

Bylaws of Western Washington Chapter of the International Code Council

2018 Revised Edition (1st Printing)

ARTICLE 1 - DEFINITIONS

For purposes of these Bylaws, the following terms shall have the meaning set forth below.

- 1.1 **Articles.** The Articles of Incorporation for the Corporation filed on January 16, 1992, as may be amended from time to time.
- 1.2 **Associate Member.** Representatives of industry, engineers, architects and other individuals interested in the goals of the Corporation.
 - 1.2.1 Associate Member application must be sponsored by Class A or Class B member and limited to Available Associate Membership positions.
 - 1.2.2 Available Associate Membership positions shall be limited to one third annual number of members in good standing.
- 1.3 **Board.** The Board of Directors as established by the Articles.
- 1.4 **Bylaws.** These Bylaws for the Corporation as later amended or modified.
- 1.5 **Class A Member.** An authorized representative of a state, county or municipal government agency engaged in the administration and enforcement of building codes and related ordinances.
- 1.6 **Class B Member.** An employee (inspector, plans examiner, support staff, technician, etc.) of a state, county, or municipal government agency, other than a Class A Member who has been designated as such by a Class A Member. This term also includes students engaged in studying more than twelve hours per week.
- 1.7 **Corporation.** Western Washington Chapter of the International Code Council, a Washington Non-Profit Corporation.
- 1.8 **Direct or Indirect Interest.** A Director or an Officer who:

- 1.8.1 **Direct**. Deals directly with the Corporation on an individual basis and not in his/her capacity as a Director, Officer and/or employee; or
- 1.8.2 **Indirect**. Having one of the following relationships with an entity that deals directly with the Corporation: owner, director, officer, employee, material ownership interest, partner, trustees or other financial interest coupled with control or management to any degree except ownership of less than One Percent (1%) of value of the entity with no other position with regard to that entity. Ownership of closely related individuals may be attributed for these purposes. *For the purpose of this section, closely related individual shall mean a grandparent, parent, sibling, spouse or significant other recognized by law as a marriage partner and a grandparent, parent, or sibling of said spouse or significant other.*
- 1.9 **Director**. An individual member of the Board.
- 1.10 **Honorary Member**. Individuals who have rendered outstanding and meritorious service in the furtherance of the objective of the Corporation.
- 1.11 **ICC**. The International Code Council
- 1.12 **Member**. A voting member of the Corporation as defined in the Bylaws and the Articles.
- 1.13 **Officer**. An officer or agent of the Corporation.

ARTICLE 2 - OFFICES

- 2.1 **Registered Office**. The registered office of the Corporation shall be located in the State of Washington at such location as determined by the Board. Any change shall be effective upon filing notice of the change with the Secretary of State of the State of Washington.
- 2.2 **Registered Agent**. The initial registered agent was selected in the Articles. The Board may from time to time replace the registered agent, which change shall be effective upon the filing of notice of the change with the office of the Secretary of State of the State of Washington.
- 2.3 **Other offices**. The Corporation may have other offices within or without the State of Washington at such location(s) as determined by the Board.

ARTICLE 3 – MEMBERSHIP / MEETINGS

- 3.1 **Standing.** A Member shall be deemed to be in good standing if such Member is current in all financial obligations with regard to the Corporation.
- 3.2 **Regular Meeting.**
- 3.2.1 **Time Period.** There shall be a regular monthly meeting of the Members on the third (3rd) Thursday of each month, except for June, July and August. If a regular meeting conflicts with the national ICC or WABO Business Meetings, a national holiday, or a religious day of observance, the Members at the prior meeting shall vote to either change the meeting date or to cancel the meeting. The annual meeting of Members shall be held on the third (3rd) Thursday of May. If the annual meeting of the Members is not held within any thirteen (13) month period, the Superior Court of the State of Washington may, on the application of any Member for a Writ of Mandamus, summarily order a meeting to be held.
- 3.2.2 **Purpose - Annual Meeting.** The annual meeting of Members is for the purpose of electing directors, reviewing the affairs of the Corporation over the preceding year, and covering such other matters as may properly come before the meeting.
- 3.2.3 **Order of Business.** At all regular meetings of Members, the order of business shall be as follows:
- 3.2.3.1 Calling the meeting to order;
 - 3.2.3.2 Introduction of Members and guests;
 - 3.2.3.3 Roll call of officers;
 - 3.2.3.4 Proof of due notice of meeting (or filing waiver)
 - 3.2.3.5 Announcement of a quorum;
 - 3.2.3.6 Reading and approval of minutes of the previous meeting;
 - 3.2.3.7 Announcements;
 - 3.2.3.8 Reports of Officers;
 - 3.2.3.9 Reports of committees;
 - 3.2.3.10 Programs;

