co-chairpersons and individual members to serve on the Education Committee. The First or Second Vice President shall serve on the Education Committee in the capacity designated by the President.

Section 4 – Ethics Committee

An Ethics Committee shall be nominated by the Board of Directors at its first regular Board meeting and ratified by a majority vote of the membership at the following regular Chapter meeting. The Committee shall be comprised of three members and shall not include a current officer of the Chapter. A Committee chair shall be selected by the Committee and be so recorded in their first meeting. The Ethics Committee shall meet at a minimum annually to complete a review of the Code of Ethics, submitting any recommended changes to the Chapter for adoption through majority vote. The Committee shall further meet as necessary for administration of the current adopted Code of Ethics. At least annually, the Ethics Committee shall conduct training of Chapter members on ethics, including a discussion of the Chapter Ethics Policy and Rules of Procedures for Enforcement.

Section 5 – Finance and Assets Review Committee

The Chapter President shall, at least every two years, appoint three Chapter members to serve on a Finance and Assets Review Committee to review the finances and assets of the Chapter and report its findings to the Chapter members. The President shall appoint a chairperson to the Finance and Assets Review Committee. No more than one member of the Board of Directors shall serve as a voting member of the Finance and Assets Review Committee. Upon every two years or upon vacation of the Secretary/Treasurer's office, the Board of Directors may authorize an external review of the books.

Section 6 - Nominating Committee

The Immediate Past President shall form a Nominating Committee that shall present a report with recommendations for individuals to fill the offices of President, First Vice President, Second Vice President and Secretary/Treasurer at the November Chapter meeting. The annual election of officers shall be conducted at the December Chapter meeting. Before the election at the regular meeting in December, additional nominations from the floor shall be permitted.

Section 7 - Public Outreach Committee

The Public Outreach Committee is responsible for all Chapter community outreach efforts including planning, organizing and conducting of events such as grants and scholarships, and all other applicable Chapter outreach programs that may benefit the public, with monthly updates reported to the Board of Directors and the Chapter. The President shall annually appoint a Public Outreach Committee chair or co-chairs to serve on the committee. The chair shall be a member of the Board of Directors.

Section 8 – Appointment of Committee Members

All committees and their Chairs, standing or special, shall be appointed by the President, with the exception of the Ethics Committee, as the Chapter or the Board of Directors shall from time to time deem necessary to carry on the work of the Chapter. The President shall be ex officio a member of all committees except the Nominating and the Ethics Committees.

Article VIII: Finances and Assets

Section 1 - Fiscal Year

The fiscal year of the Chapter shall be July 1 through June 30. The terms of office of the Board of Directors shall be based on a calendar year and the membership dues year shall be based on a calendar year.

Section 2 – Budgets and Appropriations

Prior to July 1st of every calendar year, the Board of Directors, by the concurring vote of a majority of the membership in attendance at the June Chapter meeting, shall adopt an annual budget showing in detail the anticipated income and expenditures of the Chapter for the immediately succeeding year.

Section 3 -- Authorization to Sign Checks

Three officers of the Chapter are authorized to be signatories for the Chapter bank accounts. They are the President, the Immediate Past President and the

Secretary/Treasurer. Only one signature is required on any check. No authorized signatory may sign any check made out to him/her self.

Section 4 – Expenditure Limitations

No member, officer, director, committee, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or on behalf of the Chapter, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or granted specific approval by the membership at a meeting of the Chapter.

The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceeds the estimated income of the Chapter for the year unless specifically authorized to do so by a two-thirds majority vote of the membership at a meeting of the Chapter, provided, however, that the Board of Directors may enter into leases to be funded with a portion of Chapter income in one or more calendar years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

Section 5 – Emergency Expenditure of Funds

In the event of an emergency or unusual circumstance, and the Board of Directors desires to expend unbudgeted funds in response to that emergency or unusual circumstance, and where there is insufficient time to obtain approval of the Chapter members before said expenditure, the Board of Directors, by a unanimous vote, is hereby authorized to expend Chapter funds in response to that emergency or unusual circumstance and report said expenditure to the membership at the next regular Chapter meeting..

Section 6 – Review of Financial and Assets Records

At appropriate intervals, but no greater than every two calendar years, the Board of Directors shall employ a firm or appoint a committee pursuant to Section 5 of Article VII of these Bylaws to prepare a compilation of the financial records and assets of the Chapter as the basis for a financial and asset report to the Chapter members. The report shall include an asset inventory of the bank and investment accounts of the Chapter, furniture, equipment, machines, books, codes, computers and any other items belonging to the Chapter, specifying the location of each asset and the Chapter member in responsible charge of the asset.

Article IX: Contract Services

In the event the Board of Directors determines that the need for specific services exceeds the capacity of Chapter member volunteers, the Board is empowered to enter into contracts with individuals or firms to provide those services. To the greatest extent

feasible, the Board shall develop a contract services selection process that will facilitate the participation of all qualified individuals and firms in a competitive selection process. The Board of Directors shall not enter into a contract for services with an individual or firm based upon a non-competitive selection process unless specifically approved by a majority vote of the Chapter members.

Article X: Liability, Indemnification and Insurance

Section 1 - Liability

In the absence of misconduct, civil or criminal violation, fraud or bad faith, the present and former officers, directors and persons acting in any other capacity at the request of the Chapter shall not be personally liable for its debts, obligations or liabilities.

Section 2 – Indemnification

If a present or former officer, director or person acting in good faith in any other capacity at the request of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the officer, director or other person of their duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors, by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such officer, director or person for all sums paid by them in the way of judgments, fines, settlements and reasonable expenses, including attorney fees actually and necessarily incurred, in conjunction with the action or proceeding.

Section 3 – Insurance

The Board of Directors may authorize the purchase and maintenance by the Chapter of such insurance on behalf of the present and former officers, directors and persons acting in any other capacity at the request of the Chapter as may protect them against any liability asserted against them in such capacity, whether or not the Chapter would have the power to indemnify such persons under applicable law.

Article XI: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chapter may adopt.

Article XII: Amendments

These bylaws may be amended at any regular meeting of the Chapter by a two-thirds vote of a quorum of Government Members in attendance, provided that the amendment has

been submitted in writing before, during or at the previous regular meeting. A copy of all bylaws amendments shall be forwarded to the International Code Council.

Passed and adopted this 8th day of October, 2015

Steve DiGiovanni, President _____

Majid Pakniat, 1st Vice President _____

Sam Palmer, 2nd Vice President _____

Al Ellis, Immediate Past President _____

David Goldstein, Industry Director _____

Nick Moriarty, Industry Director _____

Attest: Kevin McOsker, Secretary/Treasurer _____