

BY-LAWS

OF

***MASSACHUSETTS FEDERATION
OF BUILDING OFFICIALS, INC.***

The Massachusetts Federation of Building Officials, Inc

{MFBO or Federation}

was formed by the following regional organizations:

Building Officials of Western Massachusetts: BOWM

Massachusetts Building Commissioners and Inspectors Association, Inc.:

MBCIA

South-East Massachusetts Building Officials Association, Inc.: SEMBOA

Metro-West Building Officials: MWBOA (2015)

PREAMBLE

The purpose for which the corporation is formed is:

To protect the safety of the citizens of the Commonwealth of Massachusetts by promoting the uniform enforcement of all state laws and regulations, and all local by-laws or ordinances relating to, or regulating the use, construction, or inspection of buildings and other structures; to encourage and provide a forum for the free exchange of ideas and information among its members, and to the building trades; to promote safe and sound methods of construction; to encourage mutual assistance, friendly cooperation, and harmony among its members; and foster any political action to achieve these goals.

ARTICLE I

Place of Business, Seal, and Fiscal Year

Section 1. Place of business (*modified 5-10-2023*)

The principal place of business of the ***Massachusetts Federation of Building Officials, Inc.*** shall be the mailing address of the president *or other address as the Board of Directors shall designate.*

Section 2. Seal (*modified 5-10- 2023*)

The seal of the corporation shall, subject to alteration by the Board of Directors, consist of a flat faced circular die with the word “Massachusetts” together with the name of the corporation, cut or engraved thereon *or electronically stored.*

Section 3. Fiscal year (*modified 5-10- 2023*)

The corporation’s fiscal year shall terminate on the 30th day of *June* of each year.

ARTICLE II

Membership and Meeting of the Members

Section 1. Membership

There shall be three classes of members:

Class1: Active Members (modified 2014)

Any person who is a Massachusetts Certified Building Official, an Inspector of Buildings, a Building Commissioner or a Local Inspector of a city or town of the Commonwealth, and a member in good standing of a Regional Organization of Building Officials recognized by a vote of the Board of Directors shall be an active member of the corporation. Any such person shall continue to be an active member for such a term as they continue to be qualified and continue to pay dues as prescribed in Section 9 of this bylaw. An active member shall have the right to vote at meetings of the membership, and shall have the right to hold office.

Class 2: Associate Members (*modified 5-10-2023*)

Any person whose affiliation would be beneficial to the Federation may be considered for *associate* membership. Upon a vote of the majority of the *Board of Directors*, such person shall be an Associate Member.

Associate Members shall pay dues as prescribed by the Board of Directors and may serve on any committee, sub-committee or board created or appointed by the Federation or serve in an ex-officio or designee capacity as specified by the

Board of Directors. *Associate Members shall not have the right to vote at Board of Director meetings but shall have the right to vote at membership meetings.* Associate Membership shall be further divided into:

A: Individual

B: Corporate or other Private Organization

C: Governmental

Class 3: Honorary Life Members (*modified 5-10-2023*)

Any person, upon a vote of 2/3 majority of members present and voting at a *Board of Directors* meeting, shall be an Honorary Life Member of the Association. An Honorary Life Member shall continue as a member for the term of their natural life. An Honorary Life Member shall not hold any office, shall not be required to pay dues, and shall *not* have the right to vote at membership meetings.

Duties of Members

No member of the Federation shall utilize the Federation name for personal gain. No member of the Federation other than the secretary, treasurer or executive director shall receive any fee, salary, or remuneration of any kind for their services. Officers and members can be reimbursed for reasonable expenses incurred with the approval of the membership or Board of Directors.

Section 2. Annual or General Meeting (*modified 5-10-2023*)

The annual meeting of the members shall be held during the first 6 months of the calendar year at such place and time *and / or method* as the Board of Directors shall approve in the notice of annual meeting.

The purpose for which *the* meeting is to be held, additional to those prescribed by law, and by these By-laws, *shall* be specified by the President, or by a majority of the Directors, or by submittal to the Board of Directors by *five* or more members who are entitled to vote at the meeting.

If such an annual meeting is to be omitted, a *General* or Special Regional meeting of the members may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in these by-laws, to the annual meeting of the members, shall be deemed to refer to such meeting.

Section 3. General and Special Regional Meetings (*modified 5-10-2023*)

A *General* or Special Regional meeting of the members may be called at

any time by the President or by a majority of the Directors or upon written application of five or more members who are entitled to vote at the meeting. *The directors shall determine the time and place or method of a meeting according to sections 4, 5, & 6.*

Section 4. Method of Meeting *(modified 5-10-2023)*

1. *In person meeting stating time and place*
2. *Remote or hybrid meeting by available technology*
3. *Regional organizational meeting(s) per section 5*

Section 5. Place or Method of Meeting *(modified 5-10-2023)*

The Board of Directors shall determine the *time, place, and/or method* of meetings. The Board may call a General meeting or call a Regional meeting for the next available meeting date of the respective Regional Organizations. In such case the regional organization shall determine the specific time and location *or method* according to their respective rules and procedures.

