

**PROPOSED CHANGES TO THE
CONSTITUTION AND BYLAWS
OF CALIFORNIA BUILDING OFFICIALS
DECEMBER 2022**

SUMMATION OF CHANGES

EDITORIAL SUMMARY & ADOPTION PROCESS

As CALBO moved forward from the pandemic, it was observed that many provisions within the current CALBO bylaws have become antiquated or difficult to follow based upon today's Building Official and their professional environment.

Seeking to respond and ensure the organization's ability to efficiently and effectively function moving forward, the CALBO Board of Directors appointed an ad-hoc Bylaws Review & Ratification Committee. This committee was composed of two current CALBO officers, three Past Presidents, and two members of the senior staff. The committee met multiple times in 2022 and made recommendations to the Board of Directors regarding large-scale changes to the current CALBO Bylaws.

Following a full legal review by CALBO's attorney, the proposed bylaw changes were presented to the CALBO Board of Directors. The Board approved these drafted changes on December 19, 2022 and subsequently offer to the membership for consideration in advance of the 61st Annual Business Meeting. A presentation by the Board of Directors will take place on March 6, 2023 with a vote of the membership shall take place on March 7 in San Diego. Should the members present support these proposed changes, ballots will be sent out to all voting members to ratify the proposed changes. These changes would become effective in 2023, but would not be fully implemented until the elections held at the 62nd Annual Business Meeting and 2023-24 membership year.

The CALBO Bylaws were adopted in 1962 and have only been changed eight times in those sixty years. This set of bylaws have served the organization well and were crafted with the spirit of intent and interpretation in mind. All proposed changes have been crafted with this similar spirit with a desire to see these bylaws successfully serve CALBO over the next sixty plus years.

In each section of this summation, bullet points are offered relative to the significant changes proposed as part of that section. Each section is categorized as containing proposed changes that are either **minor**, **moderate**, **significant** or **entirely new**. CALBO encourages all members to read the full strikethrough version of the proposed bylaws changes, but this document has been created to assist with your understanding of the changes and their intent.

In addition to organizational changes, proposed editorial changes were made throughout the document. These editorial changes are not substantive, but are more

in line with the current time and climate. These changes include:

- Formatting
- Updated references and vocabulary
 - All references to “he or she” changed to “they, them, or their”
 - Mail, fax, or send out changed to “disseminated”
- Concurrence in the process and procedures, oftentimes emulating the provisions of our parent organization the International Code Council.

ARTICLE I Name and Objective

Proposed changes to this section are **significant**.

- The name and purpose were updated to include terms of energy efficiency, sustainability, and professional development.
- The clear ability for CALBO as an organization to engage in national code development and code change proposals is outlined.
- The focus on state code development and essential charge as a state organization is underscored.

ARTICLE II Membership

Proposed changes to this section are **significant**.

- The Class I membership category is changed to Governmental Members. Within this class of membership, either one, two or three votes are given to the jurisdiction in correlation with their tier of membership dues paid.
- Table A.1 is added to outline the population of each jurisdiction that corresponds with the number of votes given to Governmental Members.
- Government agency members of CALBO, such as state agencies, special districts, or institutions, will no longer be considered Governmental Members as the category is limited to cities, counties or city and counties.
- Associate Members are still intended to be the majority those members that are not eligible for Governmental Membership. Government agency members now fall under the Associate Member category.
- The Senior Members category is changed to Retired Governmental Members, with no change in eligibility or benefits.
- The Technical Membership category is eliminated completely as it is an antiquated category of membership created for the purpose of receiving mailings.
- The Student Member category is eliminated due to lack of membership and interest.

ARTICLE III Officers and Directors

Proposed changes to this section are **significant**.

- The First Vice President shall now be called the Vice President. The bylaws will no longer require this position to be the Chair of the Legislative Committee, although their participation and familiarity in the legislative work of CALBO will be encouraged.
- The Second Vice President shall now be called the Secretary/Treasurer. There are no proposed changes to the responsibilities and duties associated with this role. The change in name is meant to reflect the work of the position.
- The Board of Directors are proposed to be encompassed by seven voting members, as opposed to the current nine. All voting members of the Board of Directors will remain Governmental Voting Members.
- Board Member terms and election cycles are clarified and outlined.
- More flexibility is offered to the Board of Directors in times of member vacancy.
- An Advisory Council is created of two Members, either Governmental Voting or Associate, who upon their election by the Governmental Voting Membership at the Annual Business Meeting, shall attend Board Meetings. All Board Member privileges will be offered to the Advisory Council with the exceptions of voting and eligibility to hold office.
- The purpose of the Advisory Council is to:
 - Offer additional perspective to the Board of Directors via Associate Members
 - Offer flexibility in Board Member make-up depending on current circumstances
 - Preparing the organization for the future given changing Building Department demographics
 - Keeping nine “voices” in the Board Room while voting Board Members are reduced to 7 from 9
 - Assisting with Board Member eligibility and expansion of applicant pool
 - Offering representation to Associate Members
 - Voting status and officer eligibility on the Board will remain limited to governmental members.
 - Comply with current California Law governing nonprofit Boards of Directors.

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

Proposed changes to this section are **minor** and clerical in nature.

**ARTICLE V
Organizational Committees**

This section is entirely new to the bylaws.

- The appointment of a Nominations Committee to serve the membership is outlined.
- The need for the Board of Directors to establish policies governing the conduct of elections is outlined.
- The role of the Ethics Committee is simplified and clarified.

**ARTICLE VI
Meetings**

Proposed changes to this section are **moderate**.

- A quorum to conduct association business at the Annual Business Meeting is changed from 10% of all Class I (Governmental) members, to twenty-five (25) members. This proportion of members to a declared quorum ratio is consistent with other industry organizations and is aligned with Robert's Rules of Order.
- Specifying the number of voting members necessary to declare a quorum will make the administration of Annual Business Meetings more efficient and remove any uncertainty relative to what constitutes a declared quorum.

**ARTICLE VII
Dues**

Proposed changes to this section are **minor** and clerical in nature.

**ARTICLE VIII
Fiscal Year**

Proposed changes to this section are **minor** and clerical in nature.

**ARTICLE IX
Amendments**

Proposed changes to this section are **moderate**.

- Proposed changes to these bylaws shall be submitted to the Board of Directors by no less than twenty-five voting members moving forward, as opposed to the current ten.
- The membership voting process to amend these bylaws is clarified without substantive change.

**ARTICLE X
Rules of Order**

Proposed changes to this section are **minor** and clerical in nature.

**ARTICLE XI
No Benefit to Any Individual**

Proposed changes to this section are **minor** and clerical in nature.

**ARTICLE XII
Executive Director**

This section is entirely new to the bylaws.

- This new section specifies the duties of the Executive Director, CALBO's chief executive.
- The section reiterates the supervisory responsibilities of the Board of Directors, while outlining the core, essential and fiduciary duties of the Executive Director.
- The Corporate Secretary and Chief Financial Officer duties are expressly outlined as essential, but not all encompassing of the Executive Director role.

ARTICLE XIII

Indemnification

This section is entirely new to the bylaws.

- The purpose of this section is to indemnify and provide intended coverage of volunteers, officers, directors, employees, paid consultants and agents performing work on behalf of CALBO.
- This section lessens their intended liability and exposure when serving as an agent of CALBO.
- This section outlines the ability for CALBO to advance payment of expenses, where deemed appropriate and essential.
- The language in this section is aligned with similar industry organizations and their outlined provisions.

