

BYLAWS

WISCONSIN CODE OFFICIALS ALLIANCE

(Created & Adopted March 11, 2011)

(Amended 7/20/2012) (a)

(Amended 9/25/2013) (b)

Article I Organizational Identity

- 1.1 The name of this organization shall be the Wisconsin Code Officials Alliance.
- 1.2 The term “WCOA” may be substituted for the organization’s full name within these bylaws.
- 1.3 WCOA is a Wisconsin nonprofit corporation.
- 1.4 The home office of WCOA shall be determined by the Board of Directors.

Article II Purpose and Objectives

2.1 The corporation’s purposes are limited to those functions allowed under the meaning of Section 501(c)(6) of the Internal Revenue Code (the “Code”). Subject to the limitations set forth in the preceding sentence, the corporation shall have all of the powers created by said law. The following objectives will be carried out as they are allowed within the meaning of Section 501(c)(6) of the Internal Revenue Code.

2.1.1 To promote the health, safety and welfare of people in matters related to the construction, alteration, use and maintenance of buildings and structures in the built environment.

2.1.2 To establish, develop and maintain working relationships through an alliance of code officials, with State and municipal officials, design professionals, building contractors and construction industry affiliates.

2.1.3 To encourage an exchange of ideas and information, and to encourage participation from a broad range of groups and individuals sharing an interest in the common application of statewide construction codes.

2.1.4 To provide a statewide forum for the exchange of knowledge, information and ideas concerning building safety and construction regulation.

2.1.5 To monitor the legislative affairs of the State and Federal Government and lead in the resolution of public policy issues on matters of importance to the regulatory industry.

2.1.6 To provide professional training programs to facilitate a better understanding of construction codes and standards, uniform enforcement practices and approved construction methods.

2.1.7 To advance the professionalism of code officials by asserting the influence of the organization upon the development, adoption, use, and efficient and effective enforcement of nationally recognized codes and standards.

ARTICLE III Membership

3.1 The five classifications for membership shall be: Charter Active Member, Active Member, Associate Member, Supporting Member, and Honorary Member. Memberships and membership benefits are prohibited from being transferred from one individual to another. Membership benefits include ~~are~~, but are not limited to: discounts on training, travel, clothing and code related documents, scholarships and other related items. (b)

3.1.0 Charter Active Member: Any member classified as an Active Member who joined WCOA in calendar year 2011.

3.1.1 Active Member: Any person who serves as a code official of a Wisconsin municipality, unit of local government or State agency. Active Members may vote, hold office on the Board of Directors, chair committees, share the benefits of WCOA membership and participate in any manner afforded to other classes of membership. (b)

3.1.2 Associate Member: Any person who has an interest in pursuing the purposes and objectives of WCOA, but who is not eligible to become an Active Member. Associate Members may serve on committees, speak at meetings and share the benefits of WCOA membership. Associate Members may not vote, hold office, or chair a committee.

3.1.3 Supporting Member. Any company, association or organization who has an interest in pursuing the purposes and objectives of WCOA. Supporting Members may speak at meetings and share the benefits of WCOA membership. Supporting Members may not vote, hold office or serve on a committee. Any company, association or organization that joins WCOA as a supporting member shall designate a member of their organization as its delegate to WCOA. Only the designated delegate member may share the benefits of WCOA membership (b)

3.1.4 Honorary Member: Any person who has retired from service as a code official to whom an honorarium has been conferred upon for outstanding service to the Wisconsin Code Officials Alliance organization or toward the attainment of its purposes and objectives. Honorary Members may vote, but shall not be eligible to hold elected office and shall not be subject to payment of dues.

3.2 Membership Application Process

3.2.1 An applicant shall submit to the Secretary a completed membership application form accompanied by the required membership dues as described in 3.3.

3.2.2 The Secretary shall review the application and qualifications for the requested membership classification.

3.2.3 Upon verification that the applicant has been properly classified and the payment of dues, the Secretary shall notify the applicant of his or her acceptance as a member.

3.2.4 Members submitting applications for renewal shall provide WCOA with updated information regarding contact and employment information, and shall be subject to reclassification of membership status.

