

**Native American Code Officials  
Chapter of the International Code Council**

**CONSTITUTION/BYLAWS**

**ARTICLE I – NAME OF ORGANIZATION**

- 1.1 The name of this Organization shall be known as Native American Code Officials.
- 1.2 Where elsewhere in these bylaws the term “NACO” may be substituted for the full name.

**ARTICLE II - PURPOSES AND OBJECTIVES**

- 2.1 The Organization is established as a non-profit entity and is not organized for the private gain of any person. The Organization’s general purpose is to create a network of people to promote the objectives listed in the section 2.2
- 2.2 The objectives of this organization are:
  - 2.2.1 To promote the advancement of building code adoptions by Native American Tribal Nations.
  - 2.2.2 To support, organize, and participate in educational seminars and training programs relating to the specific needs of code officials working in Native American communities.
  - 2.2.3 To promote mentoring of Native American members to further their knowledge of code applications.
  - 2.2.4 To be dedicated to a process of continuous improvement for the members in a professional networking atmosphere.
  - 2.2.5 To secure a closer official and personal relationship among code developers and code enforcers throughout the country.
  - 2.2.6 To be active members of the code profession and industry, including the International Code Council and other organizations, and provide for a Native voice in code development, implementation, certification, training, and workforce development.
  - 2.2.7 To do all such other things as are incidental to, or desirable for, the attainment of the organization’s objectives.

**ARTICLE III – ORGANIZATION**

- 3.1 The Organization shall function on a national basis, making provisions for the state, regional, or local subchapters as deemed appropriate by the NACO Board of Directors. State, regional, or local subchapters shall parallel the structure of the Organization, establishing bylaws compatible with those of the Organization and in support of the Organization's purposes and responsibilities. Such bylaws shall be approved by the Board of Directors of the Organization.
  - 3.1.1 Nothing in these bylaws is intended to prohibit the formation of organizations at a more local level. If such organizations are formed and they are to be affiliated with the Organization, they shall support and be compatible with the structure of the Organization.

- 3.1.2 The delineation of geographical boundaries for state, regional or local chapters shall be as set forth by the Board of Directors on an individual basis. Changes to boundaries shall be requested in writing to the President and approved by a majority vote of the Organization Board of Directors.

#### **ARTICLE IV – SUBCHAPTERS**

- 4.1 Definition of Subchapters. Subchapters shall be state, regional, or local chapters chartered by the Organization to further the purposes to which the Organization is dedicated.
- 4.2 Establishment of Subchapters. The Board is authorized to charter a Subchapter in any area within the domain of the Organization, thereby conferring on said Subchapter the right to use the name and logo of the Organization and to be known as a Subchapter of the Organization; provided, however, such Subchapter agrees to abide by the regulations and requirements for the conduct of members of the Organization as provided in these bylaws and as adopted from time to time by the Board.
  - 4.2.1 Issuance of a Subchapter shall be contingent upon approval by the Board of the proposed Subchapter's bylaws. The Board shall accept and approve only those proposed Subchapter's bylaws which are consistent with the provisions of the Organization bylaws.
  - 4.2.2 Subchapters shall submit for approval from the Board of Directors the Organization's name.
- 4.3 Minimum Membership Requirements of Subchapters. The Board may charter a Subchapter if a minimum of five members or prospective members of the Organization, at least one of whom is or will be voting Members, have pledged themselves to join the Subchapter should it be chartered, have petitioned the Board in writing to charter said Subchapter, and have transmitted a petition and proposed Subchapter bylaws to the Board.
- 4.4 Withdrawal of Subchapter Charters. The Board is authorized to withdraw from any Subchapter its charter for being unable to meet the requirements of these bylaws or for being unable to maintain a membership of not less than five Members of the Subchapter in the opinion of the Board which is prejudicial to the welfare, interest or character of the Organization; provided however, that notice in writing together with a copy of the reason or reasons for intention to withdraw shall have been sent to all voting members of the Organization in good standing who are members of record in the Subchapter, and to the Subchapter Board, at least twenty days before the meeting of the Board when such action shall be considered. Any Subchapter member or members may appear before the Board at said meeting in defense of charges leading to the intention to withdraw. The majority decision of the Board shall be final.