- 3.2.3.11 Old or unfinished business
- 3.2.3.12 New business;
- 3.2.3.13 Election of Officers (Annual Meeting);
- 3.2.3.14 Installation of Officers (Annual Meeting);
- 3.2.3.15 Approval of budget (when presented to the Members);
- 3.2.3.16 Adjournment.

3.3 **Special Meetings**

- 3.3.1 Purpose. Special meetings of the Members may be called for any purpose.
- 3.3.2 How Called. Special meetings may be called at any time by:
 - 3.3.2.1 The President; or
 - 3.3.2.2 A majority of the Members.

3.4 **Meeting Place /Procedures**

- 3.4.1 Meeting Place. All meetings of Members shall be held at such place as determined by the Vice President or by a majority vote of the Members at the previous meeting. The notice for each meeting shall state the place at which the meeting shall be held. The meeting shall be so located as to encourage maximum opportunity for Members to attend.
- 3.4.2 Rules of Order. The rules contained in the most recent edition of Roberts Rules of Order, Revised, shall govern all meetings, where those rules are not inconsistent with the Articles, Bylaws, or special rules of order of the Corporation.
- 3.4.3 Use of Communication Equipment. Members may participate in a meeting of Members by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, or by other electronic media which attain the same end, when approved by the board. Participation by such means shall constitute presence in person at a meeting.

- 3.4.4 Action by Members Without a Meeting. The Members may take any action required or which may be taken at a meeting of Members without a meeting if consented to in writing, or by electronic media, which attain the same end, when approved by the board. The consent must set forth the action to be taken and must be signed by all of the Members entitled to vote with respect to the subject matter thereof. The properly executed consent has the same force and effect as a unanimous vote of Members.
- 3.4.5 Adjournment. Any meeting may be adjourned from time to time provided that the non-attending Members receive notice of the time and place of the resumption of the meeting.

3.5 Notice.

- 3.5.1 Annual Meeting. At least ten (10) days but not more than fifty (50) days prior to the annual meeting of Members, each Member of record entitled to vote at such meeting shall receive notice. The notice shall set forth the time and place of the meeting and shall specify any special business that may be brought up at the meeting. The notice shall be given by delivering it by E-mail to the last known address of the member.
- 3.5.2 Monthly Meetings. At least ten (10) days but not more than fifty (50) days prior to any special meeting of Members, each Member of record entitled to vote at such meeting shall receive notice. The notice shall set forth the time and place of the meeting, and the purpose or purposes for which the meeting is called. The notice shall be given by delivering it by E-mail to the last known address of the member.
- 3.5.3 Waiver of Notice. A waiver of any notice required to be given any members, signed by the person(s) entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.
- 3.6.1 Voting Record. A complete record of the Members entitled to vote at any meeting shall be made at least ten (10) days prior to each meeting. The record shall be arranged in alphabetical order, with the address of each Member. The record shall be kept on file at the registered office of the Corporation, or at the main office of the Corporation until the meeting. The record shall be produced and kept open at the time for inspection by any Member during regular business hours. Failure to comply with the requirements of this

section shall not affect the validity of any action taken at such meeting.

- 3.6.2 Quorum. A quorum for any meeting of Members shall consist of fifteen (15) % of the total registered Class A Members, Class B Members and Associate Members, unless a different percentage is required by law.
- 3.6.3 Decisions. In order for business to be transacted, there must be a quorum present of the class of members entitled to vote on such matter. Any decisions shall be based upon a percentage of those Members entitled to vote who are present at the meeting. A majority vote shall be sufficient to transact business unless there are specific provisions otherwise contained in the Revised Code of Washington, the Articles, or these Bylaws.
- 3.6.4 Financial. Before money is to be expended by the corporation, a majority vote of the Class A, Class B and Associate Members only is required.
- 3.6.5 Election of Officers. A majority vote of Class A Members, Class B Members and Associate Members is needed to elect officers.