Any adjourned session of any meeting of the members shall be held at such place as is designated in the vote of adjournment.

Section 6. Notice of Meetings

Notice of meetings shall be given by the Secretary, or in the case of inability or refusal of the Secretary, by some other Officer or by a person designated either by the Secretary or by the persons calling the meeting or by the Board of Directors.

A written notice of each meeting of members, stating the purpose for which the meeting is called, shall be given to each Regional President and Secretary at least **30 days** before their Regional meeting at their usual place of business or residence by e-mail and by mailing it, postage prepaid, addressed to such officer at their physical or e-mail addresses as it appears on the books of the corporation. Individual member notification shall be according to the procedures of the Regional Organization.

Section 7. Quorum for General and Special Regional Meetings *(modified 5-10-2023)*

At any meeting of the members called for Federation business as allowed in Sections 3 and 5, a quorum for the consideration of any question shall be twenty members.

In any case, any General or *Special* Regional Federation meeting may be adjourned from time to time by a majority of the votes cast upon the question, and the meeting may be held as adjourned without further notice.

Section 8. Voting for Annual or Special Regional Meetings (*modified 5-10-2023*)

When a quorum is present at a meeting, a plurality of the total votes properly cast shall decide the question, except where a larger vote is required by law or these by-laws.

Each member present at a meeting of members shall be entitled to one vote. No member may vote by proxy or absentee ballot. Upon the motion duly made, seconded, and voted upon by a majority of members present and voting, the vote upon any question or election shall be cast by show of hands, standing count or by ballot. *In the event of a remote or hybrid meeting as allowed under section 4, the vote will be by roll call by the secretary.*

If such vote is taken at a Special Regional meeting as provided for in Article II Sections 3, 4 and 5 all votes on matters on the notice of meeting shall be by a count of the yeas, nays and abstentions of the members present and eligible to vote. The Secretary of the respective organizations shall submit such votes in writing to the Federation Secretary to determine the total count and quorum.

The Federation Secretary shall then report the vote totals to the Board of Directors. Should a vote tie on any matter the Board of Directors may at their option break the tie by majority vote.

Section 9. Annual Dues *TBD by the BOD*

ARTICLE III

Officers

The officers of the corporation shall be a Board of Directors who shall select a President, Vice-President, Treasurer, and Secretary from the Board members.

All Directors of the corporation must be qualified members of the Federation and active members of their regional organizations. The Directors may also at any time and from time to time appoint an Assistant Treasurer and such other officers

and agents as they shall determine. The same person shall not hold more than one elected office on the Board of Directors.

ARTICLE IV

Election and Designation of Officers

Section 1. Board of Directors

The Board of Directors shall consist of members appointed by the regional organizations. Each organization may appoint up to 7 members plus the president of each organization to serve on the board of directors.

Each Regional organization shall elect, appoint, or designate their allotted members to the Federation Board of Directors according to their respective rules or by-laws. A director shall preside until such time as their successor is designated.

The term of a Board member shall not exceed two years without reappointment from their region.

Section 2. Election of Officers

A President, Vice-President, Treasurer and Secretary shall be elected by a plurality vote of the members of the Board of Directors present and voting following the annual meeting and shall serve for a term of two years, or until such time as their successors are elected. The Federation President and Vice-President shall be from different Regional organizations. No more than two of the four elected officers shall be from the same Regional organization.

ARTICLE V

The President

The President shall preside at all meetings of the members and of the Board of Directors at which present. The President shall be the chief executive officer of the corporation, and shall perform such duties as may be conferred by the Board of Directors. The President, with the consent of a majority of the Directors, may designate the duties of any and all other officers. The President shall have the power to designate the depository of any and all funds of the corporation. The President shall have the power to expend up to five hundred dollars (\$500.00) of the funds of the corporation without prior consent or approval of either the Directors or members.

ARTICLE VI
The Vice-President

The Vice-President shall preside at all meetings of the members and the Board of Directors in the absence of the President. The Vice-President shall perform such other duties as may be conferred by the Board of Directors or by the President.

ARTICLE VII
The Treasurer

The Treasurer shall have the custody of the funds and valuable papers of the corporation and shall perform all other duties incidental to the office. The Treasurer shall at all times be subject to the control and direction of the Board of Directors and if required by the Board of Directors shall give bond in such amount and with such sureties as shall be determined by the board. The Treasurer shall perform such other duties as the President may confer.

The Directors shall have the power to appoint an Assistant Treasurer, who may perform such duties as the Directors or the President may prescribe.