#### **ARTICLE V - MEMBERSHIP**

- 5.1 There shall be the following categories of membership.
  - 5.1.1 Tribal Nation Member: Any Native American Tribal Nation may apply for Tribal Nation Membership upon the petition of the tribal government. A Tribal Nation Member may designate government employees of the tribe to serve on any eligible committee. A Tribal Nation Member may designate a government employee of the tribe for the purpose of casting the tribe's vote on Organization matters. Any elected leader of the tribe's executive and legislative branch may serve on the Organization's Tribal Leaders Advisory Council.
  - 5.1.2 Inter-Tribal / Native Non-Profit Member: Any Inter-Tribal / Native American Non-Profit

may apply for Inter-Tribal / Native American Non-Profit Membership. An Inter-Tribal / Native American Non-Profit Member may designate employees to serve on any eligible committee. An Inter-Tribal / Native American Non-Profit Member may designate an employee for the purpose of casting its vote on Organization matters.

- 5.1.3 Individual Member: Any person working for or with a Native American Tribal Nation in the enactment or advancement of tribal building codes and the objectives of the Organization may apply for Individual Membership. An Individual Member may serve on any eligible committee and vote on Organization matters. An Individual Member who is an enrolled member of a Native American Tribal Nation shall be allowed to run for election as an officer or member of Board of Directors. Any Individual Member who has been designated as an Elder of their respective tribe may serve on the Organization's Tribal Elders Advisory Council.
  - 5.1.4 Associate Member: Any person not working for or with a Native American Tribal Nation in the enactment or advancement of tribal building codes but who wishes to advance the objectives of the Organization may apply for Associate Membership. An Associate Member may serve on any eligible committees but shall not be allowed to hold office or vote on Organization matters.
  - 5.1.5 Corporate Member: Any non-person entity working for or with a Native American Tribal Nation in the enactment or advancement of tribal building codes and the objectives of the Organization may apply for Corporate Membership. A Corporate Member may designate a corporate employee to serve on any eligible committees but shall not be allowed to hold office or vote on Organization matters.
  - 5.1.6 Student Member: Any person who is a student in secondary, post-secondary, vocational, or trade school who wishes to advance the objectives of the Organization may apply for Student Membership. A Student Member may serve on any eligible committees but shall not be allowed to hold office or vote on Organization matters.
  - 5.1.7 Honorary Member: Upon recommendation of the Board of Directors and majority vote of the member eligible to vote at in attendance at a scheduled membership meeting, the Organization may confer Honorary Membership on an individual for outstanding serve to the Organization and Indian Country. An Honorary Member may serve on any eligible committee but may not hold office or vote on Organization matters.
  - 5.1.8 All applications shall be submitted to the Board of Directors, and the Board of Directors retains the sole authority to approve an application for membership.
- 5.2 Application for Membership. A completed and signed Organization application form with fees covering the current year's dues. Upon receipt, the Secretary shall process the application and update the membership roster accordingly.
  - 5.3 Membership Dues.
    - 5.3.1 The initial annual membership dues for each category of membership of the Organization shall be established by resolution of the Board of Directors. Any subsequent increase in annual membership dues shall be established by resolution of the Board of Directors and subject to approval by a majority of the eligible voting members present at an official meeting of the Organization. The Organization may consider a reduced dues amount for tribal government employees and a reduced dues amount or dues waiver for Elders.