3.7 **Budget**.

- 3.7.1 Approval. The budget for each year shall be approved by a majority of Class A, Class B and Associate Members.
- 3.7.2 Dues Current. Membership dues shall be as established annually by the membership present at the annual business meeting. The Secretary or Treasurer, as directed by the Board, shall send a notice of dues assessment prior to December 31th of each year, which dues shall be valid for the following year.
- 3.7.3 Dues Delinquent. Dues not paid by the last day of February following the notice of dues shall be considered delinquent.
 - 3.7.3.1 The name of any member, whose dues are delinquent on April 1st of any year, shall be stricken from the Chapter roster and all privileges of membership shall be suspended until such time as the dues are paid in full for the year in which reinstatement is sought.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Authority of Board.

- 4.1.1 **Powers.** All powers of the Corporation shall be exercised by or under the authority of the Board. The affairs of the Corporation shall be managed under direction of the Board.
- 4.1.2 **Reservation of Rights.** The Board may exercise all powers of the Corporation and all lawful acts and things which are not directed or required by statute, the Articles, or these Bylaws to be exercised or done by the Members.
- 4.1.3 **Duties of Directors.** A Director shall perform all of his/her duties in good faith and in a manner such Director believes to be in the best interest of the Corporation. Each Director shall exercise such care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances.
- 4.1.4 **Reliance.** In performing his/her duties, a Director shall be entitled to rely on information, opinion, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
 - 4.1.4.1 One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matter presented;
 - 4.1.4.2 Counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 - 4.1.4.3 A committee of the Board upon which the Director does not serve, duly designated - in accordance with a provision in the Articles or these Bylaws, as to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- 4.1.5 **Decisions.**
 - 4.1.5.1 When funds of the Corporation are to be expended, the Board shall defer decisions to the Class A, Class B and Associate Members.

- 4.1.5.2 When there are no funds of the Corporation to be expended in any agreement or negotiation, approval may be made by three Directors.
- 4.1.5.3 The Board has authority to engage as a contract agent with the state of Washington, Community Development Department, Washington State Energy Office, the State Building Code Advisory Counsel and the Washington Association of Building Officials.
- 4.1.5.4 Notwithstanding the foregoing, Corporation funds may be expended without a specific vote for the expenses of the Board provided the expenses are related to Corporation business and no personal benefit accrues to any Member. This one provision shall be reviewed annually during the review of expenses by the Ad Hoc Audit Committee.

4.2 **Membership of the Board**

- 4.2.1 **Number and Term.** The President, Executive Vice President, Vice-President, Secretary, and Treasurer shall be the Directors. Additionally, the immediate Past President shall remain a voting board member following his/her Presidency for the term of one year. The term for each Director shall coincide with that Director's term as an Officer.
- 4.2.2 **Qualifications.** All Directors must be at least eighteen (18) years of age. Each Director must be a Member or an owner, officer or agent of a Member.
- 4.2.3 **Election.** Directors, except the immediate Past President shall be elected by the Members at the annual meeting, or at a meeting called for that purpose. Those nominees receiving the greatest number of votes shall be elected for the seats available.
- 4.2.4 **Removal of Directors.** The entire Board, or any Director, may be removed (prior to the expiration of his/her term) with or without cause by two-thirds (2/3) of the votes cast by Members. The removal must be at a meeting of Members called expressly for that purpose.
- 4.2.5 **Resignation.** Any Director may resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the Board or of the Members.

4.2.6 Vacancies. Any vacancy occurring in the board may be filled by the affirmative vote of a majority of the members present at the meeting at which the vote is taken. A Director elected to fill any vacancy shall hold office for the un-expired term of his/her predecessor and until his/her successor is elected and qualified. Any vacancy to be filled by reason of an increase in the number of Directors may be filled by the Board for a term of office continuing only until the next election of Directors by the Members.

4.3 **Board Meetings**

4.3.1 Annual Meeting. The annual meeting of the Board shall be held as soon as reasonably possible after the adjournment of the annual meeting of Members.

4.3.2 Regular Meetings. Regular meetings of the Board or any committee designated by the Board may be held without notice at the principal office of the Corporation or at such other place or places, either within or without the State of Washington, as the Board or such committee, as the case may be, may from time to time designate.

