



CONSTITUTION AND BY-LAWS

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CONSTITUTION AND BY-LAWS

ARTICLE I: NAME

This organization shall be known as the Oakland County Building Officials Association (OCBOA), hereinafter referred to as the "Association".

ARTICLE II: PURPOSE, MISSION AND AFFILIATION

Purpose. The purpose of the Association shall be: To promote professional and social fellowship and the spirit of co-operation among the members of this Association; To provide emergency preparedness planning and to serve as a resource for Oakland County Emergency Management Center; To provide educational services to its members; To give full cooperation to the officers of the Association for the betterment of the Association.

Mission Statement. It is the mission of the Oakland County Building Officials Association to combine our knowledge, skills, and resources in promoting the health, safety, and welfare of the citizens of the County and to serve as a resource for the Oakland County Emergency Response and Preparedness Center for the mutual assistance of our members in the event of an emergency.

Affiliation. This Association shall maintain an affiliation as a Chapter of the International Code Council, Inc. Country Club Hills, IL.

ARTICLE III: MEMBERSHIP

Section 1. Active Membership. Each active membership shall be limited to individual representatives from a governmental unit, department, division or bureau located within Oakland County, Michigan, and all governmental units within the counties whose boundary is abutting to, but outside, Oakland County (i.e. Lapeer, Genesee, Macomb, Wayne, Washtenaw and Livingston Counties and who is a registered code official with the State of Michigan and who is actively engaged as the building official or head building administrator, or his/her assistant, and who is responsible for the administration, formulation and enforcement of laws, ordinances, rules and regulations relating to construction, housing, zoning and related activities. The head building administrator from each governmental unit shall be responsible for determining who shall serve as active members from that unit. No unit shall have more than four (4) active members. Except as provided in Article V, Section 2, only active members shall be eligible to vote or hold office. No more than two (2) active members from a single community shall be allowed to hold office at any given time.

Section 2. Associate Membership. Associate membership shall be reserved for additional qualified members from Oakland County governmental units, and for those persons otherwise qualified under Section 1 of this article and all governmental units within the counties whose boundary is abutting to, but outside, Oakland County (i.e. Lapeer, Genesee, Macomb, Wayne, Washtenaw and Livingston Counties). Upon

approval of the Board of Directors, a current active or associate member who is transitioning between job positions may retain membership as an associate member.

Section 3. Honorary Membership. Honorary membership may be conferred upon an individual who has served the purposes and objectives of the Association as an active member, by vote of the active members at any regular meeting of the Association, upon the recommendation of the Executive Committee. Honorary members shall have the same privileges as associate members and shall be exempt from annual dues.

Section 4. Application for Membership. The Executive Committee shall prescribe the form of application for membership. No person shall be denied membership in this Association based on age, race, creed, color, political or religious affiliation, gender or sexual orientation.

Section 5. Shared Memberships Prohibited. The Board of Directors may revoke the membership of any member who is found sharing a membership. Sharing a membership is defined as a member who alternates the meeting attendance with a co-worker(s) from the same governmental unit, but only one (1) person is a member.

Section 6. Transfers. In the event a member in good standing leaves the Association, the Board of Directors reserves the right to transfer that membership to his or her replacement. Transfers will take place immediately upon Board approval.

ARTICLE IV: ASSOCIATION OFFICERS

Section 1. Titles. The elected officers of this Association shall be the President, Vice-President, Secretary/Treasurer and Program Chairperson, and shall be known as the Executive Committee.

Section 2. Duties. The duties of the elected officers of this Association shall be those normally fulfilled by persons bearing their respective titles and, in addition, those duties specifically set forth below:

- A. The President shall be the Chief Executive Officer of the Association, shall preside at all meetings and shall be the chairperson of the Board of Directors. The President shall decide all questions of order and appoint members of all standing and special committees.
- B. The Vice President shall be the vice president of the Association, vice chairperson of the Board of Directors, shall act in the capacity of President in the absence or disability of the President, and shall perform such other duties as the Board of Directors shall prescribe.
- C. The Secretary/Treasurer shall be the secretary of the Association, secretary of the Board of Directors, shall attend to all correspondence, record minutes of all

meetings, keep all records of the Association, ensure the membership is notified of all meetings, furnish the President with a list of all unfinished business and notify officers or members of their removal, suspension or expulsion. The Secretary/Treasurer shall further keep a record of the names, addresses and respective jurisdictions of all members of this Association, collect all dues and receive all monies due the Association and dispense funds as approved by the Board. He/she shall make a full financial report at each regular meeting and submit for inspection all books, records, papers and supplies in his or her possession annually and when ordered by the President or the Board of Directors. The Secretary/Treasurer shall keep a complete and accurate account of all monies collected and expended by this Association and maintain Association funds in an account in a financial institution where deposits are guaranteed by the Federal Deposit Insurance Corporation (FDIC).