- 5.3.2 Subchapter Membership Dues. The annual membership dues of the subchapter shall be in an amount established by resolution by both the Organization and the subchapter.
  - 5.3.3 Dues shall be due on October 1st of each calendar year. For new members coming into the Organization in the last three months of the due years, the membership fee shall also cover the following full year's dues.
  - 5.3.4 Each member of the Organization will be billed once a year by the Treasurer. Dues must be paid before November 1 to retain membership.
  - 5.3.5 Any member not paying their dues for a period of more than one (1) year shall be reported by the Secretary to the Board of Directors for dismissal from membership of the Organization.
  - 5.3.6 The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article II.
  - 5.3.7 Members whose dues are current shall be considered in good standing.
- 5.4 Conduct
- 5.4.1 Any members of this Organization who is charged with conduct unbecoming may result in loss of membership as voted by the NACO Executive Board.
  - 5.4.2 No member shall utilize the Organization name for private gain.
  - 5.4.3 Neither members nor officers shall receive any fee, salary, or remuneration of any kind for their services as officers, provided, however, that officers may be reimbursed for reasonable expenses incurred with approval of the board upon presentation of vouchers.
- 5.5 Termination of Membership. Any person may resign from the Organization by giving written notice. Withdrawal or resignation from this Organization shall not be deemed to waive liability for the payment of any dues or other amount owed to this Organization at the effective date of such withdrawal or resignation. Membership is not transferable. All rights and privileges of any individual serving as an officer, trustee or other position with the Organization shall be forfeited upon termination of membership.

## **ARTICLE VI – SUPPORTING SPONSORS**

- 6.1 The annual supporting sponsorship categories and the sponsorship fees for each category of supporting sponsors of the Organization shall be established by resolution of the Board of Directors.

## **ARTICLE VII - ELECTIONS**

- 7.1 An election meeting shall be held in conjunction with the Organization's Annual Summit, Annual Membership Meeting, the International Code Council Annual Business Meeting, or at a Special Meeting of the Organization. Elections shall occur every other year, beginning with the first election conducted by the membership. The date and place of such meeting shall be determined by the NACO Board of Directors and announced to each member by the secretary by e-mail at least two weeks prior to the time of such meeting. The said announcement shall include the names of all nominees with a statement that these nominations will be voted on at the election meeting. Votes

shall be counted only for candidates placed in nomination at the nomination day meeting or any nomination made from the floor at this meeting. All meetings may be live streamed to allow all members to participate. The NACO Board of Directors may authorize a virtual meeting in lieu of an in-person meeting due to unforeseen circumstances.

- 7.2 Officers and members of the Board of Directors shall be elected by a majority vote of the voting membership physically present in-person at the election meeting of this Organization. Election of officers and members of the Board of Directors will be held during the business session of the election meeting, and their term of office shall be at the conclusion of the election meeting and shall serve until adjournment of the next election meeting or until their successors are duly elected and qualified. All officers and members of the Board of Directors shall be enrolled members of a Native American Tribal Nation. If the election meeting is held virtually in lieu of in-person due to unforeseen circumstances, then members must be virtually present to vote and votes must be sent and received during the allotted time period. The Board of Directors shall be the sole determinate of the method of receiving a virtual vote.
- 7.3 In the case of a vacancy on the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors until the next annual meeting.

#### **ARTICLE VIII - VOTING**

- 8.1 Each member present, which has the right to vote at a meeting of members, shall be entitled to one vote.
- 8.2 No member may vote by proxy or absentee ballot.
- 8.3 Upon motion duly made, seconded, and voted by a majority of members present and voting, the vote upon any question or election shall be cast by ballot.
- 8.4 Any eligible member may waive their right to vote on any matter.
- 8.5 Voting may include the use of voice, email, fax, written ballot, or text other forms as approved by the Board, except that a voting member must be physically present at an in-person meeting or virtually present at a virtual election meeting held in lieu of an in-person election meeting at an election meeting to vote.

