

AMENDED AND RESTATED
CONSTITUTION AND BY-LAWS
OF THE
COLORADO CHAPTER OF THE INTERNATIONAL CODE COUNCIL

ARTICLE I
NAME, OFFICE, REGISTERED AGENT AND OBJECTIVES

Section 1 Name. This organization shall be known as the Colorado Chapter of the International Code Council.

Section 2. The objectives of the organization are:

- (a) To apply knowledge and experience necessary for the protection of public welfare in areas relative to building construction.
- (b) To research and discuss the principles of health and safety as they apply to the location, construction and occupancy of buildings and related structures.
- (c) To develop and promote the adoption of “International” series of codes published or endorsed by the International Code Council and to assist in the development and promotion of uniform regulations and legislation pertaining to building construction.
- (d) To be contributing members of the International Code Council and to pursue uniformity in code interpretation and enforcement.
- (e) To do all such other things as are incidental to, or desirable for, the attainment of the organization’s objectives to further the public good.
- (f) To revise and amend these objectives as necessary to achieve the Chapter’s mission.

Section 3 Business Office. The principal office of the corporation shall be as stated in the articles of incorporation. The corporation may at any time, and from time to time, change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 4 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be changed from time to time by the board of directors or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

Section 5. General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws , all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors.

ARTICLE II MEMBERSHIP

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

- (a) CLASS A MEMBER. A designated representative of any governmental agency involved in the administration of codes, laws and ordinances relating to building construction. The governmental entity served shall have adopted the Uniform Building Code or the International Building Code or use one of these documents as a basis in the formulation of a local code. Class A members shall be designated in writing by the governmental entity being served. Class A members may, in writing, transfer full membership powers by proxy to a subordinate staff member. A governmental entity shall have only one Class A member. A Class A member shall have only one vote regardless of the number of entities served.
- (b) CLASS B MEMBER. Any member, other than the designated Class A member, of a governmental agency engaged in the administration of codes, laws and ordinances relating to building construction. **Only one designated Class B member from each governmental entity served shall be entitled to vote and such member shall be designated in writing by the governmental entity being served.**
- (c) PROFESSIONAL/ASSOCIATE MEMBER. Any individual or firm engaged in the practice of architecture, engineering, research, construction, inspections, or related building activity interested in the objectives of this organization.
- (d) STUDENT MEMBER. Any individual enrolled in classes or a course of study occupying at least twelve (12) hours of classroom instruction per week and interested in the objectives of this organization.
- (e) HONORARY MEMBER. An individual who has rendered outstanding and meritorious services in the furtherance of the objectives of the organization. This person shall be proposed and confirmed by the Board of Directors, and honored during the installation ceremony of the Annual Business Meeting. Honorary Members shall receive complimentary registration to any Chapter Business Meeting.
- (f) RETIRED MEMBER. Any active member, who has retired from their occupation after being a Chapter member for ten years.

Section 2. All membership classifications shall be subject to review by the Board of Directors.

Section 3. All members shall be entitled to participate in meetings and for the purpose of bringing up matters for discussion, including the making and seconding of motions. Only Class A members and designated Class B members shall be entitled to vote.

ARTICLE III
BOARD OF OFFICERS AND DIRECTORS

Section 1. There shall be a Board of Directors, hereinafter called the Board, who shall have the authority to carry on the business of the Chapter between meetings.

Section 2. The Board shall be made up of ~~eleven~~ nine (9) members who shall be Class A or B members at the time of their election (with the exception of the immediate past President). Not more than two A or B members may serve at one time from any governmental entity. ~~Six members of the Board shall constitute a quorum for transacting business of the Chapter.~~

Section 3. ~~The board~~ ~~There~~ shall be ~~five (5) officers of the Board who shall consist of the~~ comprised of six (6) directors-at-large (one of which shall be the immediate past President); a President, a First Vice-President (President Pro-tem), Second Vice President and a Secretary who shall be elected for a one-year term at the Annual Chapter Business Meeting, /Treasurer which are jointly referred to herein as the Officers of the Executive Board. ~~The Board shall appoint a Treasurers who shall either be a Class A or B member and shall serve as an officer of the Board. The Immediate Past President shall also serve on the board. The other five members shall be elected at large for a one-year term.~~

