

YOSEMITE CHAPTER OF THE INTERNATIONAL CODE COUNCIL, A NONPROFIT CORPORATION

ARTICLE I - NAME AND OBJECTIVE

I-1. NAME: This organization shall be known as the Yosemite Chapter of the International Code Council, a nonprofit corporation, hereinafter in these Bylaws referred to as "the Chapter".

I-2. OBJECTIVES: The objectives of the Chapter are to assist the International Code Council in accomplishing the following objectives: a. To investigate and promote the principles underlying safety in the construction, occupancy, and location of buildings and structures. b. To research, recommend, and promote uniform regulations, legislation and enforcement pertaining to all phases of building construction. c. To promote the adoption of the International Building Code and other uniform international codes and related documents which are designated to advance the cause of uniformity in regulations for the construction, alteration, conservation, maintenance, preservation or repair of buildings and structures. d. To advise and assist in the administration of building laws and ordinances. e. To develop support and participate in educational seminars and training programs relating to building construction, procedures and practices, and the administration and enforcement of building regulations. f. To advance the professional skills of those engaged in the administration and enforcement of building codes. g. To do all such other things that are incidental to or desirable for the attainment of the above objectives.

I-3. HISTORY: The Chapter was founded approximately 53 years ago. It was on May 10, 1998 that the Yosemite Chapter of the International Conference of Building Officials became an ICC Chapter.

ARTICLE II - MEMBERSHIP

II- 1. MEMBERSHIP: There shall be the following classes of memberships: a. Professional Membership. A representative of a governmental unit or agency exclusively engaged in the administration or formulation of laws and ordinances relating to building construction including but not limited to: Building Officials, Building, Plumbing, Electrical, Mechanical and Fire Inspectors of all City, County and State Agencies represented in this organization, and all personnel of such member Cities, Counties and State agencies responsible for enforcement or administration of laws and ordinances relating to building construction, whether employed directly by the jurisdiction or by contract through a private company or another public entity. Note: Application for Professional Membership is to be submitted in the name of the jurisdiction represented. b. Industry Membership. Members shall be an individual or firm, incorporated or unincorporated, engaged in the practice of architecture, engineering, private third-party inspection services , manufacturing or sale of products, materials, services related to construction or building regulations; or persons actively engaged in building construction, design, material development sincerely interested in the welfare, health and safety of the general public. c. Honorary Membership. An individual who has rendered outstanding and meritorious services in the furtherance of the objectives of this Chapter and who shall be proposed by the Board of Directors and confirmed by a majority vote at any regular meeting. d. Retired Membership. Any former Professional member who is retired. e. Student Memberships. An individual enrolled in classes or a course of study in Building Inspection Technology or related fields of instruction and not eligible for a Professional Membership.

II-2. FORFEITURE OF MEMBERSHIP. Membership in this Chapter may be terminated by the Board of Directors for any of the following reasons: a. Nonpayment determined by the Board of Directors to be adverse or harmful to the best interest of the Chapter. b. Conduct determined by the Board of

Directors to be adverse or harmful to the best interest of the Chapter.

II-3. VOTING. All attending members in good standing shall be allowed to vote on all matters on the floor except the following which may only be voted on by Professional Members: (a) major budget allocations exceeding \$2,500.00 which also require the approval of the Board of Directors; (b) approval of bylaws; and (c) election of officers.

All members shall have one vote and one vote only on any given matter. In the case where there are multiple members representing the same jurisdiction present, only one such member is allowed to vote. If an Officer or Board Member is not the Building Official for the jurisdiction represented, then both the Officer or Board Member and the Building Official when present can vote. For the purpose of bringing up matters for discussion, all members may make and second motions, even in circumstances where they are not allowed to vote. All members shall be entitled to participate in meetings and discussions, except closed sessions which shall be attended only by those members designated by the Board of Directors. Except as otherwise provided by these Bylaws, any member, including a nonvoting member, may be appointed to a committee.

