

CONSTITUTION AND BY-LAWS OF BUILDING OFFICIALS ASSOCIATION OF TEXAS

February 24, 2011

ARTICLE 1 – NAME AND PURPOSE

SECTION 1. The name of this organization shall be Building Officials Association of Texas (B.O.A.T.), established in 1962, affiliated and recognized as a separate department of the Texas Municipal League (T.M.L.) and the State of Texas Chapter for the International Code Council. This Constitution and Bylaws shall remain in force from the attested date and any further changes shall be made a part of this original document attested by the President's and Secretary's signatures by attachment only. This shall be a not for profit, non-political organization and shall be self-supporting.

SECTION 2. The purpose of Building Officials Association of Texas shall be:

- A. To unite with Texas Municipal League and other departments of Texas municipalities of the Texas Municipal League in order to bring together and achieve a more efficient and knowledgeable understanding of local government.
- B. To provide and association of professionals that are involved with construction code enforcement and development, with the goal to enhance public health, safety and welfare by establishing and encouraging higher standards of uniformity and efficiency in administering and enforcing the adopted building construction and maintenance codes and related ordinances. To cultivate a more practical knowledge of modern building materials, methods and technology.
- C. To establish better public relations and understanding at the local, regional, state and national level of the building inspection and code enforcement departments to the citizens of their community and the public at large, in order to secure safe structures and buildings for the safety and protection of life, health and property.
- D. To encourage all persons involved in the enforcement of construction code or maintenance codes to attend and participate in all training schools and educational programs sponsored by B.O.A.T, local chapters, State Agencies, and the International Code Council. To encourage all staff to become certified in order to promote professionalism in the industry and to achieve a high level of code enforcement uniformity in administering building construction and maintenance codes throughout the State.

ARTICLE II – MEETINGS, MEMBERSHIP AND VOTING

SECTION 1. Meetings shall be held as set forth as follows:

- A. The Building Officials Association of Texas shall conduct a business meeting a minimum of once annually. Other business meetings may be called, advertised and take place at the discretion of the Board of Directors. All meetings shall be governed

and guided by this Constitution and Bylaws and shall be conducted according to Robert's Rules of Order.

- B. At least five percent of the voting membership shall constitute a quorum for each business meeting. A quorum, once established, is not broken by the withdrawal of any representatives, so long as any action is approved by a number of members constituting a majority of those required for a quorum.
- C. Any special meeting that will be required of the membership other than the annual business meeting, the Board of Directors, standing committees and other appointed committees, shall be notified by the President with 48 hours notice given to the active membership. All business conducted at such called meeting shall be verified by majority vote of the voting members attending said meeting.
- D. The Secretary shall take minutes at all meetings and the minutes shall be presented for approval at the following meeting. Copies shall be available and furnished to each active member when requested as to any and all official business conducted as a complete record of all motions and their voting outcome.

SECTION 2. The membership of this association shall consist of the designated representatives of governmental entities that adopt and enforce building construction and/or maintenance codes and their other employees; and, companies or individuals that are associated with the building construction or inspection agencies. These general categories shall be designated as follows:

A. Governmental Entity.

- (1) Voting Member. Each governmental entity, such as a city, county, state agency or other political subdivision that has authority to adopt and enforce building construction and maintenance codes may appoint one of its full time employees as a voting member of this association. This voting member shall be designated on the membership application as such and may vote on all matters brought before the membership. Each governmental entity shall only be entitled to one Voting Member. All Board of Directors positions (other than the Professional Member Board of Director) shall be elected from the individuals in the Governmental Entity category.
- (2) General Member. Each governmental entity, such as a city, county, state agency or other political subdivision that has authority to adopt and enforce building construction and maintenance codes and that is a member of B.O.A.T. may designate each and every employee of the governmental entity that is involved in the administration or formulation of laws and/or ordinances regarding building construction and/or maintenance codes, as a General Member. This provision is intended to allow all staff members the benefits of education, training, and professional interaction that B.O.A.T. provides.