~~Section 4. The Board may appoint an assistant to the Secretary, an auditor and such others as may be needed to conduct the affairs of the Chapter. The Board shall meet from time to time as called by the President. A majority of the Board members shall constitute a quorum. The Board shall be limited to a non budgeted expenditure of \$5,000.00 at any one time without approval of the membership.~~

Section 4. ~~The duties of the officers shall be:~~ In addition to such powers and duties as may be required by law, the Executive Board shall have the authority and shall exercise the powers and perform the duties specified below:

- (a) President – The President shall preside at all business meetings and meetings of the Board and shall be an ex-officio member of all committees.
- (b) ~~First~~ Vice President (President Pro-tem) – The ~~First~~ Vice President shall preside at meetings during the absence of the President and assist the President as necessary.
- (c) ~~Second Vice President – The Second Vice President shall act as the parliamentarian and assist in the administration of the Chapter as necessary. The Second Vice President shall preside at meetings during the absence of both the President and the First Vice President.~~
- (c) Secretary/Treasurer – The Secretary/Treasurer shall be the recording officer and custodian of the records of the Chapter except where specifically assigned to others. His/Her duties shall include the recording of the proceedings and actions at all regular and special Chapter meetings and meetings of the Board. He/She shall be responsible for the Chapter's correspondence including notice of meetings. He/She shall keep readily available at all meetings such records as ~~the book of minutes, a certified copy of the constitution and bylaws roster of Chapter Membership, the standing and special committees, current correspondence and other records as necessary.~~ the minutes of the previous business

meeting and a copy of past business meeting minutes within 30 days from a request by any Chapter member. A certified copy of the constitution and bylaws. Roster of Chapter membership. Standing and special committees. Current correspondence and other records as necessary.

Secretary/Treasurer shall keep true and accurate accounting of all financial transactions of the Chapter. He/She shall collect all monies and place all such receipts in such account and institutions as authorized by the Board. He/She shall disburse funds for the payment of bills as authorized by the Board. He/She or a person/committee approved by the board shall submit the billing for the annual dues to the membership each year by January 15th. He/She shall keep records of all transactions and shall submit financial statements at each regular Chapter meeting and an annual statement at the Annual Chapter Business Meeting. **All transactions larger than \$5,000.00 shall require two signatures.**

Section 5. Six members of the Board shall constitute a quorum for transacting business of the Chapter.

Section 6. The Board may appoint an assistant to the Secretary/Treasurer, an auditor and such others as may be needed to conduct the affairs of the Chapter.

Section ~~6~~**7**. No Elected Board member shall serve more than five consecutive terms in any one position. If the President is unable to serve, the **First Vice Immediate Past** President shall serve in his/her stead. In the case above or if the **First Vice Immediate** President is unable to serve, the **Second** Vice President shall become the **First Vice** President. **The Vice President shall remain vacant until the next Annual Chapter Business meeting.** The positions of any other board member unable to serve shall be filled by appointment of the Board, **and such individual shall serve until the next Annual Chapter Business Meeting.**

~~**Section 7. All open Board seats shall be filled by election by the membership at the Annual Chapter Business Meeting. The board, at its discretion, may fill vacant Board seats by temporary appointment for a term which shall last until the next Annual Chapter Business meeting.**~~

Section 8. The Immediate Past President shall automatically be instituted as a member of the Board. The remaining nine (9) Board seats shall be filled by election of the membership at the Annual Chapter Business Meeting.

Section ~~7~~**9**. ~~**All open Board seats shall be filled by election by the membership at the Annual Chapter Business Meeting.**~~ The Board, at its discretion may fill vacant board seats by temporary appointment and such members shall serve until the next Annual Chapter Business Meeting.