3.3 Membership Dues

3.3.1 Annual membership dues shall be established by the Board of Directors. Dues shall be as follows:

Charter Active Member	\$50 for calendar year 2011. Annual membership dues thereafter \$35
Active Member	\$40
Associate Member	\$25
Supporting Member	\$175
Honorary Member	\$0

3.3.2 Annual membership period shall be based on a calendar year. All dues shall be paid in advance of receiving annual membership.

3.3.3 The monies received from membership dues payments shall be used to promote the purposes and objectives listed in Article II.

3.3.4 Charter, Active, Associate, Supporting, and Honorary Memberships are not transferable from one individual to another. This includes

3.4 Membership Status Change

3.4.1 Active Members who retire or no longer serve as a code official must discontinue voting and holding office, and will be reclassified upon renewal of membership. Temporary unemployment while seeking another position within the Active Member classifications shall not result in disqualification to vote or hold office.

Article IV Organization and Authority

4.1 The sovereign authority of this organization shall be vested in the Active and Honorary Members in regular or special meetings of the Board of Directors, called in accordance with these bylaws.

4.2 The Board of Directors shall function as the governing body of WCOA, subject to directives and resolutions approved by the voting members in regular or special meetings. This responsibility includes, but is not limited to, management of business affairs and accomplishment of the organization's purposes and objectives.

4.3 An Executive Committee comprised of the officers of WCOA shall be empowered to serve as trustee over funds, execution of papers, and determinations regarding unbecoming conduct of members.

Article V Member Meetings

5.1 Except for calendar year 2014, the annual meeting of WCOA members shall be held each year on the third Wednesday in January at a time and place to be determined by the Board of Directors. In

addition to any business mandated by the laws of incorporation, the annual meeting agenda shall include election of officers, business deemed necessary by the Chairperson, and any business item submitted in writing to the Chairperson at least 10 days prior to the annual meeting by at least two members qualified to vote. (b)

5.2 Special meetings of WCOA may be called by the Chairperson or by a majority of the Board of Directors. Notice to all members shall be provided in writing by the Secretary at least 5 days prior to the meeting, or by electronic means as approved by the Board of Directors. The notice shall specifically state the purpose of the special meeting, and the date, time and location of it. Only the stated business may be conducted at the special meeting unless there is unanimous consent among the voting members present to consider additional business.

5.3 Unless specifically addressed in these bylaws, all regular or special meetings shall be conducted according to guidelines established by the meeting Chairperson.

5.5 A simple majority vote by the Board of Directors shall be required to approve any action, unless otherwise specified in these bylaws.

5.6 Meetings may be conducted by telephone or other approved electronic means. One or more persons may participate in any regular or special meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other or read each other's written statements. Participation in a meeting in this manner by a Director will be considered to be in attendance in person for all purposes under these bylaws.

5.7 A quorum for transaction of business at a regular or special meeting shall consist of 5 Board of Directors, 2 of which shall be officers.

5.8 The Chairperson may use electronic or other similar means of communication to poll the WCOA Membership on State or Federal legislative issues that, in his/her opinion, require immediate action on behalf of WCOA due to expedited scheduling of legislative proposals. Electronic polling may be taken on such matters by the Chairperson when in his/her opinion immediate action is required by WCOA and compliance with the timetables and provisions of sections 5.2 through 5.7, 7.4, and 7.5 cannot in all practicality be achieved. (a), (b).

Article VI Officers

6.1 The officers of WCOA shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Chairperson and Vice Chairperson shall also serve as President and Vice President, respectively, of WCOA. (a)

6.2 Officers shall be Active Members in good standing.

6.3 Officers shall be elected to a term of one year. Term limits may be set by the Board of Directors. Such officers shall take office beginning at the conclusion of the Annual Business Meeting. Those officers elected at the 2013 annual meeting shall serve through calendar year 2014 and until the annual meeting of 2015. (b)

6.4 A vacancy in the Office of Chairperson shall be filled by the Vice Chairperson. For all other vacancies, the Chairperson shall call for a special election at a regular meeting of the Board of

Directors, provided that at least 5 days written notice has been provided. A majority vote is required to select a nominee to fill an unexpired term of an officer.