4.3.3 Special Meetings. Special meetings of the Board may be called at any time by the President, Secretary or by any two (2) Directors to be held at the principal office of the Corporation or at such other place or places as the Board or the person or persons calling such meeting may from time to time designate.

4.3.4 Committee Meetings. Special meetings of any committee may be called at any time by such person or persons and with such notice as shall be specified for such committee by the Board, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board.

4.3.5 Participation of Directors by Communication Equipment. Directors or committees designated by the Board may participate in a meeting of the Board or a committee by means of a conference telephone or similar communication equipment which all persons participating in the meeting can hear each other at the same time, or by other electronic media which attain the same end, when approved by the board. Participation by such means shall constitute presence in person at a meeting.

4.3.6 Action by Directors Without a Meeting. Any action required or which may be taken at a meeting of the Board, or of a committee thereof, may be taken without a meeting if a consent in writing,

setting forth the action so taken or to be taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be, or by electronic media which attain the same end, when approved by the board. Such consent shall have the same effect as a unanimous vote.

- 4.3.7 Procedure. Meetings of the Board shall be held and conducted in accordance with the rules contained in the most recent edition of Roberts Rules of Order and such other rules adopted by the Board. The order of business shall be as designated in Article 3.2.3.
- 4.3.8 Adjournment. Any meeting may be adjourned from time to time, provided that the non-attending Directors receive notice of the time and place of the resumption of-the meeting.

4.4 Notice

- 4.4.1 Notice of Special Meetings. Written notice of each special meeting of the Board shall be delivered personally, telegraphed or mailed, or delivered by electronic media which attain the same end, when approved by the board, to each Director (at his/her address shown on the records of the Corporation) at least three (3) business days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five (5) business days before the meeting, and notice by telegraph shall also be deemed effective if the content thereof is delivered to the telegraph company at least three (3) business days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.
- 4.4.2 Waiver of Notice--Written. Whenever any notice is required to be given to any Director or committee member, a waiver thereof in writing, or by electronic media which attain the same end, when approved by the board, signed-by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board or a committee need be specified in the waiver of notice of such meeting.
- 4.4.3 Waiver of Notice--By Action. The attendance of a Director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where the Director or a committee member attends a meeting for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened.

4.5 **Voting.**

- 4.5.1 Quorum. Except as otherwise may be required by law, a majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting.
- 4.5.2 Decisions. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.
- 4.5.3 Dissent by Directors. A Director present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: a) his/her dissent shall be entered in the minutes of the meeting; or b) he/she files his/her written dissent to such action with the person acting as secretary of the meeting before adjournment thereof; or c) he/she forwards his/her dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting.

The right to dissent shall not apply to a director who voted in favor of such action.

4.6 **Actions Where Directors Have an Interest**

- 4.6.1 Remuneration. The Board may resolve to compensate Directors and committee members as follows:
- 4.6.1.1 A stated salary as Director or committee member;
 - 4.6.1.2 A fixed sum for attendance at each Board or committee meeting;
 - 4.6.1.3 Reimbursement of expenses, if any, for attending any Board or committee meeting;
 - 4.6.1.4 A combination of any of the foregoing.
- No such payment shall preclude any Director or committee member from serving the Corporation in any other capacity and receiving compensation therefore.
- 4.6.2 Loans. No loans shall be made by the Corporation to Directors.
- 4.6.3 Corporation Transactions with Interested Director.

4.6.3.1 If a transaction is fair to a corporation at the time it is authorized, approved, or ratified, the fact that a Director or an officer had a Direct or Indirect Interest in the transaction is not grounds for either invalidating the transaction or imposing liability on such Director or Officer.

4.6.3.2 If the material facts of the transaction and the Director's or Officer's interest was disclosed or known to the Board, and the Board authorized, approved, or ratified the transaction (e.g., by it receiving the affirmative vote of a majority of the Directors that have no direct or indirect interest in the transaction) , or if the material facts of the transaction and the Director's or Officer's interest was disclosed or known to the Members entitled to vote, and such Members authorized, approved, or ratified the transaction (e.g., by receiving a majority of the vote of the Members other than those voted under the control of the interested Director or Officer), then the burden of invalidating the transaction -is upon the person attempting to invalidate the transaction. In other cases, the burden is upon the person asserting the validity of the transaction.