Section **8**~~10~~. A Board member may be removed for cause. The Board shall recommend removal of the Board member to the membership. Such removal shall require two-thirds (2/3) vote of the membership present at any regular business meeting.

Section **9**~~11~~. A class A or B member who is on the board and is no longer employed with their governmental entity shall be allowed to continue his or her position on the Board until the next election of the Board at the Annual Chapter Business Meeting.

Section 12. Meeting Place and Procedures. Meetings of the Board of Directors shall be held as such place that is designated from time to time by the Board. Any meeting, regular or special, may be

held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another.

Section 13. Regular Meetings. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by two directors.

Section 14. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by two directors.

Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director by four (4) days notice by first class mail or 48 hours notice delivered in person or by telephone or electronic mail at the Director's address shown on the records of the Corporation. The notice need not specify the purpose of the meeting.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the Secretary/ Treasurer.

ARTICLE IV FIDUCIARY MATTERS

Section 1. Authority Regarding Agreements Binding Upon the Corporation. Except as otherwise set forth in Article V Section 4 (regarding preauthorization for committee chairpersons), all contracts which bind the corporation to a fiscal obligation greater than Five Thousand and 00/100 Dollars (\$5,000.00) and/or which constitute a multi-year obligation shall be executed by no less than two (2) members of the Board. All other contracts shall require the signature of at least one (1) member of the Board.

Section 2. Indemnification; Scope. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section IV. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section, to the fullest extent permissible under the laws of the State of Colorado.

Section 3. Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person not purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualifications of the corporation as an organization described in section 501(c)(6) of the Internal Revenue Code.

Section 4. General Standards of Conduct for Directors and Officers.

- (a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority, in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the director or officer reasonably believes to be in the best interests of the corporation.
- (b) Reliance on Information, Reports, Etc.. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 4.3 (b) unwarranted.
- (c) Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 4.
- (d) Director Not Deemed to BE a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5. Liability of Directors for Unlawful Distributions. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or articles of incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 4. A director who is liable under this section, for an unlawful distribution is entitled to contribution: from every other director who could be liable under this Section, for the unlawful distribution; and from each person who accepted the distribution knowing the distribution to that person exceeds what could have been distributed to that person without violating the Act or articles of incorporation.

Section 6. Loans to Directors and Officers Prohibited. No loan shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

Section 7. Conflicts of Interest:

- (a) **Definition.** A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitations, directors and officers of the corporation. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the corporation” includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services to or receiving any foods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.
- (b) **Disclosure.** If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest; (a “conflicting interest transaction”), such person shall: () immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; () aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and () not be entitled to vote on the decision to enter into such transaction.
- (c) **Approval of Conflicting Interest Transactions.** The corporation may enter into a conflicting interest transaction provided either: The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or the conflicting interest transaction is fair as to the corporation.

ARTICLE ~~IV~~V COMMITTEES

Section 1. There shall be established standing committees to assist the various functions of the Chapter. The standing committees and their duties shall be as follows:

- (a) By-Laws – shall review all proposed changes to the by-laws for action by the Board.

- (b) Code Changes – Shall provide the analysis of the proposed code changes to the “International” series of codes, prepare and submit, in code language, proposed code changes of the Chapter members, recommend positions on each, analyze the agenda items of the Code Hearings and participate in the support or opposition of their passage.
- (c) Corporate Affairs – shall prepare the Chapter budget, prepare the corporate income tax and advise the Chapter in other corporate affairs. The Secretary/Treasurer shall serve as the Chair.
- (d) Education/Programs - shall arrange programs with the desires and needs of the membership in mind; showing concern for new products, systems and the changing technology confronting the Chapter.

Section 2. The President may establish other ad hoc committees, as he/she deems necessary. He/She shall appoint the members of each of the committees and shall name a Chairperson for each committee.

Section 3. The committees shall meet from time to time when called by their chairpersons and shall report to the Chapter at business meetings.

