

# CONSTITUTION AND BY-LAWS OF THE 10,000 LAKES

## CHAPTER OF THE INTERNATIONAL CODE COUNCIL

### Article I Organization

This organization shall be known as the, 10,000 Lakes, a chapter of the International Code Council and hereafter in these by-laws referred to as "**the Chapter**".

### Article II Objectives

**Section 1.** The Chapter is a nonprofit public benefit corporation and is not organized for the private gain of any person. The purposes for which said Chapter is formed include, but are limited to, the following.

- a. To develop, recommend, and promote uniform regulations, and legislation pertaining to building construction, and to facilitate.
- b. To advise and assist at all levels of government in the development and implementation of public policy related to construction regulation.
- c. To promote a better understanding of the professional responsibilities and duties of the construction code official.
- d. To study and analyze legislation, report its findings; and make recommendations to the members and other interested persons or organizations.
- e. To promote and facilitate professional development and education by all of its members and member representatives for the purposes of uniformity in code interpretation and code administration practices.
- f. To actively promote, develop, and maintain the adoption of nationally recognized model codes with a minimum of local amendments.
- g. To do all such other things as are incidental to or desirable for the attainment of all the above objectives.
- h. The Chapter shall prioritize practical, applied education; consistency in code interpretation and administration; and collaboration among jurisdictions and industry partners. Education may be delivered in in-person, virtual, or hybrid formats.

### Article III Membership

**Section 1. Categories of Membership.** The Chapter shall have the following categories of membership:

- 1.1.1 Governmental Member.** The Chapter shall have only one membership class with rights to vote on all matters under these Bylaws, including but not limited to, the right exercised through its "Governmental Member Representatives to vote for the election of, a Director or Directors, or on a disposition of all or substantially all of the assets of the Chapter, or on a dissolution of the Chapter, or on any changes in the Articles of Incorporation or the Bylaws. A Governmental Member shall be only a

governmental unit, department or agency engaged in the administration, formulation or enforcement of laws, ordinances, rules or regulations relating to the public health, safety and welfare in the built environment.

**1.1.1.1 Governmental Member Representatives.** Each Governmental Member shall be entitled to the number of voting representatives specified in Table 1.1.1.1. Governmental Member Representatives shall be designated in writing, by the authority having jurisdiction, and shall be employees or officials of the Governmental Member or departments of the Governmental Member, provided that each of the designated representatives shall be an official actively engaged either full or part time, in the administration, formulation or enforcement of laws, ordinances, rules or regulations relating to the public health, safety and welfare. The designation of a voting Governmental Member Representative shall be made in writing annually and may be changed by the Governmental Member, in writing, from time to time.

**Table 1.1.1.1**

| <b>Population</b>        | <b>Number of<br/>Voting Representatives</b> |
|--------------------------|---------------------------------------------|
| <b>0 To 50,000</b>       | <b>4</b>                                    |
| <b>50,001 To 150,000</b> | <b>8</b>                                    |
| <b>Over 150,000</b>      | <b>12</b>                                   |

**1.1.2 Corporate Member.** An organization such as, an association, society, testing laboratory, institute, university, college, company, manufacturer or corporation, interested in the purposes and objectives of the Chapter.

**1.1.3 Individual Members.** An individual in one of the following categories:

**1.1.3.1 Associate.** An employee of a governmental unit, department or agency who is not designated as a Governmental Member Representative.

**1.1.3.2 Cooperating.** An individual. who is interested in the purposes and objectives of the Chapter.

**1.1.3.3 Professional.** An individual who is Engaged in the practice of engineering or architecture and duly licensed or registered by any state or other recognized governmental agency.

**1.1.3.4 Honorary Member.** An individual who has rendered outstanding service to the Chapter, and whose name shall be proposed by the Board of Directors and confirmed by a majority vote of the governmental member representatives at a Business Meeting.

**1.1.3.5 Student Member.** Any individual enrolled in classes or a course of study occupying at least twelve hours of classroom instruction per week.

**1.1.3.6 Retired Member.** Any former representative of a governmental member or a corporate member or a former individual member who is retired.

**Section 2. Classification by the Board of Directors.** All memberships shall be subject to classification by and approval of the Board of Directors. Each individual member in good standing shall be entitled to one (1) vote at any duly called Chapter business meeting. Voting may occur in person or by electronic means approved by the Board of Directors.