#### **ARTICLE IX – ANNUAL MEETING**

- 9.1 There shall be an annual meeting of the members. The annual meeting may be held in conjunction with the Organization's Annual Summit, Annual Membership Meeting, the International Code Council Annual Business Meeting, or at a Special Meeting of the Organization
- 9.2 Purposes for which an annual meeting is to be held, additional to those prescribed by law, and by these bylaws, may be specified by the President, or by one or more members who are entitled to vote at the meeting.
- 9.3 If such annual meeting is canceled on the day scheduled, a special meeting of the members may be held in place of, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case, all references in these bylaws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call. All meetings may be live-streamed to allow all members to participate, however a member must be physically present at an in-person election

meeting to vote or virtually present at a virtual election meeting held in lieu of an in-person election meeting to vote. NACO Board of Directors may authorize a virtual meeting in lieu of in person due to unforeseen circumstances.

## **ARTICLE X - SPECIAL MEETINGS**

- 10.1 A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors then in office. A special meeting of the members shall be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by some other officer, upon written application of five or more members. Such call shall state the time, place, and purposes of the meeting.
- 10.2 Assent in Lieu of Members Meeting: Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the records of the meetings of members. Such assent shall be treated for all purposes as a vote at a meeting.
- 10.3 Place of Meeting: Any special meeting of the members held in place of the annual meeting, and any other special meeting of the members, shall be held at such place as is stated in the call. Any adjourned session of any annual or special meetings of the members shall be held at such place as is designated in the vote of adjournment.
- 10.4 Quorum: At any meeting of the members, a quorum for the election of any officer, or for the consideration of any question shall be ten (10) voting members. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum for an election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law or by these bylaws. When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question except in any case where a larger vote is required by law or by these bylaws.

## **ARTICLE XI - MEETINGS**

- 11.1 This organization shall meet in conjunction with the International Code Council Annual Business Meeting at a time and place determined by the Board of Directors, and such meetings shall begin promptly and close promptly at the regular set time.
- 11.2 The regular meetings shall be devoted to the theory, promotion, and practice of the principles of code enforcement and standards, and the purposes and objectives of the organization. Each meeting may contain a program for the continuing education of the membership or a service day.
- 11.3 Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the bylaws.

## **ARTICLE XII - OFFICERS**

- 12.1 Officers: The Officers of this Organization shall consist of a President, Vice President, and Secretary/Treasurer (elected from the Active Members roster) and the Immediate Past President eligible. Such Officers shall hold office for a period of two years beginning at the conclusion of the election meeting and shall serve until adjournment of the next election meeting, or until their

successors are duly elected and qualified. Officers' tenure shall be limited to two terms in each office. All officers and members of the Board of Directors shall be enrolled members of a Native American Tribal Nation.

- 12.2 Duties of President: The President shall preside at all meetings of this Organization and shall appoint or replace all chairpersons and members of committees not otherwise specifically provided for herein. The President shall perform all other and such usual duties as are performed by the President of a corporation. The President shall, with the approval of the Board of Directors, have the power to appoint a corresponding secretary to assist in the performance of the President's duties.
- 12.3 Duties of Vice President: The Vice President shall act and perform the duties of the President during the latter's absence from any meetings of this Organization or the Board of Directors, or by vote of the Board of Directors in case of disability of the President, and shall assist the President in the conduct of the office of President.
- 12.4 Duties of Secretary/Treasurer: The Secretary/Treasurer shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, receiving and disbursing funds, supervising financial affairs, approving expenditures as provided by resolution of the Board of Directors, and performing such official duties of a Secretary/Treasurer of a corporation.
- 12.5 Duties of Immediate Past President: The Immediate Past President shall serve as Chairperson of the Nominations Committee and shall, when called upon, give advice and counsel to the Officers and Board of Directors.
- 12.6 Executive Committee: There shall be an Executive Committee, which shall consist of the President, Vice President, Secretary/Treasurer, and Immediate Past President, and which shall have authority to act in such matters as are specifically delegated by the Board of Directors. The Executive Committee shall meet at least quarterly at a date and place designated by the President and shall have authority to take such action as they deem prudent in the furtherance of the general objectives of this Organization, reporting such actions to the NACO Membership at its next meeting.
- 12.7 A majority of the officers and directors elected shall constitute a quorum at any meeting of the Board of Directors.
- 12.8 The officers and the executive board shall always act on behalf of the Organization.
- 12.9 The same person may not hold more than one office.