ARTICLE ~~V~~VI MEETINGS

Section 1. Regular business meetings shall be held as required. One meeting, to be known as the Annual Chapter Business Meeting, shall be held each calendar year in the month of December. The voting members present at the Annual Chapter Business Meeting shall by majority vote recommend the time and place of the following Annual Business Meeting to the Board for approval.

Section 2. Twelve Class A or B Members, consisting of six Board Members and six Non-Board Members, shall constitute a quorum for the transactions of business at regular or Annual Chapter Business Meetings.

Section 3. The order of business of the Regular and Annual Chapter Business Meetings shall be as follows, **provided that the Board shall have the discretion to alter the order of meetings:**

(a) Roll Call of Officers (Quorum of six required)	(e) <u>(f)</u> Old Business
(b) Approval of Minutes of previous Meetings	(f) <u>(g)</u> New Business
(c) Correspondence/Communications	(g) <u>(h)</u> Election of Board members (Annual Chapter Business Meeting:)
(d) Reports of Officers and Committees	(h) <u>(i)</u> Adjournments
<u>(e) Adoption of Annual Budget</u> <u>(Annual Chapter Business</u>	

ARTICLE ~~V~~VII
MEMBERSHIP DUES

Section 1. The annual dues for the members shall be as follows:

		<i>Cost</i>
(a) Class A Member -	(1perjurisdiction)	\$30.00
(b) Class B Member -	<u>(1 voting Class B Member per jurisdiction)</u> 2nd Person 3rd Person Each Additional Person	\$30.00 each
(c) Professional/Associate Member		\$40.00 each
(d) Student Member		\$10.00 each

No dues shall be charged for Honorary or Retired Members. Annual dues shall be due and payable by ~~March 31st~~ January 1st of each year, and shall expire on December 31st of each year. ~~Dues not paid by April 1 shall be delinquent.~~

ARTICLE ~~VII~~VIII
AMENDMENTS

Section 1. Proposed amendments to these By-Laws shall be signed by at least five (5) Class A or B Members and shall be presented to the Board at least sixty (60) days before the opening of an Annual Chapter Business Meeting. The Board shall cause ~~them~~ any proposed amendments to be provided with the Annual Chapter Meeting notice and after review shall present its recommendation at the Annual Chapter Business Meeting.

These proposed amendments will be discussed and may be further amended at the Annual Chapter Business Meeting. If passed by a majority vote of the Class A and B members present they shall be submitted by letter or electronic ballot to the entire voting membership within thirty (30) days after the Annual Chapter Business Meeting for approval. Amendments sent by letter or electronic ballots must receive a two-thirds majority vote for adoption. Only ballots received within sixty (60) days after the Annual Chapter Business Meeting shall be tallied.

ARTICLE IX
RECORDS OF THE CORPORATION

Section 1. Minutes. The corporation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

Section 2. Accounting Records. The corporation shall maintain appropriate accounting records.

Section 3. Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 4. Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These bylaws;
- (c) A list of names and business or home addresses of the current directors and officers;
- (d) A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (e) All financial statements prepared for periods ending during the last three years, if any, showing in reasonable detail the corporations assets and liabilities and results of its operation;
- (f) The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (g) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

ARTICLE X DEDICATION OF PROPERTY; DISSOLUTION

The Corporation shall use its funds to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Corporation. In that regard, all corporate property is irrevocable dedicated to the purposes set forth in Article I Section 2.

~~ARTICLE VIII~~ ~~NO BENEFIT TO ANY INDIVIDUAL~~

~~No part of the net earnings, if any, of this Corporation 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 Corporation or inure to the benefit of any private persons except a fund, foundation or corporation organized and operating for charitable, scientific, literary, educational purposes, or legal defense.~~

No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officer, or members or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code section 501(c)(3) or 501 (c)(6), or the corresponding provisions of any future United States internal revenue law.

CERTIFICATE

The undersigned certifies that he/she is the secretary of the Colorado Chapter of the International Code Council, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation and that such Amended and Restated Bylaws were passed in accordance with Article VII, Section 1 of the Corporation's Bylaws, dated February 9, 2015.

Name: _____

Title: Secretary