B. Professional Members.

An individual or an engineering, architectural or professional inspection or material testing firm; or an individual or a firm involved in construction development or construction material manufacturing that is interested in or

allied with building construction or construction inspection may apply to be a Professional Member of B.O.A.T. This membership category is intended to allow all staff members of the firm to enjoy the benefits of education, training and professional interaction that B.O.A.T. provides. The Professional Member Board of Director position shall be elected from the individuals in Professional Members category.

- C. B.O.A.T. recognizes local, state chapters and the regional ICC Chapter as being affiliated with this association and B.O.A.T. encourages area associations of inspectors to participate with B.O.A.T. for the purposes of sharing knowledge and promoting uniformity in inspections, conducting training schools, or for general fellowship among inspectors.

ARTICLE III – FEES AND DUES

SECTION 1. The annual dues are due and payable January 1st of each year. In order to have voting rights, a member must be in good standing prior to the meeting. The Board of Directors shall set the dues for the association.

All expenditures from the association funds shall be verified by the Board of Directors and paid by funds held on behalf of B.O.A.T. by the TML

If needed, the establishing of the association's bank account shall be the responsibility of the Vice President with the approval of the Board of Directors and the account shall be placed in the State of Texas.

Any officer or member of the association acting on official business, which has been approved by the President, may be reimbursed as provided for in the B.O.A.T. Travel Policy.

ARTICLE IV – AMENDMENTS

SECTION 1. All previous Constitutions and Bylaws prior to this revision shall be repealed and void. Any proposed changes to this Constitution and Bylaws shall be submitted to the entire membership at least thirty (30) days prior to the annual business meeting by a committee of three (3) members appointed by the President with the Chairman of this committee being a Board of Directors member. Voting on the amendments shall be at the annual business meeting, tabulated and the results reported in the first newsletter following the annual business meeting, with the approval of the Texas Municipal League Board of Directors. Reprints of the approved amendments shall be distributed to the membership by the Secretary within one hundred eighty (180) days following the annual business meeting.

ARTICLE V – COMMITTEES

SECTION 1. There shall be established the following standing committees:

- A. *Assignment Committee* shall be responsible for appointing a Board of Director to be a liaison to each of the following Committees that require a liaison. The Committee shall provide the list of appointments to the President not less than 30 days following the annual business meeting. The Committee members shall be

the Immediate Past President, the T.M.L. Representative and the Secretary. In making the appointments the Committee shall consider succession along with previous liaison appointments, understanding the goal of providing each Board Member the opportunity to further the goals of Association through cooperative Committee work.

- B. *Program & Education Committee* shall establish long-term educational training goals and objectives. The Committee shall oversee all training activities (other than BPI), and monitor and evaluate existing training programs. The Board of Director that is assigned to be the liaison to this Committee shall review committee applications and recruit committee members. The list of Committee members shall be submitted to the President for approval prior to the next regularly scheduled Board of Directors meeting.
- C. *Legislative Committee* will be responsible for long-term legislative objectives affecting code related issues and B.O.A.T. Membership. The Committee shall be composed of members with the T.M.L. Representative as one of the members and the liaison to the Board of Directors.
- D. *Membership, Promotion and Development Committee* shall be responsible for the promotion of the Association and the profession by, but not limited to; press releases; public image enhancement; development of professional and industry partnerships; newsletter content, format and article suggestions; fundraising; community service projects; and any other initiative that will assist members in their individual professional development, as well as promoting the code development industry. The Board of Director that is assigned to be the liaison to this Committee shall review committee applications and recruit committee members. The list of Committee members shall be submitted to the President for approval prior to the next regularly scheduled Board of Directors meeting.
- E. *Building Professional Institute Committee* shall be responsible for the oversight of the Building Professional Institute. The Committee shall be composed of at least two co-chairs which at least one (1) member shall be a member of the Board of Directors who shall be the Board's liaison to the Committee.
- F. *Code Review Committee* shall be responsible to review and prepare positions on proposed code amendments to the adopted building construction and maintenance codes.
- G. *Awards and Scholarships Committee* shall be responsible for selection and presentation of awards and recognitions approved by the Board of Directors. The Board of Director that is assigned to be the liaison to this Committee shall review committee applications and recruit committee members. The list of Committee members shall be submitted to the President for approval prior to the next regularly scheduled Board of Directors meeting.