### **ARTICLE XIII - BOARD OF DIRECTORS**

- 13.1 Initial Governing Body - Subject to the limitations of the Certificate of Incorporation, these bylaws and the laws of the State of South Dakota, all corporate powers shall be exercised by the Board of Directors. The Initial Board of Directors shall be composed of the five (5) incorporating directors of the Organization identified in the Articles of Incorporation filed with the Secretary of State of the State of South Dakota on December 22, 2023. The Initial Board of Directors shall vote on: a President, Vice President, Secretary/Treasurer; and two (2) Directors-at-Large consisting of the initial incorporating directors of the Organization. All officers and members of the Board of Directors shall be enrolled members of a Native American Tribal Nation.
- 13.2 First Elected Governing Body - Subject to the limitations of the Certificate of Incorporation, these bylaws and the laws of the State of South Dakota, all corporate powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following: President, Vice

President, Secretary/Treasurer, and four (4) Directors-at-Large. All members of the Board of Directors, except as provided in the bylaws, shall be elected for a term of two (2) years. All officers and members of the Board of Directors shall be enrolled members of a Native American Tribal Nation.

- 13.3 Subsequent Governing Body - Subject to the limitations of the Certificate of Incorporation, these bylaws, and the laws of the State of South Dakota, all corporate powers shall be exercised by the Board of Directors. The Board of Directors shall be composed of the following: President, Vice President, Secretary/Treasurer, the most Immediate Past President eligible, four (4) Directors-at-Large, and three (3) Directors, one elected from each Region (“Regional Directors”). All members of the Board of Directors, except as provided in the bylaws, shall be elected for a term of two years, and shall not serve for more than two full terms. However, nothing in this section shall preclude a Director initially appointed to a one- or two-year term, or appointed or elected to fill an unexpired term, from being elected to two subsequent full terms. All officers and members of the Board of Directors shall be enrolled members of a Native American Tribal Nation.
- 13.4 Regions – For the purpose of Regional Directors, the following Regions are established:
- 13.4.1 Eastern Region – Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and West Virginia.
- 13.4.2 Central Region – Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, and Wisconsin.
- 13.4.3 Western Region – Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Texas, Utah, Washington, and Wyoming,
- 13.5 The duties of the Board of Directors shall be as follows:
- 13.5.1 It shall authorize all expenditures and shall not create any indebtedness beyond the income of the Organization, nor disburse funds for purposes nonessential to the objectives of the Organization.
- 13.5.2 A majority vote of the Board of Directors shall govern, except where otherwise provided. The Board of Directors shall have the power to overrule or modify the action of any officers of the organization.
- 13.5.3 It shall determine the date, time, and place of the annual nomination and election meeting and shall instruct the secretary/treasurer to issue the call for such meeting.
- 13.5.4 It shall hold such meetings as deemed necessary for the administration of its duties.
- 13.5.5 It shall hold special meetings when called by the President, or by written request of five members of the organization.
- 13.5.6 It shall designate a bank or banks for deposit of funds.
- 13.5.7 It shall receive advisory committee and advisory council reports and recommendations, and shall submit to the Organization at regular meetings recommendations which it has approved.

- 13.6 Board members shall sign and adhere to the Code of Conduct for Board Members of the Native American Code Officials.