4.6.4 Corporation Transactions Involving Common Directorships

4.6.4.1 No contract or other transaction involving the Corporation shall be either void or voidable solely because a Director has a Direct or Indirect Interest; or such Director is present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies the contract or transaction; or such Director's vote is counted for such purpose:

4.6.4.1.1 If the material facts as to the contract or other transaction and as to the Director's relationship with the other entity are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for such purpose without counting the vote of such Director or if the votes of unrelated Directors are insufficient to constitute an act of the Board by a majority vote of unrelated Directors; or

4.6.4.1.2 If the material facts as to the contract or other transaction and as to the Director's relationship with the other entity are fully disclosed or known to the Members entitled to vote thereon, and such contract is authorized, approved or ratified by the vote of a majority of the Members.

- 4.6.4.2 If the material facts as to the contract or transaction or as to the Director's relationship to the other entity were not fully disclosed or known to the Board, committee or Members, or if the contract or transaction was not authorized, approved or ratified in the manner described in subparagraphs 4.6.4.1.1 or 4.6.4.1.2, this subparagraph applies. The Corporation may avoid the contract or transaction, subject to the right of the party asserting the validity of the contract to sustain the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time that it was authorized, approved or ratified, or that the contract or transaction was fair and reasonable to the Corporation at the time it was entered into, if the contract or transaction was never authorized, approved or ratified by the Board, a committee or the Members.
- 4.6.4.3 Directors who have a Direct or Indirect Interest in another entity may be counted in determining the presence of a quorum at a meeting of, the Board or of a committee which authorizes, approves or ratifies a contract or transaction with such other entity and may be counted in determining the presence of a quorum at a meeting of Members which authorizes, approves or ratifies such a contract or transaction.

ARTICLE 5 - OFFICERS

5.1 Selection

- 5.1.1 Designation. The officers shall be the President, Executive Vice President, Vice President, Secretary, Treasurer, and the Past President. The Board may appoint Assistant Secretaries, Assistant Treasurers, and such other officers and agents as it shall deem necessary or expedient, which shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 5.1.2 Term. The Members shall elect officers for terms of one year at the annual meeting of Members. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer may be removed by the Members whenever in their unfettered judgment the best interests of the Corporation will be served thereby.
- 5.1.3 Restrictions. The Office of the President and Executive Vice-President shall be filled only by a Class A or Class B member. No two offices may be concurrently held by the same individual.
- 5.1.4 Vacancies. A vacancy in the office of the President shall be filled by the Executive Vice-President. A vacancy in the office of all other

officers shall be filled by a majority vote of the Members present at the first meeting following such vacancy. A vacancy in the office of the immediate Past President shall be filled by the next most immediate Past President.

5.1.5 Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such person's place, the Board may from time to time delegate the powers and duties of such officer to any other officer or any director or other person whom it may select.

5.1.6 Qualification. When an officer no longer qualifies as an A or B member, he/she may complete their term, if that officer is required to be an A or B member in accordance with these Bylaws. Unless otherwise removed in accordance to these Bylaws and Articles

5.2 Authority

5.2.1 The President.

5.2.1.1 The President shall be an ex officio voting member of all committees. The President shall preside at all meetings of Members and Directors, have general supervision of the affairs of the Corporation, and perform all duties incident to the office or properly required of the President by the Board.

5.2.1.2 The President or his/her designee shall represent the Corporation at the Annual Code Development Meeting of the ICC each year or alternatively, when approved by the membership, at a major code development meeting of the International Code Council (I.C.C.). Subject to availability of funds, and when approved by a vote of the Members, the Corporation shall endeavor to financially assist the President in this responsibility.

5.2.2 Executive Vice President.

5.2.2.1 During the absence or disability of the President, the Executive Vice President shall exercise all the functions of the President. The Executive Vice President shall have such power and discharge such duties as may be assigned from time to time by the Board.

5.2.2.2 The Executive Vice President shall oversee the membership committee.

5.2.2.3 The Executive Vice President shall provide advisory assistance to the Vice President.

5.2.3 **Vice-Presidents.**

5.2.3.1 During the absence or disability of the President and the Executive Vice President, the Vice-President shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Board.

5.2.3.2 The Vice president shall coordinate the meeting location and programs for all regularly scheduled meetings.

5.2.4 **Secretary.**

5.2.4.1 The Secretary shall issue notices for all meetings called by the Board, the President, or the Secretary.

5.2.4.2 The Secretary shall keep minutes of all meetings, have charge of the corporate seal and corporate books, and make such reports and perform such other duties as are incident to such office or are properly required of the Secretary by the Board.