**Section 3. Membership Dues.** The annual dues for each membership category shall be established by the Board of Directors. In no case shall a person be considered in good standing or be qualified to exercise membership participation or entitled to receive any privilege of membership, who is default in payment of dues for three months, except as may be extended by the Board of Directors.

**Section 4. Termination.** A membership in the Chapter shall terminate on occurrence of any of the following events:

- a. resignation of the member.
- b. expiration of the period of membership, unless the membership is renewed on the. Renewal terms fixed by the Board.
- c. the member's failure to pay dues, fees or assessments, as set forth by the Board, after they are due and payable.
- d. any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

## **Article IV Officers**

**Section 1.** The officers shall be the President, Vice President, Secretary, Treasurer and Immediate Past President; all of whom shall be Board of Director members at the time of their election to the office. The officers shall be elected to a term of two year at the last regular business meeting preceding the Annual Chapter Business Meeting held at the first regular chapter business meeting of the calendar year. All Executive Board Officers shall serve a term of two (2) years. Executive Board Officer terms shall begin at the close of the business meeting at which they are elected and shall continue for a period of two (2) years unless otherwise vacated or filled pursuant to these By-Laws. The Treasurer position may, at the time of nomination, be designated as an extended continuity position. If designated during nomination and approved by a majority vote of the membership, the Treasurer may serve a fixed term of up to ten (10) consecutive years. This option shall be available solely for the Treasurer role and is intended to preserve financial continuity, institutional knowledge, and long-term fiscal stewardship. The extended term designation must be clearly stated in the nomination notice and approved as part of the election process. The Treasurer serving an extended term remains subject to removal for cause by majority vote of the Board of Directors.

**TRANSITIONAL PROVISION:** Section 1 revisions apply beginning with the election cycle for terms commencing in calendar year 2027.

**Section 2. Duties of President.** The President shall preside at business meetings, special meetings of the members, and at meetings of the Board of Directors. The President shall be a regular member and preside at meetings of the Executive Committee and shall be an ex- officio non-voting member of all other committees. The President shall have other such duties as are prescribed by the Board of Directors or these Bylaws. Officers shall not act in their official capacity by proxy.

**Section 3. Duties of the Vice President.** The Vice President shall act and perform the duties of the President during the President's absence from any meetings of this Corporation or the Board of Directors, or by a vote of the Board of Directors in case of disability of the President and shall assist the President in the conduct of the office of President. Officers shall not act in their official capacity by proxy.

**Section 4. Duties of the Secretary.** The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, and generally performing such official duties of a Secretary of a corporation. In the absence of the Secretary the President may designate any other member of the Board of Directors to keep any necessary meeting minutes. Otherwise, officers shall not act in their official capacity by proxy.

**Section 5. Duties of the Treasurer.** The Treasurer shall be responsible for receiving and disbursing of funds, supervising financial affairs, approving expenditures, as provided by resolution of the Board of Directors, and generally performing such official duties of a Treasurer of a corporation. Officers shall not act in their official capacity by proxy.

**Section 6. Duties of the Immediate Past President.** The Immediate Past President shall have such duties as prescribed by the Board of Directors and privileges as are accorded to Directors.

**Section 7.** Except for vacancies filled in accordance with Section 8 of this article, the term of office for each elective officer shall begin at the close of the business meeting at which he/she is elected.

**Section 8.** In the event of a vacancy of any officer position, such position shall be filled by a majority vote of the Board of Directors.

## **Article V**

### **Board of Directors, Election, Powers, and Duties**

**Section 1.** There shall be a minimum of six Directors in addition to the officers of the Chapter. The Board of Directors shall have the authority to carry on the business of this organization. There shall be a minimum of six (6) and a maximum of nine (9) Directors, exclusive of the elected officers of the Chapter.

**Section 2.** Election of new Directors shall be at the last regular business meeting preceding the Annual Chapter Business Meeting held at the first regular chapter business meeting of the calendar year.

Directors shall be elected to staggered terms of office not to exceed three years. Directors shall not serve more than three consecutive terms except that Directors completing unexpired terms filled in accordance with Section 7 shall be permitted to serve Three additional consecutive terms.