#### **ARTICLE XIV- ADVISORY COMMITTEES AND ADVISORY COUNCILS**

- 14.1 Advisory Committees and Advisory Councils shall nominate a Chair. The Advisory Committee/Council Chairs shall provide a written monthly report to the Board of Directors. The Advisory Council Chairs shall provide a written report at the request of the Board of Directors. The President, with the consent of the Board of Directors, shall appoint a liaison to each Advisory Committee and Advisory Council from the Board of Directors. There may be the following standing advisory committees and advisory councils appointed by the President:
- 14.1.1 Membership Advisory Committee: This advisory committee shall endeavor to have all eligible building officials, code administrators, and appropriate members of ICC, as well as members defined in 5.1.1 through 5.1.5, to become members of NACO.
- 14.1.2 The Finance and Auditing Advisory Committee: This advisory committee shall consist of not less than three (3) people and shall be appointed by the President with the consent of the Board of Directors. This advisory committee shall audit the books of NACO prior to each annual meeting as submitted by the Secretary/Treasurer. A written report of the audit shall be made a matter of record and signed by all advisory committee members.
- 14.1.3 Code Review Advisory Committee: This advisory committee shall consist of not less than five (5) members appointed by the President with the consent of the Board of Directors. This advisory committee shall review any existing or proposed code provisions and formulate changes or additions which they feel are necessary. If directed by the Organization or Executive Committee, the advisory committee shall pursue the implementation of such proposed changes or additions.
- 14.1.4 Nominations Advisory Committee: This advisory committee shall consist of not less than three (3) members who are eligible to vote, one of whom is the Immediate Past President, appointed by the President with the consent of the Board of Directors. The advisory committee shall prepare a report listing nominees for each office and for the Board. The report of the nominating advisory committee shall be submitted to the chapter either at a monthly meeting or via email or mail no later than 60 days prior to the election meeting. This committee shall be established at least 90 days prior to the election meeting.
- 14.1.5 Summit and Curriculum Advisory Committee: This advisory committee shall consist of no less than (3) members appointed by the President with the consent of the Board of Directors. The advisory committee shall work on the planning and content of the annual summit, other conferences, and the curriculum for training sessions.
- 14.1.6 Training and Workforce Development Advisory Committee; This advisory committee shall consist of no less than (3) members appointed by the President with the consent of the Board of Directors. The advisory committee shall work on training, career development, and workforce development for members and those wishing to enter the code and construction profession.
- 14.1.7 Tribal Nation, Inter-Tribal Associations, and Native American Non-Profit Outreach Advisory Committee: This advisory committee shall consist of no less than (3) members appointed by the President with the consent of the Board of Directors. The advisory

committee shall work to build supportive collaborative relationships with Tribal Nations, Inter-Tribal Associations, and Native American Non-Profits, including but not limited to, those tribes and entities promoting sovereignty, self-determination, economic independence, energy independence, affordable housing, resiliency, health, safety, economic development, workforce development, financing, Elder care, and adult and youth education.

14.1.8 Tribal Leaders Advisory Council. Membership of this advisory council shall be open to any elected tribal leader of the executive or legislative branch of the tribal government of a Tribal Nation Member of the Organization, The Tribal Leaders Advisory Council shall provide guidance and wisdom to the Officers, Board of Directors, committees and membership of this Organization in the execution and further development of the Organization's goals and objectives.

14.1.9 Tribal Elders Advisory Council. Membership of this advisory council shall be open to any member of the Organization who has been designated as an Elder by and of their respective tribal nation. The Tribal Elders Advisory Council shall provide guidance and wisdom to the Officers, Board of Directors, committees, and membership of this Organization in the execution and further development of the Organization's goals and objectives.

14.2 The President, with the consent of the Board of Directors, shall create such other advisory committees and advisory councils as he or she deems necessary, or as directed by the Board of Directors. Said committees and advisory councils, upon creation, shall be given a specific charge and a specific function to perform.

14.3 Advisory committee members shall sign and adhere to the Code of Conduct for Advisory Committees of the Native American Code Officials.

#### **ARTICLE XV - ORGANIZATION ACTIVITIES**

15.1 The Organization shall not directly or indirectly sponsor legislation or proposals pertaining to general tribal nation policy. All proposals on such matters shall take the form of recommendations to the Executive Committee.

15.2 It shall be the right of this Organization to communicate with any person or organization in pursuit of its objectives on matters that are not in direct conflict with Section 1.

#### **ARTICLE XVI - CODE OF ETHICS**

16.1 A member of the Native American Code Officials shall:

16.1.1 Place public safety above all other interests.

16.1.2 Place public interest above individual, group or special interest and shall consider their profession as an opportunity to serve society. Membership status shall not be used as a means of individual public political endorsement.