6.5 The Chairperson shall preside at all meetings of the Board of Directors. He/she shall appoint or replace all committee chairpersons and members not otherwise specifically provided for herein. The Chairperson shall also perform all other duties usually ascribed to the Chairperson of a corporation.

6.6 The Vice-Chairperson shall assist the Chairperson in performance of his/her duties, and act as and perform the duties of the Chairperson in the event of the latter's absence at a meeting or disability.

6.7 The Secretary shall keep the minutes of all meetings, prepare and mail notices of all meetings and minutes prior to meetings at least one week prior to the stated meeting dates. The Secretary shall keep and maintain the roster of all members, receive all applications for new and renewal memberships, review and process them in accordance with Section 3.2 of Article III. The Secretary shall perform such other duties as may be assigned by the Chairperson.

6.8 The Treasurer shall receive, deposit and disburse all membership dues in accordance with Section 3.4 of Article III. He/she shall receive and disburse funds, supervise financial affairs, approve expenditures as provided by policy resolution of the Board of Directors, and generally perform customary official duties of the Treasurer of a corporation. Unless otherwise directed by the BOD, the Treasurer shall be authorized to disburse expenditures up to a maximum of \$250.00 per month without approval of the Board of Directors. He/she shall submit a financial report at every Board of Directors and Annual meeting.

6.9 A Parliamentarian, may be appointed by the Chairperson, and shall perform those duties as indicated by Roberts Rules of Order as indicated in Article 7.7. (a)

Article VII Board of Directors

7.1 The Board of Directors (BOD) shall be comprised of nine directors elected in accordance with Article VIII. All elected directors shall be Active Members of WCOA. Those Board of Directors (BOD) elected at the 2013 annual meeting shall serve their respective terms. Those current Board of Directors (BOD) as of the 2013 annual meeting shall serve their respective terms in accordance with the date of the annual meeting. (b)

7.2 Directors shall serve three year terms, except the initial Board of Directors shall be comprised of three directors elected to one year terms, two of which shall be initial directors as identified in the Articles of Incorporation, three directors elected to two year terms, two of which shall be initial directors as identified in the Articles of Incorporation, and three directors elected to three year terms, two of which shall be initial Directors as identified in the Articles of Incorporation. Term limits may be set by the Board of Directors.

7.3 For vacancy of a Board member, the Chairperson shall call for a special election at a regular meeting provided that at least 5 days written notice has been provided.

7.4 The BOD shall conduct Board meetings on a schedule it shall establish, but not less than quarterly. Special Board meetings may be called by the Chairperson, or by written request of at least 5 directors. Notice of said meetings must be delivered to all BOD members at least 10 days prior to the special meeting. The notice shall state the business to be conducted, and only this stated purpose

of the meeting may be acted upon. Meetings may be conducted by conference telephone or similar communications equipment. For all Board of director meetings, meeting minutes shall be produced and distributed.

7.5 A quorum shall consist of 5 BOD members, 2 of whom shall be officers.

7.6 A majority vote of the BOD shall govern, except where otherwise provided.

7.7 Rules of order shall be established by the meeting chairperson and conducted in accordance of the latest version of Robert's Rules.

7.8 The duties of the BOD shall be as follows:

7.8.1 It shall authorize all expenditures and shall not create any indebtedness beyond the income of WCOA, nor disburse funds for purposes nonessential to the objectives of WCOA.

7.8.2. It shall have the books and accounts audited prior to the end of each year, or more often at its discretion.

7.8.3 It shall designate one or more federally insured depositories for deposit of funds.

7.8.4 It shall review the actions of officers of the organization, and have the power to overrule or modify their actions.

7.8.5 It shall determine the date, time and place of the annual nomination and election meeting and shall instruct the Secretary to issue the call for such meeting.

Article VIII Elections

8.1 A meeting to elect three directors shall be held the first year, and a meeting to elect three directors shall be held each year thereafter, at the annual meeting, with the date and place being established by the Board of Directors in accordance with Section 5.1 of these bylaws, and announced to each member by the Secretary at least ten (10) days prior to the time of such meeting. The announcement shall include names of all nominees with a statement that the nominees will be voted on at the election meeting. Votes shall be counted only for candidates placed in nomination at the nomination day meeting or nominated from the floor at this meeting.

