

**AMENDED AND RESTATED BYLAWS
of
CALIFORNIA BUILDING OFFICIALS**

**ARTICLE I
Name and Purpose**

Section 1. This organization shall be known as California Building Officials (“CALBO”).

Section 2. In conjunction with the purposes set forth in CALBO’s Articles of Incorporation, as amended, the principles and purposes of this organization are as follows:

A. This organization shall promote building safety through the construction and maintenance of a safe, accessible, energy-efficient, and sustainable built environment through outreach, education, code development and enforcement.

B. This organization through its educational arm, the CALBO Training Institute, shall develop, promote, and administer quality continuing education and professional development programs for the purpose of enhancing building safety.

C. This organization shall analyze and engage in legislation and report its findings and recommendations to members, legislators, and other stakeholders.

D. This organization may study, coordinate, prepare and support proposals for amendments to the model codes and standards.

E. The organization may participate in the development of state regulations that supplement or augment the model codes or address regional issues not serviced by the model codes organizations.

F. This organization shall provide membership representation at the State and Federal level and shall represent local government on pending State and Federal legislation and standards development.

G. This organization shall promote professional relations among all organizations involved in building design, construction, and enforcement, for the purpose of enhancing shared goals in building safety, community benefit, and economic vitality.

H. This organization shall be non-partisan and shall not be used directly or indirectly for the dissemination of partisan principles or for the promotion of the candidacy of any person seeking public office or preference.

**ARTICLE II
Membership**

Section 1. Membership Categories

There shall be the following classes of membership:

A. **Governmental Members:** A City, County, or City and County within the boundaries of

the State of California, charged with the correlation, administration, or enforcement of laws and ordinances relating to building construction.

Each Governmental Member shall, when admitted to membership, be entitled to the number of Governmental Voting Members as specified in Table A.1. Governmental Voting Members shall be designated in writing by the Governmental Member or appropriate departments of the Governmental Member. The first Governmental Voting Member designated by each Governmental Member shall be the Building Official of the jurisdiction of the Governmental Member or such other person who holds managerial and administrative responsibilities of the Building Official. The remaining Governmental Voting Member(s) selected shall be employee(s) of the Governmental Member directly engaged in the administration, formulation, implementation or enforcement of laws, ordinances, rules, or regulations relating to public health, safety and welfare. Said designation may only be changed in writing.

Table A.1	
Population of Governmental Member	Number of Governmental Voting Members
0 to 49,999	1
50,000 – 150,000	2
150,001 or greater	3

B. **Associate Members:** An association, organization, local or State agency, or individual engaged in architecture, engineering, inspection, or construction.

C. **Retired Governmental Voting Members:** An individual of age fifty-five (55) or greater who has served at least five (5) years as a Governmental Voting Member and is retired.

D. **Honorary Members:** An individual who has retired from active participation as a Governmental Voting Member or Associate Member who has rendered prolonged outstanding and meritorious service in the furtherance of the objectives of this organization.

A person to be appointed as an Honorary Members shall be nominated in writing to the Board of Directors by ten (10) members, by a Chapter of ICC, or by the Board of Directors stating the reasons for the nomination. A person so nominated shall become an Honorary Member upon approval of the Board of Directors.

Section 2. Member Serving Capacities

A. Governmental Voting Members may hold office, serve on committees, and vote at meetings or by letter ballot. Each Governmental Voting Member shall be entitled to vote on any matters under these Bylaws, including but not limited to the election of Officers, Directors or on any changes to these Bylaws. Only Governmental Voting Members shall be permitted to make motions and to vote on any issue at the Annual Business Meeting or special meetings. Voting by proxy is not permitted. Any person designated as a Governmental Voting Member of more than one Governmental Member or who is also an Honorary Member shall be entitled to only one vote.

B. Associate Members may serve on committees and attend membership meetings but may not hold office nor vote.

C. Retired Governmental Voting Members may serve on committees and attend membership meetings but may not hold office nor vote.

D. Honorary Members may serve on committees and attend membership meetings but may not hold office nor vote.

ARTICLE III **Officers and Directors**

Section 1. The officers of this organization (the “Officers”) shall be a President, Vice President, Secretary/Treasurer and Immediate Past President.