II-4. DUES. a. The annual dues for the various types of memberships shall be established and modified from time to time by a resolution of the Board of Directors. b. Dues shall be payable on the date established by the Board of Directors, which may provide for proration of dues for new members during the initial year of membership. Dues not paid within six (6) months of the date on which they are payable are delinquent. c. Members delinquent in payment of dues may be suspended by action of the Board of Directors and may be reinstated only by favorable action of the Board of Directors.

ARTICLE III - ELECTED OFFICERS

III- 1. OFFICERS. The elected officers shall be the President, Vice-President, Treasurer, and Secretary,. The elected officers shall be Professional members. No more than two Officers serving at any time shall be employees of the same government unit or agency by contract through a private company or another public entity.

III-2. TERMS OF OFFICE. The elected officers shall serve a one (1) year term unless reelected. When an officer ceases to be employed as a Professional member, he/she shall automatically be relieved from office.

III-3. POWERS. The elected officers shall supervise the affairs of the Chapter and authorize payment of its bills and shall have the authority to make contracts, subject to the approval by the Board of Directors and ratified by the general membership.

III-4. DUTIES. a. Past President. The Past President shall serve as a member of the Board of Directors and as Chairman of the Nominating Committee and shall perform such other duties amenable to him/her as may be requested from time to time by the Board of Directors consistent with the duties of other officers. b. President. The President shall be the Chief Executive Officer of the Chapter and shall preside at regular meetings and at meetings of the Board of Directors. The President shall have such other duties as determined by the Board of Directors. The President shall appoint all committee chairmen. c. Vice-President. In the absence or disability of the President, the Vice-President shall assume the duties, including any duties on any committee. The Vice-President shall have additional duties as prescribed by the President and/or the Board of Directors. d. Treasurer. The Treasurer will

keep an accurate account of all revenues and expenditures of the Chapter, and will make regular reports of the fiscal status of the Chapter whenever reasonably requested by the President and shall perform such other duties as may be requested by the Board of Directors. e. Secretary. The Secretary shall keep a record of minutes of all meetings of the Board of Directors and all regular and special meetings of the Chapter, including a list of names of those present. The Secretary will keep a member register of all member's names and addresses, and will provide notice of all regular meetings, and shall perform such other duties as requested by the Board of Directors.

III-5. BOARD OF DIRECTORS. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. a. The Board of Directors shall consist of the past President and four active Chapter members. It shall be preferable, and the membership is encouraged to elect the Board of Directors from different regions within the area served by the Yosemite Chapter to provide fair representation of the membership. b. Each Board of Director shall be elected for a two (2) year team. Each Board of Directors may serve two (2) consecutive terms. c. Any director may be removed by the officers with just cause and shall be ratified by the members at the next regular meeting. d. No more than two Board Members serving at any time shall be employees of a government unit or agency by contract through a private company or another public entity. If two Board Members are employees by contract through a private company or another public entity, they not be from the same company or public entity.

III-6. NOMINATING COMMITTEE. There shall be a Nominating Committee. The immediate past President of the Chapter shall serve as an ex officio nonvoting member and from time to time fill vacancies. The nominating committee shall recommend members to fill all vacated positions.

III-7. REMOVAL OF OFFICERS. Any officer, except the immediate Past President, may be removed, with just cause, by the Board of Directors and ratified at the regular meeting of the members.

III-8. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Chapter. Any resignation shall take effect upon the date of the receipt of that notice or at any later time specified in that notice.

III- 9. VACANCIES IN OFFICE. A vacancy in the office of President shall be filled by the Vice-President. In the absence of both, remaining officers shall move up one level and any vacancies of officers shall be filled through nominations of individuals and elected by Chapter Membership or may be filled by the Board of Directors.

ARTICLE IV - MEETINGS

IV- 1. REGULAR MEETINGS. Regular meetings shall be held monthly at a time and place selected by the President, to transact chapter business.