- D. The Program Chairperson shall be responsible for the educational program of the Association. He or she shall make all the necessary arrangements for meeting places, schedule classes and seminars and assist the Secretary/Treasurer in providing notice of all meetings.

Section 3. Eligibility. Any active member in good standing shall be eligible for nomination and election and to hold office as an association officer.

Section 4. Term of Office. The term of all regularly elected Association Officers shall commence at the end of the December general membership meeting and shall serve through the next succeeding December general membership meeting.

Section 5. Election. Election of association officers shall be carried out in accordance with the provisions of this Constitution and By-Laws and the standing rules of the Nominating Committee.

Section 6. Succession of Officers. Upon the death, resignation, disqualification, suspension, or expulsion of an active member who is an officer of this Association, or upon the occurrence of a vacancy for any other reason, the following succession of officers shall be implemented; the President by the Vice-President; the Vice-President by the Secretary/Treasurer; the Secretary/Treasurer by the Program Chairperson; the Program Chairperson by appointment of the Nominating Committee with approval of the membership at the next regular meeting.

Section 7. Succession of Records. Each officer shall turn over to his or her successor all electronic records, books, papers, supplies and reports in his or her possession belonging to this Association within thirty (30) days after leaving office or when ordered to do so by the Board of Directors.

Section 8. Attendance. Officers who are absent for more than three (3) consecutive regular meetings without justification shall relinquish their position.

Section 9. Oath of Office. All officers shall be required to take the Oath of Office prescribed in Article VIII, before the membership at a regular or special meeting, prior to entering upon their duties.

Section 10. Emergency Powers. The Association Officers shall have emergency power to transact any business, provided such business for reason of time and expediency cannot be held over until the next regular meeting of the Association. The exercise of such powers shall only be by unanimous vote of those officer's present.

Section 11. Removal of Officers. Any officer, elected or appointed, may be removed upon written charges of activities detrimental to the Association, after a full hearing before the Executive Committee; followed by the affirmation vote of two thirds (2/3) majority of the membership present at a regular meeting or a special meeting called for that purpose.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Governing Body. The Board of Directors shall be the governing body of the Association, and shall have all powers necessary to conduct the Association's business and manage its affairs and property, in accordance with this Constitution and By-Laws.

- A) The Board of Directors may from time to time adopt policies, procedures and interpretations for the Association in order to conduct the Association's business.
- B) Each director shall be required to attend and take part at the meetings of the Board of Directors and perform such other duties as prescribed by the Association Officers.

Section 2. Board Members. The Board of Directors shall consist of the elected Executive Committee, plus the three (3) most recent Past Presidents of the Association. A minimum of two (2) of the Board of Directors shall be associated with a municipality located within Oakland County. In the event that a past president becomes an associate or honorary member he shall continue in his position as a voting board member and as a member of the nominating committee.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum for the purpose of transacting business. Concurrence of a majority of those present shall be sufficient to constitute action by the Board, except as otherwise provided in the Constitution and By-Laws.

Section 4. Officers. The elected association officers shall act in their respective capacities for the Board of Directors as well as for the Association.

Section 5. Board Meetings. The Board of Directors shall hold meetings as often as necessary, but special meetings may be called by the President, or upon written request

to the President by three (3) or more directors. All members in good standing shall have the right to attend meetings of the Board of Directors.

Section 6. Succession of Directors. Upon the death, resignation, disqualification, suspension, or expulsion of an active member who is a director of this Association, or upon the occurrence of a vacancy for any other reason, the following succession of directors shall be implemented; The three (3) most recent past Presidents of the Association that are in good standing and meet the qualifications of director.

Section 7. Removal of Director. Any director, elected or appointed, may be removed upon written charges of activities detrimental to the Association, after a full hearing before the executive committee; followed by the affirmation vote of two thirds (2/3) majority of the membership at a regular meeting or special meeting.

ARTICLE VI: COMMITTEES

Section 1. Standing Committees.

The standing committees of the Association shall be as follows:

The Nominating Committee. This committee shall consist of the three (3) most recent past presidents. The Nominating Committee shall interview prospective candidates for the Board of Directors and shall make recommendations to the membership. The recommendation shall be one (1) candidate for each elected office.

Section 2. Non-Standing Committees.

Creation and Elimination. The creation or elimination of a non-standing committee shall be approved by a two-thirds (2/3) majority vote of the membership present at a regular or special meeting.

Section 3. Committee Procedures.