Section 2. The Board of Directors shall be composed of the Officers set forth in Article III, Section 1 and three Governmental Voting Members elected from the voting membership in attendance at the Annual Business Meeting (the “At-Large Directors,” with each Officer and At-Large Director, a “Director,” and collectively, the “Directors”). All Directors shall be Governmental Voting Members in good standing. At no time shall more than one Director from any one Governmental Member serve on the Board of Directors at the same time.

Section 3. The President, Vice President, Secretary/Treasurer, and Immediate Past President shall be elected for a term of one-year at the Annual Business Meeting by a plurality vote of the Governmental Voting Members present so long as a majority of the Governmental Voting Members are present. The At-Large Directors shall be elected by a plurality vote of the Governmental Voting Members present at the Annual Business Meeting so long as a majority of the Governmental Voting Members are present.

When the Annual Business Meeting is held in odd-numbered years, two At-Large Directors shall be elected for a two-year term. When the Annual Business Meeting is held in even-numbered years, one At-Large Director shall be elected for a two-year term.

A full Officer term shall equal one-year. No Officer shall serve in the same capacity for consecutive full terms.

A full At-Large Director term shall equal two-years. No At-Large Director shall serve for more than two consecutive full terms. Nothing in this section shall preclude an At-Large Director elected to fill an unexpired term from being elected to two subsequent full terms.

Section 4. A vacancy in the office of the President shall be filled by the Vice President. In the event of a vacancy in the office of the Vice President, Secretary/Treasurer, or At-Large Directors, the Board of Directors, by a majority vote, shall appoint a Governmental Voting Member to serve in lieu of the departing Officer or At-Large Director until the next Annual Business Meeting, at which time such office shall be filled by regular election for the remainder of the term.

In the event a vacancy occurs in the office of the Immediate Past President, the Board of

Directors, by a majority vote, shall appoint a Past President to serve until the next Annual Business Meeting, at which time such office shall be filled by regular election.

Section 5. Terms of office will commence at the conclusion of the Annual Business Meeting and shall be until adjournment of the following Annual Business Meeting or until their successors are duly elected.

Section 6. An Advisory Council of two Associate Members in good standing shall be elected by a plurality of Governmental Voting Members present at the Annual Business Meeting so long as a majority of the Governmental Voting Members are present. One Advisory Council Member shall be elected each year: one-member at the Annual Business Meeting in odd-numbered years, and one-member at the Annual Business Meeting in even-numbered years.

A full term of Advisory Council Members shall equal two-years, with a term limitation of two full consecutive terms.

Members of the Advisory Council may be seated with the Board of Directors but shall not have voting privileges or the ability to hold office.

ARTICLE IV **Powers and Duties of the Board of Directors**

Section 1. The Board of Directors shall have the authority to carry on the business of this organization between Annual Business Meetings. The Board of Directors shall read, correct, and approve the Minutes of the Annual Business Meeting.

Section 2. The Board of Directors shall meet at least twice a year, carrying on the business of the organization. Five Directors shall constitute a quorum. Action by the Board shall require not less than five affirmative votes for the expenditure of funds, approval or denial of contracts and agreements, or establishment of policy. Other actions shall require a majority vote of those Directors present at the meeting where a quorum has been constituted.

Section 3. The Board of Directors shall have the power to appoint any employee of the organization as may be deemed necessary to carry out the objectives of the organization. Subject to applicable employment agreements, such employees shall serve at the pleasure of the Board of Directors.

The Board of Directors shall fix compensation for any such employee appointed by the Board of Directors. The Board of Directors may, at the expense of the organization, insure any Officer, Director, member, or employee having access to its funds with proper liability coverage.

The Board of Directors may enter a contract for services of an individual or firm to serve as the Executive Director of this organization or provide services pertinent to the operation of this organization.

Section 4. The Board of Directors may call any number of special meetings that may be deemed necessary to carry out the objectives of the organization.

