

**CONSTITUTION AND BYLAWS  
of the  
SAN DIEGO AREA CHAPTER  
of the  
INTERNATIONAL CODE COUNCIL**

**Article I  
Name and Objectives**

Section 1.    Name.        This organization shall be known as the San Diego Area Chapter of the International Code Council, hereinafter in these bylaws referred to a “the Chapter.” The principal office of the corporation for its transaction of business is located in the jurisdiction of its current Secretary at the address listed in the membership register.

Section 2.    Objectives.    The objectives of the Chapter are:

- a) To promote public safety in the construction, occupancy, and location of buildings and related structures.
- b) To research, develop, recommend and promote uniform regulations, legislation and enforcement pertaining to all phases of building construction, and to encourage uniformity in interpretation of building regulations.
- c) To develop, promote the adoption of, and maintain the International Building Code and other uniform codes and related documents which are designed to advance the cause of uniformity in regulations for the construction, alteration and repair of buildings and related structures.
- d) To advise in the administration of building laws and ordinances, and in the development of management and enforcement programs and related activities.

- e) To promote the research and development of educational and informational materials relating to minimum standards for building construction.
- f) To advance the professional skills of those engaged in the administration and enforcement of building regulations and to enhance the professional image of building inspection departments.
- g) To promote a spirit of cooperation between governmental agencies and the private design and construction sectors.
- h) To do all such other things as are incidental to or desirable for the attainment of the above objectives.

## **ARTICLE II**

### **Membership**

Section 1. Classes of Membership. There shall be the following classes of membership:

- a) Governmental Member shall be a governmental agency engaged in the enforcement of the California Building Code and other laws and ordinances related to building construction. The governmental member shall be the agency's Building Official or his/her authorized representative. The governmental membership shall be known collectively as the Board of Directors.
- b) Affiliate Member shall be an individual, firm, corporation, association of firms of corporations, or governmental agency interested in the objectives of the Chapter.
- c) Honorary Member shall be an individual who has rendered outstanding and meritorious service in the furtherance of the objectives of the Chapter. An honorary membership may be proposed in writing by at least three governmental members,

and approval of an honorary membership shall be subject to a two-thirds vote of the Board of Directors.

- d) Associate Member shall be an individual employed by a Governmental Member who is not the authorized representative. Associate members shall be chosen by the governmental member representative to participate in the activities of the chapter.
- e) Student Member shall be an individual enrolled in engineering, architecture or construction technology courses and not employed by Governmental Member.

Section 2. Membership Register. The corporation shall keep in written form a membership register containing the name, address and class of each member. The register shall also contain the fact of termination of membership and the date on which such membership ceased. Such register shall be kept at the principal office of the corporation and shall be subject to the rights of inspection.

Section 3. Board of Directors. The corporation shall be governed by the Board of Directors. The Board shall adopt a corporate seal.

### **ARTICLE III**

#### **Selection and Qualifications of Officers**

Section 1. Officers. The officers shall be the Immediate Past President, President, Vice President, Secretary and Treasurer.

Section 1.1. Officer's Class of Membership.

- a) The President and Vice President shall be representative of governmental members or associate members at the time of their election to office.

- b) The Secretary and Treasurer shall be representative of governmental members, associate members or, affiliate members at the time of their election to office.

Section 2. Election and term. The President, Vice President, Secretary, and the treasurer shall be elected by the Board of Directors for a term of one year commencing on the first of January of each year. Where the Board of Directors has failed to act by such time, the President shall serve until his successor has been duly elected. The President, upon completion of his term, shall automatically become Immediate Past President.

Section 2.1. Nominating Committee. There shall be a Nominating Committee consisting of the immediate Past President and at least two other governmental or honorary members as appointed by the Board of Directors. The Nominating Committee shall prepare a report listing nominees for President, Vice President, Secretary, and Treasurer, the terms of which offices expire at the end of December of each year. The report of the Nominating Committee shall be submitted to the membership no later than the last regular chapter meeting of the calendar year. Anyone otherwise qualified to be a nominee for a office of President, Vice President, Secretary, or Treasurer may become a nominee for such office by being so nominated by any governmental member in attendance at the time of consideration of the report of the Nominating Committee.

Section 3. Vacancies. A Vacancy in the office of president shall be filled by the Vice President. A vacancy in the office of Vice President, Secretary or Treasurer shall be filled by a majority vote of the Board of Directors present at any regular meeting.

Section 4. Disqualification. When an officer ceases to qualify as a governmental member, associate member or, affiliate member, the officer will automatically be relieved from office.

Section 5. Duties.

- a) The Immediate Past President shall serve as a member of the Chapter Executive Committee and shall serve as chairperson the Nominating Committee. The President shall be the chief executive officer of the Chapter and shall preside at all Chapter meetings. In the absence of the president, the Vice President shall assume the President's duties.
- b) The Secretary shall:
  - 1) Keep or cause to be kept written minutes of all proceedings and actions that transpire at all regular and special Chapter meetings;
  - 2) Keep or cause to be kept the member register showing names and addresses and class of membership of all members;
  - 3) Give or cause to be given notice of all Chapter meetings to the membership; and
  - 4) Keep the seal of the Chapter in safe custody and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.
- c) The Treasurer shall provide a report of the Chapter's financial status to the membership at each regular meeting, shall prepare and file any corporation financial reports required by law, and shall serve as a member of the Executive Committee. The treasurer shall also provide an annual written financial report to the Chapter on the last meeting of the calendar year, but in no event shall the annual report be prepared later than 120 day

after the close of the corporation's fiscal year. The annual report shall contain in appropriate detail, the following:

- 1) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for such fiscal year;
- 2) A statement of the place where the name and addresses of the current members are located;
- 3) Any information concerning certain transactions and indemnifications required by Corporation's Code, Sec. 8322.