ARTICLE VIII
The Secretary

The Secretary shall keep or cause to be kept the membership books of the corporation, which shall contain a list of all members and organizations with their place of business or residence. The membership books shall be kept in the Secretary's possession during the term of office, and shall be made available at reasonable times for inspection by any member.

The Secretary shall give all notices of meetings, record all votes and keep an accurate record of the proceedings of the Board of Directors. In the absence of the Secretary from any meeting of the board, a Secretary pro-tem shall be chosen.

The Secretary shall assemble and keep an accurate record of the proceedings of all meetings of the members, which records shall be kept in his or her possession for the term of office, and which shall be open for inspection at all reasonable times to any member. In the absence of the Secretary from any general or special regional meeting, a secretary pro-tem shall be chosen who shall record the proceeding thereof.

The Secretary shall perform such further duties as the President or Board of Directors may confer.

ARTICLE IX
Board of Directors

Section 1. Powers

The Board of Directors shall exercise all the powers of the corporation except as otherwise required by law or these by-laws. The Directors as a board may appoint and remove at pleasure or modify the authority of any agent or employee other than Officers, and Officers for cause, as they shall see fit, shall have access to the books, vouchers and funds of the Treasurer, and shall fill all vacancies that may occur during the year in any office, except as provided in these by-laws, and may make for their own government such rules and regulations, not inconsistent with these by-laws, as they see fit. The Directors are authorized to spend up to five thousand dollars (\$5,000.00) without authorization of the membership, by a vote of a majority of Directors present and voting at a meeting.

Section 2. Meetings of the Directors *(modified 5-10-2023)*

Meetings of the Board of Directors shall be held on such *such place and time or method* as the Board may vote from time to time. A regular meeting of the Board of Directors may be held without call or formal notice immediately before or after and at the same place as any general meeting of the members.

Special meetings of the Board of Directors may be held at any time and at any place, when called by the President, the Treasurer, or three or more Directors, reasonable notice thereof being given to each Director by the Secretary, or in the case of inability or refusal of the Secretary, by the Officer or Directors calling the meeting, or without call or formal notice provided that all the Directors then in office waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a Director to send notice by mail at least 96 hours, or by e-mail at least 48 hours, before the meeting, addressed to their usual or last known business address or to give a written notice at least 48 hours before the meeting.

Section 3. Assent in lieu of Directors Meeting

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting, if a written assent is signed by all of the Directors and such written assent is filed with the minutes of the meeting of the Directors.

The President or, if unavailable, the Vice-President may, on a question of urgency, pole or seek a vote of the Directors on the question by e-mail or phone. The President or Vice-President may then, using his or her best judgment, represent the results of such pole or vote as the position or tentative position of the Federation, provided that a good faith effort is made to contact all Directors and a written or notated record of all opinion and contacts are kept for review at the next Directors meeting.

Section 4. Quorum of Directors

At any meeting of the Board of Directors, a quorum for any election or for the consideration of any question shall be no less than **nine (9)** but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 5. Vote of Directors

When a quorum is present at any meeting, the votes of a majority of the Directors present and voting shall be requisite and sufficient to decide any question brought before such meeting, except in any case where a larger vote is required by law or these by-laws.

ARTICLE X

Resignations and Removals

Section 1. Resignations

Any Director or Officer may resign at any time by delivering their resignation in writing to the President or Secretary or to a meeting of the Board of Directors.

Section 2. Removals

The Board of Directors may by vote of the majority of the Directors present and voting, terminate or modify the authority of any agent or employee and remove any Officer for cause elected or appointed by the Directors. Any member of this Federation found to be guilty of unprofessional conduct by the Board of Directors will be stripped of Federation membership.

The members may, at any meeting called for the purpose, by a vote of a majority entitled to vote, remove from office any Director or Officer one or more.

ARTICLE XI

Vacancies

Section 1. The President

In the absence of the President or in the event of an inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to the restrictions upon the President.

Section 2. Officers

If the office of any Officer, except the President, becomes vacant by reason of death, resignation, removal or disqualification, a successor or successors may be elected by the Directors at a meeting called for the purpose, which may be the same meeting at which a former holder of such office was removed. Each such successor shall hold office for the unexpired term, and until a successor shall be elected or appointed and qualified.

Section 3 Directors

If the office of any Director becomes vacant a successor or successors shall be elected or appointed by their regional organization according to its rules for such appointment. The Board of Directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its numbers as fixed by the By-laws, provided there are at least 9 Directors in office.

ARTICLE XII

Execution of Papers

Except as the Board of Directors 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 Federation shall be signed by the President and Treasurer.

ARTICLE XIII

Amendments

These by-laws may be altered, amended or repealed at any General or Special Regional meeting of the members entitled to vote at which a quorum is present; provided notice is given in the call for the meeting that an alteration, amendment or repeal of the by-laws will be proposed. Approval shall be by a vote representing a majority of the members of each of the recognized regional organizations present and voting on the amendments.