



Southwest Washington Chapter Of The International Code Council



Southwest Washington Chapter
of the
International Code Council

A nonprofit corporation

By-Laws

Article I Name and Objectives

Section 1 Name

The organization shall be known as the Southwest Washington Chapter of ICC and shall be registered with the State of Washington as a non-profit corporation.

Section 2 Objectives

The Chapter declares that the interest of all the people in this state but, in **particular** the Southwest Washington geographical area of the state is paramount in the promulgation and development of building and construction regulations and therefore adopts the following objectives:

1. To promote the health, safety and welfare of the general public with regard to buildings and construction;
2. To formulate building and construction standards and requirements, in terms of performance and nationally accepted standards;
3. To decrease the potentially adverse environmental effects and the development of public nuisances resulting from premature deterioration of new buildings;
4. To advise, inform, and educate the chapter's members in regard to legislative programs relative to these objectives;
5. To advise and assist in the development, and administration of local, state and federal building regulations;
6. To promote education in code-related fields affecting the construction industry;
7. To preserve self-determination by local government consistent with these objectives;
8. To promote the involvement of our members in support of the goals and principles of the International Code Council;
9. To do such other things as are incidental to or desirable for the attainment of these objectives.

Article II Membership

Section 1 Active Membership

Active membership shall be restricted to an employee of a governmental jurisdiction or departments thereof, located within the geographic limits of the state of Washington, or other states within the country with emphasis on the Southwest Washington region engaged in the administration or formulation of laws or ordinances related to building construction.

Section 2 Associate Membership

Associate membership is available to individuals, firms, associations, or others interested in the objectives of the Chapter.

Section 3 Student Membership

Student members shall be actively enrolled in college or technical school.

Section 4 Honorary Membership

Honorary membership may be bestowed by a 2/3 majority vote of the active members present, upon individuals who have exhibited outstanding service to the Chapter.

Section 5 Forfeiture of Membership

1. Nonpayment of dues, after a six (6) month period of delinquency.

Article III Duties & Authority

Section 1 Corporate Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the active members and the Executive Board except as otherwise provided by the laws under which this corporation is formed or in the Articles of Incorporation.

Section 2 Active Members

An active member shall have voting rights and participate in all activities of the chapter.

Section 3 Rules of Operation

The active members and officers shall, from time to time, at regular or special meetings, adopt rules for the operation of the chapter.

Article IV Executive Board

Section 1 Corporate Powers

The executive board shall comply with all corporate powers subject to the limitations of the laws of the state of Washington, the chapter articles of incorporation, By Laws and rules of operation between the regular or special meetings of the active members.

Section 2 Composition

The executive board shall be composed of elected officers, and immediate past President, and committee chairs.

Section 3 Management and Program Contracts

The executive board, by a majority vote, shall have the authority to enter into contracts for program services to be ratified by the members at the next regular meeting.

Section 4 Meeting Time

The executive board shall meet as needed to conduct business of the Chapter.

Article V Officers

Section 1 Officers

The officers of the chapter shall be the President, Vice President, Secretary, Treasurer and the immediate past President.

Officers shall be active members.

Terms of office shall be for one year. ~~(Officers may be re-elected for one additional year.)~~ **Officers may be nominated and re-elected annually until they resign their position, or until another member is elected to fill that position.**

Section 2 Duties of President

The President shall serve as the chief elected officer of the chapter and shall preside at all meetings of the active members and the executive board and shall be an ex-officio voting member of all committees.

The President shall serve as the chief spokesperson for the chapter.

The President shall serve as official liaison as needed or appoint an active member to represent the chapter as a liaison as appropriate.

The President shall review agendas and minutes from previous meetings prior to distribution.

The President shall chair the Government Relations and Outreach Committee.

The President, Vice President, Secretary and/or Treasurer shall share duties for keeping the website up to date.

Section 3 Duties of Vice President

The Vice President shall preside at all meetings of the active members and the executive board in the event that the President is unable to attend.

The President, Vice President, Secretary and/or Treasurer shall share duties for keeping the website up to date.

Section 4 Duties of the Secretary

~~The Secretary shall keep minutes of meetings, send out meeting agenda, keep and maintain revised chapter forms, chapter communications, and all correspondence.~~

Secretary shall record and maintain accurate minutes of all meetings of the Executive Board and general membership, and shall ensure that these records are securely stored and accessible to members as appropriate.

The Secretary shall prepare and distribute meeting agendas in advance of all scheduled meetings, in coordination with the President and other officers.

The Secretary shall maintain all official chapter documents, including revised forms, organizational records, and governing documents, and shall

ensure that these materials are kept up to date and in compliance with applicable laws and policies.

The storage location for all materials to be a designated google document drive.