H. *Professional Volunteer Disaster Survey Team* shall be responsible for coordinating and assisting a municipality or regional area with disaster assessment and professional recommendations on disaster remediation. The Board of Director that is assigned to be the liaison to this Committee shall review committee applications and recruit committee members. The list of Committee members shall be submitted to the President for approval prior to the next regularly scheduled Board of Directors meeting.

SECTION 2. The President from time to time may appoint other ad-hoc committees as deemed necessary by the President or Board of Directors.

ARTICLE VI – ELECTION OF OFFICERS

SECTION 1. All elected officers of B.O.A.T. must be governmental entity members, except for the one (1) Director-at-Large professional member. The officers shall be elected at the annual business meeting and their duties shall be in accordance to Article VI, Section 5. Officers shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Five (5) Directors-at-Large (Four (4) governmental entity members and one (1) professional member.)
- E. Representative to Texas Municipal League
- F. Immediate Past President
- G. Second Past President

SECTION 2. A nominating committee of a minimum of three (3) voting B.O.A.T. members shall be appointed by the President prior to the B.O.A.T. annual business meeting. In addition to the voting members, the Second Past President shall act as Chair of the Committee. The Committee shall interview the candidates that have requested to be considered for the Board positions. Following the interview process the Committee shall provide a recommendation for a candidate for each Board seat or officer position slated for election as so stated in the Bylaws. At the time of the meeting, the Nominating Committee shall place the names of these candidates for nomination. After the Immediate Past President has asked for other nominations from the floor, a vote shall be taken on each office separately. It shall be the Immediate Past President's duty to ask the Secretary for a roll call to be held to qualify the voting members present, according to Article III.

SECTION 3. Terms of Office

- A. President – The President shall be elected to a one (1) year term. The maximum number of consecutive terms that a member may serve as President shall be limited to two (2) terms.

- B. Vice President – The Vice President shall be elected to a one (1) year term. The maximum number of consecutive terms that a member may serve shall be limited to two (2) terms.
- C. Secretary – The secretary shall be elected to a one (1) year term. The maximum number of consecutive terms that a member may serve shall be limited to two (2) terms.
- D. Directors-at-Large – The Directors-at-Large shall be elected to two (2) year terms. The maximum number of consecutive terms that a member may serve shall be limited to two (2) terms. Two (2) governmental entity member Directors-at-Large shall be elected in even-numbered years. Two (2) governmental entity member Directors-at-Large and the professional member Director-at-Large shall be elected in odd-numbered years.
- E. T.M.L. Representative – The T.M.L. representative shall be elected for two (2) year terms of office in even-numbered years and shall take office at the conclusion of the T.M.L. Annual Conference. Only a full time city official of a T.M.L. member city may serve as a T.M.L. Representative.
- F. Immediate Past President – The Immediate Past President shall serve until replaced by the President completing the terms of office.
- G. Second Past President – The Second Past President shall serve until replaced by the Immediate Past President completion of term.

SECTION 4. Vacancies in Offices

- A. A vacancy in the President’s chair shall be filled by the Vice President until the next general election of officers.
- B. A vacancy in the Vice President’s chair shall be filled by the Secretary until the next general election of officers.
- C. A vacancy in the Secretary’s chair shall be filled by a member of the Board of Directors elected by the remaining members of the Board until the next general election of officers.
- D. A vacancy in the Representative to Texas Municipal League shall be filled by the President for the portion of the year that the vacancy occurs until the next general election of officers when the position shall be filled by vote. The T.M.L. representative shall be elected for the remainder of the two (2) year term of office.