Section 5. The Board of Directors shall have the authority to temporarily suspend these Bylaws in times of declared emergency or crisis to carry out the business of the organization.

Section 6. President. The President shall preside at all meetings of the organization and its Board of Directors, appoint all committees subject to the approval of the Board of Directors, call special meetings of the Board of Directors when deemed necessary, and perform such duties as may be required of their office by the Annual Business Meeting and the Board of Directors.

Section 7. Vice President. The Vice President shall assist the President in their duties and serve in the absence of the President. In addition, the Vice President shall perform any special duties assigned by the Board of Directors or the President.

Section 8. Secretary/Treasurer. In addition to special duties assigned by the Board of Directors or the President, the duties of the Secretary/Treasurer shall be:

- A. To coordinate the taking and review, with the Executive Director, of minutes during meetings of the membership and of the Board of Directors.
- B. To generally perform the corporate duties associated with the activities of the organization as directed or authorized by the Board of Directors.
- C. To review and approve expense claims submitted to CALBO for reimbursement.
- D. To make a financial report, in open meetings, at the Annual Business Meeting, and at each meeting of the Board of Directors.
- E. To monitor the financial affairs of the organization and the activities of the Executive Director, accountant, and auditor as related to CALBO business.

Article V
Organizational Committees

Section 1. Executive Committee. The Officers shall serve as an Executive Committee, which is empowered to take action on the Board of Director’s behalf only on matters of an emergency nature between Board meetings.

Section 2. Nominations Committee. There shall be a Nominations Committee chaired by the Immediate Past President and consisting of members of this organization set forth in Article II who shall be appointed by the President. The Board of Directors shall establish policies governing the Nominations Committee and the conduct of elections. The Nominations Committee shall have no more than one Governmental Voting Member or Honorary Member from any Governmental Member jurisdiction.

Section 3. Ethics Committee. Any Director and/or Committee member who has

demonstrated by their action, either publicly or privately, that they are not acting in the best organizational interest of CALBO, or the profession that CALBO represents, and/or is in direct violation of CALBO's Code of Ethics, can be removed, with cause, by a two-thirds (2/3) vote of the Board of Directors upon the recommendation of the Ethics Committee.

The Ethics Committee shall be appointed by the Board of Directors, as needed, to act as an Advisory Committee to the Board of Directors and the membership of this organization when and if any ethical accusations, questions/issues, and/or concerns are submitted to the Board of Directors or the Ethics Committee.

Section 4. Additional Committees. The Board of Directors may establish any additional committees as it shall deem advisable. The President shall, with the concurrence of the Board of Directors, appoint or replace members of committees not otherwise specifically provided for herein.

ARTICLE VI **Meetings**

Section 1. One meeting, to be known as the Annual Business Meeting, shall be held each calendar year. The time and place of the Annual Business Meeting shall be determined by the Board of Directors.

Section 2. Twenty-five (25) Governmental Voting Members shall constitute a quorum for the purpose of conducting business at the Annual Business Meeting or other general membership meeting.

Section 3. Each member set forth in Article II shall be notified of any of the general membership meetings not less than thirty (30) days in advance of the meeting.

ARTICLE VII **Dues**

Section 1. The annual dues for each membership category shall be established by the Board of Directors. In no case shall a person be considered in good standing or be qualified to exercise membership participation or entitled to receive any privilege of membership, who is default in payment of dues for three months.

Section 2. Honorary Members shall not be assessed dues.

Section 3. The Board of Directors may waive dues of Associate Members in the event a reciprocal membership is provided, and the Board determines that the benefits are sufficient in furthering the organizational objectives to warrant such action. Reciprocal memberships shall be reviewed by the Board each year.

ARTICLE VIII **Fiscal Year**

Section 1. The Board of Directors shall oversee all finances of the organization under the

immediate oversight of the Secretary/Treasurer. The Board of Directors shall set all fiscal policies and spending guidelines through the development and management of an annual budget.

Section 2. The fiscal year of this organization shall be established by the Board of Directors.

Section 3. Taxes shall be filed annually with the State of California and the Internal Revenue Service as prepared by a certified public accountant.