## **ARTICLE IV**

### **Meetings**

Section 1. Time and Place. Regular and special meetings shall be held at a time and place selected by the President or by a majority vote of the Board of Directors for transaction of such business as the Board Determines.

Section 2. Quorum. A majority of governmental members shall constitute a quorum at any regular or special Chapter meeting. The vote of a majority of a quorum shall constitute the ruling on any issue. A quorum once established is not broken by the withdrawal of any representative provided any action is approved by a number of governmental members constituting a majority of those required for a quorum. Each governmental member shall have one vote and one vote only on any given matter. However, for the purpose of introducing matters for discussion, all members may make and second motions. All members shall be entitled to participate in meetings and discussions and may be appointed to committees as non-voting members. Only governmental members shall be entitled

to vote on any matter, whether as a committee member or otherwise.

## ARTICLE V

### Executive Committee

Section 1. Membership. There shall be an Executive Committee, the voting members of which shall be composed of the Immediate Past President, President, Vice President, Secretary and Treasurer.

Section 2. Disqualification. Any member of the Executive Committee who ceases to qualify as a governmental member, associate member or, affiliate member shall thereupon cease to be a member of the Executive Committee and shall be replaced thereon by the successor to the office.

Section 3. Duties. The Executive Committee shall meet at a time and place selected by the President for the purpose of making recommendations to the membership on matters pertaining to functions and operations of the Chapter and to its existence as a corporation.

Section 4. Quorum. Three members of the Executive Committee shall constitute a quorum. In no event shall any recommendation be made to the membership without at least three affirmative votes.

Section 5. Report. After each executive Committee meeting, a written report of its recommendations to the membership shall be prepared by the President for discussion at the next regular Chapter meeting.

**ARTICLE VI**  
**Order of Business**

Section 1. Order of Business. The order of business of a Chapter meeting shall be as follows:

- a) Determination of quorum.
- b) Introduction of affiliate members and guests.
- c) Approval of minutes of pervious meetings.
- d) Communications.
- e) Good of the order
- f) Unfinished business.
- g) New business.
- h) Special program items.
- i) Election of officers.
- j) Adjournment.

Section 2. Changes. The order of business may be changed by a majority vote of the Board of Directors or at the discretion of the President.

**ARTICLE VII**

**Dues**

Section 1. Each governmental member shall be assessed the sum of fifty dollars (\$50) per year for dues. Each affiliate member shall be assessed the sum of fifty dollars (\$50) for dues. Each student member shall be assessed the sum of five dollars (\$5) per year dues. Dues shall be payable at thee first meeting of the calendar year. Dues not paid within six months of the first meeting of the calendar year are delinquent.

Section 2. Other appropriate charges may be levied by the majority vote of the Board of Directors.

**ARTICLE VIII**  
**Annual Report**

Section 1. The Treasurer shall provide a written financial report to the membership on the last meeting of the calendar year.

**ARTICLE IX**  
**Amendments**

Section 1. Proposed amendments to the Constitution and Bylaws may be submitted in writing by at least three governmental members at any regular or special Chapter meeting. All governmental members shall be notified in writing of the proposed amendments, which shall not be voted upon prior to the next regular Chapter meeting after the meeting at which they were submitted. A two-thirds vote of the governmental members present at a meeting is required for adoption. Amendments shall then be submitted to the Board of Directors of the International Code Council for its Approval. The effective date of the amendments will be thirty (30) days after notification to the Chapter of approval by the Council Board of Directors.

Passed and adopted this 15<sup>th</sup> day of September, 2009.


  
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President

  
\_\_\_\_\_  
Vice President

CERTIFICATE OF SECRETARY OF  
SAN DIEGO AREA CHAPTER, INTERNATIONAL CODE COUNCIL,  
A California non-profit corporation

I hereby certify that I am the duly elected and acting secretary of said corporation and that the foregoing by-laws comprising ten (10) pages constitute the constitution and by-laws of this said corporation as duly adopted at a board meeting of the Board of Directors thereof held on Tuesday, September 15, 2009.

Date: September 15, 2009

  
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Mehdi Shadyab, Secretary



# San Diego Area Chapter International Code Council

Carlsbad, Chula Vista, Coronado, Del Mar, El Cajon, El Centro, Encinitas, Escondido, Imperial Beach, La Mesa, Lemon Grove, National City, Oceanside, Poway, San Diego City, San Diego County, San Marcos, Santee, Solana Beach, Vista

## RESOLUTION

A resolution of the San Diego Area Chapter of the International Code Council, acted on by the members present at the monthly business meeting of September 15, 2009.

Whereas, the members of the San Diego Area Chapter of the International Code Council wish to increase participation of its members on the Executive Committee, by expanding the class of membership who can serve as the Treasurer and the Secretary on the Executive Committee.

Now therefore be it resolved that the Constitution and By-laws of the San Diego Area Chapter of the International Code Council be amended to add 'affiliate member' to the class of membership who can serve as an officer in the capacity of the Chapter's Treasurer or the Secretary on the Executive Committee.

Unanimously passed and adopted by the San Diego Chapter of the International Code Council membership present at the monthly business meeting of September 15, 2009.

Witness my hand and the seal of said  
San Diego Area Chapter International Code Council  
Attesting to the unanimous adoption of this Resolution on the  
15th day of September, 2009.

  
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Will Foss, President, San Diego Area Chapter

**The mission of the San Diego Area Chapter of ICC is to:**

*Promote* uniformity and consistency in the application of the building codes; and,

*Promote* public health and safety through education and training programs and active participation in the code development process; and,

*Promote* public awareness of the important role that building department services play in contributing to the quality of life in the San Diego Region.

<http://www.icbo-sd.org>