IV-2. SPECIAL MEETINGS. Special meetings shall be held as and when called by the President, the Board of Directors, or when requested by a majority of the membership.

IV-3. QUORUM. A quorum at any regular meeting of members shall consist of ten or more members in attendance. Five of the members shall be Professional members.

IV-4. PARLIAMENTARY PROCEDURES. Parliamentary procedures shall be as defined in Roberts Rule of Order.

ARTICLE V - GENERAL

PROVISIONS V-1. FISCAL YEAR. The fiscal year of this Chapter shall begin on January 1 and end on December 31. The annual budget shall be submitted by the Officers to the Board of Directors and ratified by the Board.

V-2. ANNUAL AUDIT. The Board of Directors shall have an audit made of the books of the Chapter at the end of each fiscal year, which will include an inventory of all furniture, equipment, machines, books, etc., belonging to the Chapter. The audit and inventory shall be reported to the membership at the first regular meeting of the fiscal year.

V-3. NO BENEFIT OF ANY INDIVIDUAL. No part of the earnings, if any, of this Chapter shall inure to the benefit of any member or other individual, and no gain, profit, or dividends shall ever be distributed to any of the members of this Chapter or inure to the benefit of any private persons except a fund, foundation, or corporation organized and operated for charitable, scientific, literary, or educational purpose.

V-4. OPERATING RULES. The day-to-day Chapter operations, policies, and procedures such as detailed officer duties, rotation of meeting places, and records maintenance; and the receipt, disbursement, obligation and accounting of Chapter funds shall be recorded in the Chapter Operating Rules. The President shall bring before the membership the Operating Rules for review at the first meeting of each year. Any Chapter rule, policy or procedure shall be subject to amendment at any regular meeting by a two-thirds (2/3) majority vote of such members voting or a majority of all Professional members, whichever is the lesser, and any such amendment shall become effective immediately.

ARTICLE VI-MANNER OF GIVING

NOTICE VI- 1. NOTICE REQUIREMENTS. Notice of any meeting of members shall be in writing and shall be given at least ten (10) days, but no more than ninety (90) days, before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for the purposes of notice. If no address appears on the corporation's books and not address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

VI-2. ELECTRONIC NOTICE. Notice given by electronic transmission by the corporation shall be valid only if: a. Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of

it; or (c) other means of electronic communication; b. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communication; and c. That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible form.

Notwithstanding the foregoing, a. An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 United States Code §7001(c)(1)). b. Notice shall not be given by electronic transmission by the corporation after either of the following: (1) the corporation is unable to deliver two consecutive notices to the member by that means, or (2) the inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of notice.

VI-3. AFFIDAVIT OF MAILING NOTICE. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

ARTICLE VII - AMENDMENTS

VII-1. SUBMITTAL OF PROPOSED AMENDMENTS. Proposed amendments of these Bylaws may be submitted at any regular or special meeting provided that the proposed amendment or amendments shall be signed by five (5) Professional members of the Chapter.

VII-2. NOTICE TO THE MEMBERS. The Board of Directors shall cause the proposed amendment or amendments to be distributed to all members, along with the recommendations of the Board of Directors and shall notify the members of the time and place for a discussion of the proposed amendment or amendments.

VII- 3. DISCUSSION. The proposed amendment or amendments may be discussed and amended at the meeting noticed for that purpose and if approved by the members present, shall be sent to all Professional members for approval.

VII-4. VOTING. Letter ballots shall be sent to all Professional members within thirty (30) days following the meeting at which the amendment or amendments were discussed. A two-thirds (2/3) majority vote of such members voting or a majority of all Professional members is required for adoption. Letter ballots must be received by the Board of Directors within sixty (60) days of the date of mailing in order to be considered in the vote.

ARTICLE VIII-INDEMNIFICATION OF DIRECTORS AND OFFICERS

VIII- 1. RIGHT TO INDEMNIFICATION. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

VIII-2. INSURANCE. This Corporation shall have the power to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agents status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 8.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Corporations Code §5233.