The President, Vice President, Secretary and/or Treasurer shall share duties for keeping the website up to date.

~~The Secretary shall serve as Program Committee Chair and all other related activities in conjunction with meetings.~~

Section 5 Duties of the Treasurer

The Treasurer shall give an up-to-date Treasurer's Report at each meeting of the general membership.

The Treasurer shall preside at all meetings of the active members and executive board in the event that the President and Vice President are unable to attend.

The Treasurer shall ensure compliance with all financial reporting and filing requirements, including:

- Submitting annual reports and renewal filings to the Washington Secretary of State to maintain nonprofit corporate status.
- Filing required documents with the Washington State Department of Revenue and the Internal Revenue Service, including tax returns and any applicable excise or sales tax reports.
- Ensuring timely payment of any taxes or fees as required by state or federal law.

The Treasurer shall assist in preparing the annual budget and shall coordinate or facilitate an annual financial review or audit, as determined by the Board.

In the absence of both the President and Vice President, the Treasurer shall preside over meetings of the Board and general membership, unless otherwise specified in the By Laws.

The Treasurer shall oversee the receipt, deposit, and disbursement of all funds in accordance with the budget approved by the Board and shall ensure that all expenditures are properly documented.

The Treasurer shall perform such other duties as may be assigned by the Board of Directors or as required by law.

The President, Vice President, Secretary and/or Treasurer shall share duties for keeping the website up to date.

Section 6 Duties of the immediate past President

The immediate past President shall serve as chair of committee created to prepare proposed By Laws amendments, and if unable to serve the duties shall be performed by the current President.

The immediate past President shall provide new member orientations at regular meetings of the active members.

The immediate past President shall serve as a resource to officers, and committees.

Article VI Nominations and Elections

Section 1 Nominations

Nominations for President, Vice President, Secretary and Treasurer shall be accepted in writing or from the floor at the regular business meeting in September.

Nominations for committee chairs shall be accepted in writing or from the floor at an annual business meeting.

Section 2 Elections

The election of the President, Vice President, Secretary, ~~and~~ Treasurer and committee chairs shall be conducted during the regular business meeting of the active members in November. A simple majority of the active members present will be required for a candidate to be elected to office.

If no nominations are made for the committee chairs, the President shall appoint the chairs, and the appointment shall be ratified by a simple majority of the members present.

The newly elected officers, the immediate past President and the committee chairs, shall take office ~~before the conclusion~~ once sworn in during of the January business meeting of the active members. With the election of a new President, the incumbent President will assume the position of immediate past President.

Section 3 Holding Office and Chairs, and Participation

The right to vote, to hold office, or to hold a committee chair shall be reserved for active and associate members.

~~Associate members, or their representatives; h~~ Honorary ~~members;~~ and student members are entitled to participate in ~~chapter at~~ regular or special chapter meetings of the active members; and committees.

Section 4 Vacancies

Any vacancy occurring in the office of President, Vice President, Secretary or Treasurer shall be filled by nominations and special election at the next announced regular or special meeting of the active and associate members.

Any vacancy occurring in the position of immediate past President shall be filled by the then most recent previous past President who is still an active or associate member until the next regular election.

Any vacancy in committee chairs shall be filled by nomination and special election at the next regular meeting of the active and associate members.

Section 5 Removal of Officers and Committee or Council Chairs

The President, Vice President, Secretary or Treasurer may be removed from office by petition of a majority of the active members present at two of the last three regular meetings. Nomination and a special election to fill any such vacancy shall occur at the same regular meeting as any removal occurs.

A committee chair may be removed from a chair by petition of a majority of the committee members present, and presented to the Executive Board, requiring ratification by the active and associate members at the next regular meeting. ~~President and ratified by the active members.~~

Nominations and a special election to fill any such vacancy shall occur at the same regular meeting as any removal occurs.

Article VII Committees

Section 1 Committees

The Executive board as required may appoint committees.

Section 2 Committee Participation

Participation on committees shall be open to all members.

Section 3 Emergency Executive Action Clause

Executive Board Authority in Absence of Committee Quorum:

In the event that a standing committee is unable to convene a quorum in a timely manner to deliberate on matters requiring immediate action—such as, but not limited to, training program approvals, contractual obligations, or other time-sensitive decisions—the Executive Board shall be authorized to act on behalf of said committee. Such authority shall be exercised only when delay would materially impact the organization’s operations, obligations, or strategic initiatives.

The Executive Board must:

- **Make reasonable efforts to notify committee members of the pending decision.**
- **Document the rationale for urgency and the inability to convene a quorum.**
- **Report the decision and its justification to the full board and relevant committee at the next scheduled meeting.**

This provision shall not be construed to override committee authority in general, but to ensure continuity and responsiveness in exceptional circumstances.