ARTICLE IX **Amendments**

Section 1. Proposed amendments to these Bylaws to be considered at the Annual Business Meeting shall be signed by at least twenty-five (25) Governmental Voting Members and must be presented to the Board of Directors at least sixty (60) days before the opening of the Annual Business Meeting. The Board of Directors shall cause them to be disseminated to each member, together with a proposed effective date, at least thirty (30) days before the Annual Business Meeting.

Section 2. These proposed amendments may be discussed and amended at the Annual Business Meeting, and if passed by a majority vote of those Governmental Voting Members present (so long as a quorum is present), shall be sent by ballot, as amended on the floor, to all Governmental Voting Members for ratification. To be counted and considered, the ballots submitted by the Governmental Voting Members must be returned to the organization and received by the organization within thirty (30) days of the distribution date. At least twenty-five (25) ballots from Governmental Voting Members must be received back by the organization by the deadline in order for the ballots to be counted; approval of the amendments by two-thirds (2/3) of the ballots submitted by Governmental Voting Members is required for adoption. The returns shall be certified by the President if the necessary number of votes for adoption is received.

ARTICLE X **Rules of Order**

Robert's Rules of Order shall serve as the guide for the resolution of any questions regarding rules of order.

ARTICLE XI **No Benefit to Any Individual**

No part of the net earnings, if any, of this organization shall inure to the benefit of any member of this organization or other individual. No gain, profit, or dividend shall be distributed to any of the members of this organization or inure to the benefit of any private citizen, except a fund, foundation, or corporation organized and operating for charitable, scientific, literary, or educational purposes.

ARTICLE XII
Executive Director

Section 1. Employment. The Board of Directors may select an Executive Director who employs or causes to be employed, such other persons as may be necessary for the operations of the organization who need not be a member of this organization. These employees are under the direction and supervision of the Executive Director unlike the employees appointed under Article IV, Section 3 of these Bylaws who are under the direct supervision of the Board of Directors.

Section 2. Specific Duties. The Executive Director performs or causes to be performed the following functions under the oversight of the Board of Directors:

A. Assistant to Secretary. These duties include: in coordination with the Secretary/Treasurer, to keep a full and complete record of the proceedings of the Board of Directors, to give such notices as may be proper and necessary, to keep minute books for this organization, and to communicate the actions of the Board of Director to the membership; to execute such instruments necessary to carry out Board directives and policies; and to comply with other record-keeping and reporting requirements of the California Nonprofit Corporation Law.

B. Chief Financial Officer. These duties include: in coordination with the Secretary/Treasurer, to take charge of and custody of and receive, safeguard, disburse and account for all this organization's funds, to deposit and invest such funds in such institutions and investments as approved by the Board of Directors, to maintain this organization's financial books and records, and to prepare and submit such accounting and tax forms as may be required by local, State and Federal law.

ARTICLE XIII
Indemnification

Section 1. Indemnity Authorized. To the extent allowed by the California Nonprofit Corporation Law, this organization may indemnify and advance expenses to its agents in connection with any proceeding, and in accordance with law. For purposes of this section, "agent" includes Directors, Officers, employees, other agents, and persons formerly occupying these positions.

Section 2. Approval of Indemnity. An individual seeking indemnification shall make a written request to the Board of Directors in each case.

A. Success on the Merits. To the extent that the individual has been successful on the merits, the Board of Directors will promptly authorize indemnification in accordance with the California Nonprofit Corporation Law.

B. Other Instances. Otherwise, the Board of Directors shall promptly determine, by a majority vote of the remaining Directors who are not parties to the proceeding (so long as a quorum is constituted), whether, in the specific case, the agent has met the applicable standard of conduct under California law, and, if so, will authorize indemnification to the

extent permitted.

A. **Section 3. Advancing Expenses.** To the extent allowed under the California Nonprofit Corporation Law, the Board of Directors may authorize an advance of expenses incurred by or on behalf of an agent of this organization in defending any proceeding prior to final disposition. The Board of Directors shall find that the requested advances are reasonable; and before any advance is made, the agent will submit a written undertaking satisfactory to the Board of Directors to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section.

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