DATE: February 16, 2018

TO: OBOA Active Members

FROM: Charles Huber, Bylaws Committee Chair

SUBJECT: Proposed OBOA Bylaws Amendment

1. OBOA Council of Past Presidents meeting August 10, 2017 minutes show a suggestion for a "... by-law change to include certified personnel not actively working for government jurisdiction to be able to serve on OBOA ..." Board of Directors. OBOA Board of Directors meeting August 11, 2017 show the OBOA Immediate Past President reporting on the Council of Past Presidents position stating "... 8 members of the Board are retiring and that this is problematic as the by-laws prohibit retired members from serving. An amendment to the by-laws was suggested." The OBOA Board of Directors August 11, 2017 tasked the OBOA Bylaws Committee to prepare such an amendment.

2. OBOA Board of Directors’ Policy 14 reads in part, “7. ... The Board of Directors’ position on the proposed amendment to the bylaws shall be published and distributed to the membership. 8. The proposed Bylaw amendments shall be published and sent to all Active Members, retired, and Honorary members.” OBOA Bylaws Article VII Section A reads in part, “... A copy of the proposed changes shall be sent by postal service or electronic mail to each member of the organization not less than fifteen (15) days before the vote is taken ...” The OBOA By-Laws Committee presented a draft amendment to the OBOA Board of Directors at their November 17, 2017 meeting which they approved. This amendment will be on the agenda of the OBOA Annual Business Meeting March 19, 2018 for vote by the Active Members.

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Bylaws Amendment
ARTICLE 1 – MEMBERSHIP

Section A. Membership shall be classified as Active, Associate, Retired-Former-Active, or Retired-Former-Associate.

1. **Active** membership shall be limited to persons employed or contracted in governmental departments, boards or committees who administer, supervise, formulate or that are engaged in the enforcement of building, zoning, fire or housing codes.

   a. Honorary membership shall be limited to individuals who have rendered meritorious service in the furtherance of the objectives of this organization. Honorary membership shall be conferred upon any individual by majority vote of members present at any regular meeting of the Board.

2. **Associate** membership shall be limited to persons involved with international, regional, state or chapter organizations, manufacturers of building materials, architects, engineers and similar interests and individuals concerned with the construction industry. Those members not defined as Active members, shall be part of this classification.

   a. Retired membership shall be limited to individuals who at the time of retirement were members in good standing with this organization.

3. **Retired-Former-Active** membership shall be limited to persons who at time of retirement were active members in good standing with this organization.

4. **Retired-Former-Associate** membership shall be limited to persons who at time of retirement were associate members in good standing with this organization.

5. Members shall be entitled to vote on matters pertaining to the business of the organization. Members may serve on committees at the discretion of the President or hold elected office in accordance with the adopted bylaws.

Section B. Chapters shall be classified as Regional or Professional.

1. **Regional** chapters shall be limited to local associations of code officials in the State of Ohio having at least twenty (20) active members who represent local governments in code enforcement.

2. **Professional** chapters shall be open to associations of persons in the State of Ohio having at least fifteen (15) professional members concern with the design of buildings and the governing regulations.

ARTICLE II – APPLICATION

Section A. Membership applications shall be offered during each calendar year and shall have a one (1) year term beginning January 1 and ending December 31 for such year.

1. Except in the case of honorary membership, applications for membership shall be filed with the Secretary of the organization on forms prescribed by the Board of Directors. In case of doubt of the qualifications of any applicant for membership for the classification shown on the application, the concurring vote of the Board of Directors shall determine the classification under which the applicant shall be accepted. The Secretary shall present a list of applicants at each regular Board meeting.

2. Joint membership shall be all persons accepted as active, associate, retired-former-active, or retired-former-associate members by one of the regional chapters or professional chapters and shall be accepted by the Board of Directors as active, associate, retired-former-active, or retired-
former-associate members in this association upon submission of the appropriate information and
dues. Should any person desire to join this association as a member without joining a chapter, that
person shall pay the dues accordingly.

Section B  Chapter applications shall be offered annually and shall have indefinite terms unless
delinquent.