- A. Duties. The functions and duties for standing committees shall be set forth in the Constitution and By-Laws. The functions and duties for other committees shall be established at the time the committee is created.
- B. Reports. The chairperson of each committee shall, at the December meeting and at other times when called upon by the President, give a full report of the activity by the committee.
- B. Appointment of Chairperson. The President shall appoint a chairperson for all committees.

- C. **Committee Members.** Each committee shall consist of a chairperson and a minimum of one (1) additional active member. All members shall be appointed by the President.
- D. **Authority.** Committees shall have the power to carry out all functions entrusted to them to the best of their ability, but shall be subject to specific direction of both the Board of Directors and the membership.

ARTICLE VII: ASSOCIATION MEETINGS

Section 1. Regular Meetings. Regular meetings of the Association shall be held monthly from September through June on the fourth Thursday, at a time and location established by the Board of Directors, except that the December meeting shall be the Annual Membership Meeting and the date, time and place shall be established by the Board of Directors.

Section 2. Special Meetings. Special meetings may be called by; 1) petition to the President of ten percent (10%) or more of the total active members of the Association in which case the President shall arrange a meeting within seven (7) days from the receipt of the petition or; 2) a majority of the Executive Committee at their discretion. The Secretary/Treasurer shall give each member notice of the time and place of such meeting not less than three (3) working days prior to the meeting date. The meeting shall take place within fourteen (14) days from date of petition receipt or request.

Section 3. Notices. Meeting notices may be sent by regular or electronic mail at the discretion of the Secretary/Treasurer or Program Director based on the members preference.

ARTICLE VIII: NOMINATION/ELECTION PROCEDURE & OATH

Section 1. Nominations and elections. Nominations and elections shall be conducted by the Nominating Committee in accordance with the rules as set forth under the Constitution and By-Laws. Nominations shall be taken by the Nominating Committee appointed by the President no later than November 1 of each year. Elections for office shall be held at the December membership meeting where the Nominating Committee shall present their recommendations and additional nominations may be made from the floor.

- A. All active members in good standing are eligible to be elected and can be nominated for any position. A member can be a candidate for more than one (1) elected position, but can only hold one (1) elected position each term. Any active member in good standing may vote during the election at the December meeting. In the event of a tie, the Nominating Committee's recommendation shall prevail.

- B. Election shall be by voice vote. Proxy votes will not be allowed. All elections will be carried out in accordance with the Constitution and By-Laws of this Association and those of the International Code Council (ICC).

Section 2. Oath of Office. All officers shall be formally installed before the general membership after being given the following oath of office by a representative of the ICC or the current, or a past, president of this Association:

“In the presence of the members of this Association here assembled, I do solemnly promise on my sacred honor to perform the duties of the office of (NAME OF OFFICE) faithfully, strictly and impartially to the best of my ability.”

ARTICLE IX: DUES

Annual dues, as established by the Board of Directors, and approved by the membership, shall be payable by the last day in December of each year and timely payment shall be a prerequisite to continuing membership in the Association. There will not be any pro-ration of dues

ARTICLE X: PROCEDURES

Robert's Rules of Order shall be the parliamentary authority used by the Association. The general order of business shall follow the outline below, unless altered by the President at the beginning of the meeting.

- A) Call Meeting to order
- B) Approval of the prior month's minutes
- C) Secretary/Treasurer's Reports
- D) Nominations and Elections (Annual Meeting only)
- E) Committee Reports
- F) Old Business
- G) New Business
- H) Adjourn Business Meeting
- I) Association Discussion or Guest Speaker

ARTICLE XI: AMENDMENT PROCEDURE

Amendment of the Constitution and By-laws shall be made as follows:

- 1) Each member in good standing shall receive a copy the proposed amendment(s) to the Constitution and By-laws not less than one (1) week prior to the meeting at which they will be discussed.
- 2) At the above referenced meeting the membership shall discuss the amendment(s) as proposed. If no changes to the proposed text are required, discussion can be closed and a vote taken. If changes are required, a copy of the new proposed amendment(s) shall be sent in accordance with paragraph 1, above. A two thirds (2/3) majority vote of the membership present, and in good standing, constitutes approval of the proposed changes.
- 3) Upon approval the President shall announce at the next regularly held meeting that the Association is now operating under the new rules and regulations of the amended Constitution and By-laws. A copy of the amended Constitution and By-Laws shall be submitted to the ICC with the annual report.

ARTICLE XII: DISSOLUTION PROCEDURE

Dissolution of the Association shall proceed as follows:

- 1) Dissolution may not occur unless ninety percent (90%) of the members in good standing vote to proceed with dissolution.
- 2) If the membership votes to proceed with dissolution, then a special meeting shall be set at the time of dissolution for the Association Officers, Board of Directors and any members in good standing who wish to attend, for the purpose of distributing remaining assets in accordance with the Internal Revenue Service regulations for non profit organizations.