5.2.4.3 The Assistant Secretary, or Assistant Secretaries in the order designated by the Board, shall perform all of the duties of the Secretary during the absence or disability of the Secretary and at other times may perform such duties as are directed by the President or the Board.

5.2.4.4 Should the President, Executive Vice-President, or Vice-President not be available at any meeting, the Secretary shall preside or at the Secretary's option appoint the past President to preside over such meeting.

5.2.5 **The Treasurer.**

5.2.5.1 The Treasurer shall have the custody of all moneys and securities of the Corporation and keep regular books of account.

5.2.5.2 The Treasurer shall receive membership dues and maintain the records of membership standings.

5.2.5.3 The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board, taking proper vouchers for such

disbursements. He/she shall render to the Board from time to time accounts of all transactions as Treasurer and of the financial condition of the Corporation.

5.2.5.4 The Treasurer shall perform all duties incident to the office or that are properly required of the Treasurer by the Board.

5.2.5.5 The Assistant Treasurer, or Assistant Treasurers in the order designated by the Board, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer and at other times may perform such other duties as are directed by the President or the Board.

5.2.6 The Past Presidents. During the absence or disability of the President, Executive Vice President and the Vice-President the first Past President shall exercise all the functions of the President. The Past President shall have such powers and discharge such duties as may be assigned from time to time by the Board.

5.3 **Other Conditions.**

5.3.1 **Salaries.** None of the officers shall receive any salary.

5.3.2 **Loans.** No loans shall be made by the Corporation to any officer.

5.3.3 **Bonds.** The Board may, by resolution, require any and all of the officers to give bonds to the corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE 6. - COMMITTEES

6.1 **Designation.** There shall be six (6) standing committees and an ad hoc committees all to be selected by the President.

6.1.1 **Standing Committees.** The Standing Committees are as follows:

6.1.1.1 Code Changes/Uniformity

6.1.1.2 Education

6.1.1.3 Membership/Awards

6.1.1.4 Nominations

6.1.1.5 Public Awareness

6.1.1.6 Scholarship/Charity

6.1.2 Ad Hoc. There shall be an Ad Hoc Audit Committee and such other committee as the President in his/her discretion deems appropriate.

6.2 **Committee Members.**

6.2.1 Appointment.

6.2.1.1.1 The President shall select the chair of each committee, except the Nomination Committee.

6.2.1.1.2 Members of the Nomination Committee shall be selected by a majority vote of the Board. This vote shall take place between 50 and 120 days prior to the annual meeting. The Nomination Committee shall select its own chair.

6.2.2 Term. Each member of a committee shall be appointed for two (2) year terms. One-half (1/2) of the committee shall be appointed each year, so there is continuity. The chair shall be appointed by the President each year. Members of the committee, including the chair, may be removed by a majority of Members at any time for any reason or for no reason whatsoever.

6.2.3 Size. The committees shall be subject to the following minimum number of members:

6.2.3.1	Code Changes/Uniformity	Three (3)
6.2.3.2	Educational	Three (3)
6.2.3.3	Membership/Awards	Three (3)
6.2.3.4	Nominations	No Minimum
6.2.3.5	Public Awareness	Three (3)
6.2.3.6	Scholarship/Charity	Three (3)
6.2.3.7	Ad Hoc	Three (3)

6.2.4 A majority of Members at any regularly scheduled meeting may increase the size of any of the above committees.

6.3 **Powers and Duties.** The Committee shall have the powers and duties as set forth below:

6.3.1 Code Changes/Uniformity

- 6.3.1.1 Formulate the Corporation's position on proposed changes to the currently adopted Codes;
- 6.3.1.2 Review suggested code changes and make recommendations for submittal to the Code Change Committee of the Washington Association of Building officials for combined support by Northwest Chapter's I.C.C., or directly to the I.C.C. Code development process.
- 6.3.1.3 Provide interpretation of the current Codes for Members;
- 6.3.1.4 Analyze and interpret evaluation or research reports issued by ICC and/or IAPMO Evaluation Service, Inc. or other nationally recognized evaluator and.
- 6.3.1.5 Provide direction on matters relating to the formulation and administration or enforcement of codes, laws or regulations pertaining to building construction.