1. Application for Chapter membership shall be filed with the Secretary of this organization by letter or
resolution, accompanied by a copy of the applicant’s constitution, by-laws and the names of its
officers. If the Board of Directors finds that the applicant’s constitution and by-laws conform to the
purposes and methods of this organization, and the applicant’s name does not conflict with the
name of this organization, then the Board of Directors shall issue a charter to the applicant.

ARTICLE III – DUES

Section A.  The amount of dues shall be established by the general membership. Such dues
shall be for the calendar year, January 1 through December 31.

1. Active Membership, $60.00 per year.
2. Associate Membership, $60.00 per year.
3. Honorary Membership shall be exempt from payment of dues.
4. Retired-Former-Active and Retired-Former-Associate Membership shall be exempt from payment of
dues.
5. Joint Membership, $20.00 per year.
6. No dues are required for Chapter Membership status.

Section B. Any membership dues not paid on or before April 1 shall be considered delinquent
and shall not be entitled to receive benefits of membership. The Treasurer shall mail notification
of such status. Failure to respond to notice of delinquency within thirty (30) days shall constitute a
resignation from this organization.

ARTICLE IV – BOARD OF DIRECTORS

Section A. The affairs of this organization shall be managed and transacted by a Board of
Directors or the Board, consisting of (5) Officers, (6) Active Directors, (1) Associate Director and
the current President of each chapter of this organization.

1. The Officers of this organization shall be; Immediate Past President, President, Vice-President,
Secretary and Treasurer that vote on all matters pertaining to this organization. The officers shall be
active members of the organization and shall have served at least one (1) year on the Board at any
time prior to the time of their election. If the status of any officer changes during that person’s term of
office, the Board shall name a successor.

a. The authority of these Officers shall be the duties normally prescribed to their respective offices.
It shall be the responsibility of the Officers to plan and pursue policies which will promote the
purposes of the organization, known as Board of Directors Policies (BDP).

b. The order of succession to the chair of President shall be Vice-President, Secretary, and
Treasurer, which shall be utilized by the Board to name a successor to any officer whose status
changes during such officer’s term of office. If a vacancy is caused in the ranks of the officers
by the exercise of the order of succession, then in such event the Board shall name a
successor.

c. The Officers shall be elected for a term of one (1) year. The President, Vice-President and
Secretary shall not succeed themselves more than once. All Officers at no time shall be from
the same jurisdiction or government office.

d. The Treasurer shall be bonded by at least a minimum bond. The financial affairs shall be
audited and certified annually by the incoming Board.
2. The Directors of this organization will make recommendations to the Officers and vote when such actions are not in conflict with the provisions of the adopted bylaws.
   a. The power of the Directors shall be established in the committees necessary to effectively carry out the programs of this organization.

   b. Three (3) Active Directors either Active Members or Retired-Former-Active Members shall be elected each year for a term of two (2) years, except that three members first elected shall serve for one (1) year and the other three for two (2) years.

   c. One (1) Associate Director on the Board shall be elected every other year for a term of two (2) years and may self-succeed more than one time.

   d. Each Chapter President shall be granted a matching term as a Director on the Board.

   e. If the status of any Director of this organization changes during that person’s term of office, the Board shall name a successor.

3. Officers and Directors shall be elected by the membership at the annual meeting.

4. The Board shall authorize the depository of all funds of the organization and designate the officer(s) to draw on such funds. The Board shall determine expenditures by an approved budget or by resolution and designating the officer(s) authorized to approve expenditures within specified limits. In the interim between meetings of the Board ordinary expenses necessary to the conduct of the business of the organization, shall be approved by the President and an accounting thereof presented to the Board for approval at the next meeting of the Board.

5. In the event that the Treasury of the organization should reach the limit permitted by the Internal Revenue Service regulations for non-profit organizations, the President shall appoint a committee who will recommend a means of spending these monies so long as no member of this committee, the Board of the President, nor any member of their families shall benefit in any way from the disbursement of this money.

ARTICLE V – COMMITTEES

Section A. The Board shall establish the standing and special committees’ necessary to effectively carry out the programs of the organization. The duties, responsibilities, limitations and other directives shall be clearly stated in a BDP, establishing each committee.