8.2 The Nominating Committee shall consist of the BOD members who are not officers. The committee shall report its list of nominees to the Secretary with sufficient time to provide sufficient notice, per Section 9.1.

8.3 Officers shall be elected by a majority vote of the Board of Directors present at the annual meeting. Election of officers will be held during the business of this meeting, and their terms shall begin at the conclusion of the BOD meeting.

Article IX Voting

9.1 The Secretary shall be responsible for verifying that only eligible members are voting.

9.2 Subject to membership classification per Article III, 3.1, each eligible voting member present has the right to vote or waive that right, and each is entitled to one vote.

9.3 Except as provided in Article 5.8, no member may vote by proxy or absentee ballot. (a)

Article X Committees

10.1 The following standing committees shall be appointed by the Chairperson at the Board of Directors meeting immediately following an annual meeting:

10.1.1 Membership: This committee shall attract and retain all eligible members, and shall oversee the provision of membership services.

10.1.2 Government Relations: This committee shall review existing and proposed legislation and regulations relating to the regulatory provisions governing Wisconsin's built environment, initiate appropriate exchanges of information with legislative and regulatory entities, and offer code expertise as a resource for decision makers in the code development process.

10.1.3 Education: Promote training and continuing education for members. Provide training and peer networking opportunities. Coordinate activities with other training providers and recommend training partnerships.

10.2 The Chairperson shall appoint other committees that he/she deems necessary, or that are directed to be formed by the Board of Directors. The charge and function of all special or ad hoc committees shall be specified by the Chairperson.

10.3 Each committee chairperson shall deliver a written report to the Secretary prior to every Board of Directors and annual meeting.

Article XII Execution of Papers

12.1 Except as the BOD may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by WCOA shall be signed by the Chairperson and Treasurer.

Article XIII Association Activities

13.1 It shall be the right of WCOA to communicate with any person or organization in pursuit of its objectives on matters that are not in direct conflict with Article II.

Article XIV Dissolution

14.1 WCOA may be dissolved only by action of the Board of Directors. A petition for the dissolution shall be made only at an annual meeting by a majority vote of the Board of Directors present. No proposition for dissolution shall be acted upon unless written notice thereof has been given to the Secretary at least 60 days prior to the meeting. A copy of such proposition shall be sent to every member of WCOA at least 30 days before the date of the next annual meeting in which the petition is to be voted upon. No action shall be taken by the Board of Directors on their own initiative to dissolve WCOA without notice thereof being sent to every member of WCOA at least 30

days before the date of the next annual meeting at which such proposal of The Board of Directors shall be discussed and the recommendations of WCOA formulated.

Article XV Disbursement of Funds

15.1 No part of the income of the corporation shall be paid, distributed, or otherwise inure to the benefit or use of its directors or officers or other private person, except that the corporation shall be authorized to pay compensation in a reasonable amount to its directors or officers for services rendered, and to make payments and distributions in furtherance of its general corporate purposes including contribution and donation for charitable purposes.

15.2 Upon dissolution of the corporation, the assets of the corporation shall not be distributed to its directors or officers or other private persons. Upon such dissolution, the Board of Directors of the corporation (the "Board" or the "Board of Directors") shall, after paying or making provision for the payment of all corporate liabilities and for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to such charitable organization or organizations as the Board of Directors shall determine to be similar to the corporation's character, purpose, and method of operation.

Article XVI Property and Trust

16.1 Any real property which may be obtained by WCOA, and any savings accounts, bonds, or like investments and all property given to or held by it in trust for purposes of WCOA shall be controlled and managed by the BOD.

Article XVII Amendments

17.1 Amendments to these bylaws may be proposed by the Board of Directors, or by written petition by twenty five (25) percent of the membership. Any bylaw amendment proposed by at least twenty five (25) percent of the membership shall be presented for consideration at the annual meeting of the Board of Directors. A 2/3 majority vote by the voting members present at the annual meeting of WCOA shall govern any proposed amendments.