16.1.3 Maintain the highest standards of integrity.

16.1.4 Treat all people courteously, equally, and fairly.

16.1.5 Always conduct themselves in such a manner as to create respect for themselves and the

jurisdiction they represent and the Native American Code Officials.

- 16.1.6 Refrain from the use of their positions to secure advantage or favor for themselves, their family, or their friends.
  - 16.1.7 Refrain from representing any private interest in business or technical affairs of the organization.
  - 16.1.8 Refrain from using unfair means to secure an advantage in the organization or to knowingly injure any individual, company, or Organization to gain such advantage.
  - 16.1.9 Not accept, nor offer, any gift, favor or service that might tend to influence them in the discharge of their duties.
  - 16.1.10 Execute their contacts with other members of the organization in a spirit of fairness with loyalty and fidelity to the aims and purposes of the Native American Code Officials.
- 16.2 Any violation of the above sections may be brought to the attention of the Board of Directors. After an investigation of the complaint, the Board of Directors may recommend to the general membership expulsion from this Organization. Expulsion to be determined by majority vote at the next regularly scheduled meeting. A member expelled from this Organization will no longer be a voting member, nor be allowed to participate in any Organization-sponsored activity. An individual expelled from this Organization shall not be allowed to rejoin this Organization for a period of twelve months from the expulsion, and until the general membership votes to approve the reinstatement.

#### **ARTICLE XVII - EXECUTION OF PAPERS**

- 17.1 Except as the Executive Committee may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Organization shall be signed by the President and Treasurer.

#### **ARTICLE XVIII - DISSOLUTION**

- 18.1 The Native American Code Officials may be dissolved only by action of the Board of Directors of the Organization. Action may be initiated by the Board of Directors or in response to a petition from the membership. A petition for the dissolution shall be made only at an annual meeting by a majority vote of the voting members present. No proposition for dissolution shall be acted upon unless written notice thereof has been given to the Secretary at least sixty (60) days prior to the meeting. A copy or summary of such proposition shall be sent to every member of Native American Code Officials at least thirty (30) days before the date of the next annual meeting in which the petition is to be voted upon. No action shall be taken by the Board of Directors on their own initiative to dissolve the Native American Code Officials without notice thereof being sent to every member of the Native American Code Officials at least thirty (30) days before the date of the next annual meeting at which such proposal of the Board of Directors shall be discussed and the recommendations of the Native American Code Officials formulated.

#### **ARTICLE XIX - DISBURSEMENT OF FUNDS**

- 19.1 In the event this Organization is disbanded and/or dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor International Code Council

Chapter or a related organization, as voted by a majority of the voting membership which meet the purposes of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE XX - PROPERTY AND TRUST**

- 20.1 Any real property which may be obtained by the Organization, and savings accounts, bonds, or like investments, and all property given to or held by it in trust for purposes of the Organization shall be controlled and managed by the Executive Committee.

#### **ARTICLE XXI – ADOPTION OF BYLAWS**

- 21.1 The initial bylaws shall be adopted by a majority vote of the Initial Board of Directors, which consists of the five (5) incorporating directors of the Organization identified in the Articles of Incorporation filed with the Secretary of State of the State of South Dakota on December 22, 2023.
- 21.2 Said Initial bylaws were voted on and adopted by the Initial Board of Directors on December 22, 2025, and became effective immediately.

#### **ARTICLE XXII - AMENDMENTS**

- 22.1 Amendments to the constitution and bylaws may be proposed by the Executive Committee or by written petition by twenty (20) percent of the eligible voting membership.
- 22.2 These bylaws may be altered, amended or repealed at any legal meeting of the members entitled to vote by a vote representing a super-majority of sixty (60) percent of the members present and voting; provided a minimum 30 days' notice is given in the call for the meeting that an alteration, amendment or repeal of the bylaws will be proposed and said proposed language is provided along with the notice.