1. The President shall designate the Chair and appoint the members of all committees with the advice and consent of the Board and in accordance to the adopted bylaws.

2. All committees shall report to the membership on committee activities, goals, and association assets controlled by the committee at the annual meeting and at such other times as may be appropriate.

3. The Program Committee of this organization shall be a standing committee consisting of the Vice-President as the Chair and the Treasurer.

4. The Nominations Committee shall be a standing committee consisting of five (5) members. The Chair shall be the Immediate Past President. The current President shall appoint two (2) active members and two (2) members from the Council of Past Presidents.

   a. Election notice shall be sent to the members at least sixty (60) days in advance of an election to solicit nominees.
b. Nominations will be taken by postal or electronic mail and submitted to the Chair at least thirty (30) days in advance of an election.

c. Nominations will be considered by the committee and a simple majority shall rule with the Chair voting only in the event of a tie.

d. The slate of candidates shall be announced as soon as possible prior to the annual meeting of the membership.

e. Nominations will be taken from the floor of the annual meeting of the membership where the election takes place.

f. A simple majority vote of the members in good standing and present at the annual meeting of the membership shall constitute the election.

5. The Ohio ICC Code Change Committee shall be a standing committee consisting of a minimum of seven (7) and a maximum of fifteen (15) members. The committee shall consist of an odd number of members. The purpose of the committee is to perform the following tasks on the behalf of OBOA:
   a. Submit code change recommendations to the International Code Council (ICC), the Ohio Fire Marshal (OFM), and the Ohio Board of Building Standards (OBBS).
   b. Review code change recommendations submitted to ICC, OFM, and the OBBS thus representing the interest of OBOA by testifying on matters of interest to and for Ohio.
   c. Interact with the Code Change Committees from other states to generate support for code changes of mutual interest.

Section B. In the interim between regular meetings of the of the Board, the President may establish “ad hoc” committees for such purposes as considered desirable to further the activities of the organization. The continued existence of such special committees or the establishment of them as standing committees shall be determined by the Board at the next regular meeting hereof.

ARTICLE VI – MEETINGS

Section A. The Board shall propose new items of business and make recommendations to the body at each meeting. Such business and recommendations shall be consistent with the purposes of the organization as outlined in the adopted constitution.

1. The Board shall hold a meeting at the annual meeting of the membership and shall meet at such other times and in such places as it shall determine or upon call of the President of a majority of the membership of this organization. At any meeting of the Board of Directors, a majority of the Board members thereof shall constitute a quorum. Notice of meetings shall be mailed to each Board member not less than fifteen (15) days prior to the meeting unless waiver of such notice is agreed to by a two-thirds majority of the Board members.

2. The concurring vote of a majority of the members of the Board of Directors entitled to vote present at any meeting of the Board at which there is a quorum, shall constitute an act of the Board unless otherwise specified in these By-laws.

3. The order of business at all meetings of the Board shall follow generally accepted rules such as Robert’s Rules of Order.
4. The organization shall hold an annual meeting of the membership each year and additional periodic meetings as scheduled by the Board.

5. The Board may call for special meetings of the membership or such meetings can be called upon the request of one-third of the membership of the organization.

6. Notice of meetings of the membership shall be sent to all members not less than fifteen (15) days in advance of the meeting. In the case of special meetings, the purpose of the meeting shall be stated in the call thereof.

ARTICLE VII – Amendments and Adoptions

Section A. The constitution or by-laws of this organization may be amended. Any member wanting to change the CONSTITUTION or BY-LAWS may provide notice of any proposed change to the President or the Board, either by postal service or electronic mail not less than seven (7) days before any scheduled Board meeting. The Board shall review proposed changes within ninety (90) days. A copy of the proposed changes shall be sent by postal service or electronic mail to each member of the organization no less than fifteen (15) days before the vote is taken or the ballots counted.

Section B. Any changes to the constitution or by-laws of this organization shall become effective upon their adoption by a two-thirds majority vote of the members of the organization. Such vote may be by either:
1. Members present at the annual meeting.

2. Postal service or electronic mail addressed to the Secretary.