6.3.2 Education

- 6.3.2.1 To develop code related programs in the building construction technology curriculum;
- 6.3.2.2 To prepare class curriculum for updating as to various code changes or evolutions;
- 6.3.2.3 To promote membership support of said classes and their attendance therein and to encourage uniformity in the code administration; and
- 6.3.2.4 To study legislation which affects the International Code Council, Uniform Plumbing Code, Code Enforcement and all other related professions.

6.3.3 Membership/Awards

- 6.3.3.1 Review and make recommendations to update the articles and the bylaws;

- 6.3.3.2 Study methods of involvement for members who are not especially active in affairs of the Corporation;
- 6.3.3.3 Provide guidance on differences between practice and code requirements.
- 6.3.3.4 Evaluate present membership fees and make recommendations accordingly.
- 6.3.3.5 Study methods of liaison with other related organizations.
- 6.3.3.6 Promote, evaluate, and make application to award programs available through I.C.C. and related organizations on behalf of the Chapter and/or its members for applicable achievements.

6.3.4 Nominating Committee. Shall submit recommendations for officers to be elected for the forthcoming year to be submitted to the Board prior to the annual meeting. The Board shall publish the nominations at the annual meeting of Members.

6.3.5 Public Awareness

- 6.3.5.1 Organize the Corporation's involvement with National Building Safety Week.
- 6.3.5.2 Exchange information with local building groups; and
- 6.3.5.3 Organize participation by the Corporation for the Seattle and Tacoma Home Show.

6.3.6 Scholarship/Charity

- 6.3.6.1 Submit recommendations for scholarship programs that reflect the goals of the Chapter.
- 6.3.6.2 Research, evaluate, recommend, and coordinate charity opportunities on behalf of the Chapter.

6.3.7 Ad Hoc Audit Committee

- 6.3.7.1 Auditing the Corporation's financial records at the end of the fiscal year; and
- 6.3.7.2 Reviewing and certifying the financial report prepared by the corporate accountant for presentation at the annual meeting.

6.3.7.3 Submit recommendation to the Board for the enhancement of maintaining financial records and reports.

ARTICLE 7. - MISCELLANEOUS

- 7.1 **Depositories.** All monies of the Corporation shall be deposited in the name of the Corporation in any bank or financial institution designated by the Board. Monies may only be drawn out by check or other order for payment of money signed by such persons and in such manners as determined by the Board.
- 7.2 **Books and Records.** The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Members and Board. Any books, records and minutes must be in written form or other form capable of being converted into written form within a reasonable time period.
- 7.3 **Notices.** Except as may otherwise be required by law, any notice to any Member or Director may be delivered personally or by mail or by electronic media which attain the same end, when approved by the board. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his/her last known address in the records of the Corporation, with postage thereon prepaid. If delivered electronically, the notice shall be deemed to have been delivered when such electronic delivery system acknowledges delivery or does not return a delivery fault when addressed to the addressee at his/her last known address in the records of the Corporation.
- 7.4 **Seal.** The corporate seal of the Corporation shall be in such form and bear such inscription as may be adopted by resolution of the Board, or by usage of the Officers on behalf of the Corporation. The seal need not be obtained.
- 7.5 **Fiscal Year.** The fiscal year of the Corporation shall be a calendar year or such other year selected for Federal Income Tax purposes by the Board.
- 7.6 **Amendments.** These Bylaws may be altered, amended or repealed as provided for in the Articles.
- 7.7 **Dissolution and distribution of Assets.**

Upon dissolution of the Western Washington Chapter of the International Code Council, (aka) WWCICC, the board of directors shall pay or make provisions for payment of all Liabilities of the WWCICC. The board shall dispose of the assets of the WWCICC in such a manner, or to such

organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (6) of the Internal Revenue Code of 1986 (or corresponding provisions of future United States Internal Revenue Law). All assets shall be disposed of in accordance with all applicable Federal, State, and Local laws and regulations in effect at the date of the dissolution.

8. **ADOPTION.** Adopted by resolution of the Board on this 15th day of February, 2018

Signed:  Date: 2-15-18

Chapter President

Signed:  Date: 2/15/18

Chapter Executive Vice- President

Signed:  Date: 2-15-18

Chapter Vice President

Signed:  Date: 2-15-18

Chapter Secretary