Directors shall be elected to staggered terms consisting of three (3) year standard terms. No more than one-third (1/3) of Director terms shall expire in any given year. A Director who fails to attend three (3) consecutive Board meetings without cause may be removed by majority vote of the Board of Directors.

No Director, Officer, or affiliated entity, whether governmental or non-governmental, shall derive any financial benefit, compensation, or preferential treatment from service on the Board. Conflicts of interest must be disclosed and require recusal. Violations constitute grounds for removal by cause by majority vote of the Board of Directors.

**Section 3.** The Board of Directors shall have the power to employ an Executive Secretary, an Attorney, an Auditor, and such others as may be needed to serve at the pleasure of the Board. The Board of Directors may employ an Executive Administrative Officer (EAO) to provide continuity in administrative, financial, communications, and digital operations of the Chapter. The EAO shall serve a renewable three (3) year term, serve at the pleasure of the Board, and may be removed at any time by majority vote. The EAO shall not preside over meetings and shall not vote unless also serving as an elected Director.

**Section 4.** The Board of Directors shall meet and transact business as may be necessary. Special meetings shall be held as and when called by the President or when requested by a majority of the Board of Directors.

**Section 5.** Business of the Chapter may be conducted by a majority of the total number of the Board of Directors which shall constitute a quorum. There shall be no representation of Board of Directors members by proxy.

**Section 6.** The Board of Directors shall have the authority to meet in private or to meet with other persons as necessary to conduct the business of the Chapter.

**Section 7.** In the event of a vacancy of any Director position, such position may only be filled by a majority vote of the Board of Directors.

## **Article VI Committees**

**Section 1.** The President may appoint chapter members to committees as needed.

**Section 2.** The President shall be an ex-officio member of all committees. The President may appoint a member to fill a vacancy on any committee.

**Section 3.** Meetings of committees shall be by call of their respective chairperson. Reports of the committees may be given at any business meeting.

## **Article VII Business/Chapter Meetings**

**Section 1.** There shall be a minimum of six business meetings during the year including the Annual Chapter Business Meeting. Fifteen members shall be present to establish a quorum. Fifteen (15) voting members present in person or by electronic means approved by the Board of Directors shall constitute a quorum.

**Section 2.** The Annual Chapter Business Meeting shall be held at the first regular chapter business meeting of the calendar year.

**Section 3.** Special Meetings may be called by the President or by a request of a majority of the Board of Directors.

## **Article VIII Membership Dues and Voting**

The Board of Directors shall establish, and may modify from time to time, the structure and cost of annual dues or fees.

## **Article IX Reports Minutes**

**Section 1.** The officers shall render reports to the membership at the business meetings. The treasurer's report shall be presented.

**Section 2.** The Secretary or other designated director shall keep minutes of every regular or special business meeting of this organization. A copy of the minutes shall be available to each of the members in a timely manner.

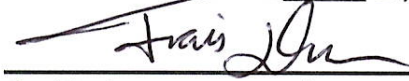
## **Article X Changes to the Bylaws**

Proposed amendments of these By-laws may be submitted at any regular or special business meeting provided that the proposed amendment(s) shall be signed by not less than ten members eligible to vote. The proposed amendment(s) shall be considered at the next regular business meeting and shall be voted upon at the next regular business meeting following the business meeting in which the proposed amendment(s) were considered. The amendment(s) must receive a majority vote of the total number of members present for final adoption. The adoption date shall be the date when approved by the Board of Directors of the International Code Council. Proposed amendments may be submitted by the Board of Directors or by written petition of Ten (10) members eligible to vote. Electronic notice and electronic voting are permitted.

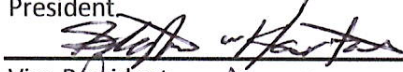
## Article XI Order of Business

Parliamentary procedure shall be defined in Roberts Rules of Order.

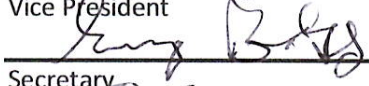
Passed and adopted this 21<sup>st</sup> day of July, 2026



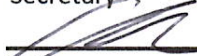
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President



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Vice President



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Secretary



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Treasurer

Board of Directors:

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