Article VIII Meetings

Section 1 Open and Executive Sessions

All regular or special meetings of the active members, executive board, or committees shall be open sessions except that the President may call for an executive session of the executive board to discuss management and/or member authorized contract matters. Any action by the executive board, resulting from any discussion during any executive session, shall be an agenda item at an open chapter meeting.

Section 2 Annual Business Meeting of the active members

One of the regular meetings of the active members each year shall be known as the annual business meeting. The annual business meeting shall be held **in January** at a time and place fixed by the executive board.

Section 3 Regular Meetings of the active members

Regular meetings of the active members shall be held on the third Wednesday of the following months: January, March, May, July, September, November or a time designated by the executive board.

Section 4 Special Meetings of the active members

Special meetings of the active members shall be held at the call of the President or upon the petition of five (5) percent of the active members. The Secretary shall notify the members of the meeting.

Section 5 Meetings of the Executive Board

Regular or special meetings of the executive board may be held every month or at the call of the President or upon the petition of a simple majority of the executive board.

Section 6 Special Committee Meetings

~~Meetings of committees shall be by call of their respective chair and shall render reports at each meeting of the active members and at executive board meetings.~~ Committees shall meet at the call of their respective chairs and shall provide reports at each meeting of the active membership and at executive board meetings. Any information generated by a committee shall be the responsibility of the committee chair to share with the executive board and to post for the membership on the organization's website (<https://sww-icc.org/>).

Articles IX Finances and Dues

Section 1 Fiscal Year

The Chapter Fiscal year shall be January 1 to December 31.

Section 2 Financial Rules

The active members shall adopt financial management rules consistent with prudent accepted financial management practices, and as previously outlined above under the duties of the treasurer.

Section 3 Accounting

Treasurer shall provide for accounting, in conformance with generally accepted accounting principles, of all funds of the chapter.

Section 4 Dues Year

The Chapter dues year shall be determined by the executive board.

Section 5 Active Member Dues

~~All~~ Regular member dues shall be \$30.00

Section 6 Associate Member Dues

Associate member dues shall be \$30.00.

Section 7 Student Member Dues

Student ~~M~~member dues shall be \$10.00

Section 8 Honorary Members

Honorary members shall pay no dues and shall be given active member status.

Section 9 Benefits to Members

All members shall receive all and any chapter services.

Section 10 Dissolution of Chapter and Distribution of Remaining Assets

Upon the dissolution of the organization, the organization shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all remaining assets to one or more organizations that qualify as exempt under Section 501c3, 501c4, or Section 501c6 of the Internal Revenue Code, as determined by the chapter executive board.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Organization is then located, exclusively for such purposes or to such

organizations as such the court shall determine to be organized and operated for purposes consistent with IRS Sections 501c3, 501c4 or 501c6.

Article X Quorum, Proxies and Rules

Section 1 Active Members Meeting Quorum

A quorum for regular or special meetings of the active members shall be a simple majority of the active members present.

Section 2 Executive Board Meeting Quorum

A quorum for a regular or special meeting of the executive board shall be a simple majority of the executive board members.

Section 3 Officers and Executive Board Members Proxies

Officers or executives board members may not be represented by proxies.

Section 4 Rules and Order

The rules for the conduct of Chapter meetings and activities, not otherwise provided for herein, shall be Robert's Rules of Order-Revised.

Article XI Amendments

Section 1 Amendments

Proposed amendments to the By Laws must be submitted in writing at a regular meeting of the active members for discussion and amendment. The resulting By Laws amendments shall be sent to all active members within thirty (30) days of the next regular meeting at which the amendments ~~were~~ **are** considered. The By Laws and amendments shall be voted on by active members at the next regular business meeting. A two-thirds majority vote of all active members shall be required for adoption of amendments. Adopted amendments shall take effect at the next regular meeting of the active members.

Article XII

Individual Benefit

Section 1 Individual Benefit

No part of the net earnings, if any, of this chapter shall inure to the benefit of any member, representative or other individual; and no gain, profit or dividends shall ever be distributed to any member, representative or other individual of this Chapter to inure to the benefit of any private person except to fund a foundation or corporation organized and operated for charitable, scientific, literary or educational purposes.

Article XIII Dissolution

Upon the dissolution of the organization, the organization shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all remaining assets to one or more organizations that qualify as exempt under Section 501c3, 501c4, or Section 501c6 of the Internal Revenue Code, as determined by the Executive Board.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organizations as such the court shall determine to be organized and operated for purposes consistent with IRS Sections 501c3, 501c4 or 501c6.

REVISED AND RATIFIED ~~September 21, 2005~~ _____

SIGNED _____
PRESIDENT

SIGNED _____
VICE PRESIDENT

SIGNED _____
SECRETARY

SIGNED _____
TREASURER