SECTION 5. Duties of Officers

- A. **PRESIDENT** – The President shall be directly responsible for the supervision and guidance of the affairs of this association and shall preside over all meetings of B.O.A.T. The President shall have the authority to appoint the necessary Committees that may serve for and on behalf of this association. The President shall enforce the Constitution and Bylaws of this association and perform other such duties that would be recognized as being part of the office.
- B. **VICE PRESIDENT** – The Vice President shall preside in the absence of the President and shall serve as treasurer for the Association. The Vice President shall review the expense report provided by the management company and provide a report to the membership at the annual business meeting. It shall be the duty of the Vice President to report any abnormalities in the expense report or budget to the President and the Board of Directors.
- C. **SECRETARY** - The Secretary shall keep and maintain an accurate record of the proceedings of any and all Board of Directors meetings, annual business meeting and all other officially called meetings. Additionally the Secretary shall be responsible for maintaining the list of all appointed committees members and the committee assignments.
- D. **REPRESENTATIVE TO TEXAS MUNICIPAL LEAGUE** – According to the Bylaws of Texas Municipal League, all separate Departments of the League are required to appoint one representative to the Texas Municipal League. The representative shall represent the interest of B.O.A.T. at such functions. He shall seek guidance from the Board of Directors of B.O.A.T. and, at all times, present the majority views of the membership and Board. The representatives shall be a Past Member of the Board of Directors of B.O.A.T. No T.M.L. representatives shall serve more than two 2-year terms.
- E. **IMMEDIATE PAST PRESIDENT AND SECOND PAST PRESIDENT** – The Immediate Past President and Second Past President shall be responsible for new Board Member orientation, presiding over the Assignment and Nominations Committee and other duties deemed necessary.

ARTICLE VII – BOARD OF DIRECTORS

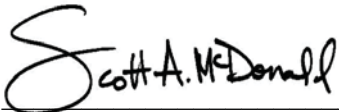
SECTION 1. There shall be a Board of Directors consisting of the President, who shall be Chairman; Vice President, who shall be Vice Chairman; Secretary; four (4) governmental entity member Directors-at-Large, one (1) professional member Director-at-Large the Representative to the Texas Municipal League, the Immediate Past President, and the Second Past President. At no time shall there be more than one representative from any governmental entity on the Board of Directors.

SECTION 2. A meeting of the Board of Directors may be called by the President or any three (3) members of the Board. A quorum of five (5) Board members must be present at any Board of Directors meeting for official action to be taken.

SECTION 3. Duties of the Board of Directors

- A. It shall be the duty of the Board of Directors to select and retain a management company to perform those duties prescribed by the Board of Directors. The office of the management company shall be the official business address by the membership.
- B. It shall be the duty of the Board of Directors to establish annual membership fees. The fees shall be ratified by the membership.
- C. It shall be the duty of the Board of Directors to establish and approve an annual budget. The Board of Directors shall act on all issues not specifically covered by these Bylaws and represent the Association (B.O.A.T.).
- D. It shall be the duty of each member of the Board of Directors to attend the annual business meeting, Board of Director's meetings and all other called meetings. If a Board member is absent from a duly called meeting without being excused by action of the Board, the member may be disqualified from serving as a Board member. An absence is excused only if: (a) the absent Board member informed the President of his/her absence and the reason for his/her absence in advance, and (b) the Board votes to excuse the absence.
- E. It shall be the duty of each member of the Board of Directors to manage their assigned Committee(s) and complete assignments in a timely manner.
- F. It shall be the duty of each member of the Board of Directors to submit an article for each newsletter, unless exempted by the President.
- G. The Board of Directors may on a majority vote declare any Board position vacant if the Board finds any of the following: (a) a Board of member has failed to follow the Constitution and By-Laws of the Association; (b) a Board member actions have caused harm or reflected unfavorably on the Association; or (c) a Board member was convicted of a crime of moral turpitude.

APPROVED:



Scott A. McDonald
President

Attest:



Kurt Kasson
Secretary