

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

ARTICLE 1

OFFICES & CORPORATE SEAL

1.1 PRINCIPAL EXECUTIVE OFFICE. The principal office shall be located within the five-state area of the ICC Upper Great Plains Region III, defined as Iowa, Minnesota, North Dakota, South Dakota, and Wisconsin, or in such other place as the members may designate. The principal executive office of the Corporation shall be in the City of Fairmont, County of Martin, Minnesota.

1.2 REGISTERED OFFICE. The location and address of the registered office of the Corporation shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with Secretary of State of Minnesota changing the registered office in the manner prescribed by law. The registered office need not be identical with the principal executive office.

1.3 OTHER OFFICES. The Corporation may have other offices at such places within and without the Region III area as the Board of Directors may determine from time to time.

1.4 CORPORATE SEAL. If so directed by the Board of Directors, the Corporation may use a corporate seal. The failure to use such seal, however, shall not affect the validity of any documents executed on behalf of the Corporation. The seal need only include the word "seal", but it may also include, at the discretion of the Board, such additional wording as is permitted by law.

1.5 RATIFICATION. The ICC Upper Great Lakes Region III Constitution is incorporated by reference into these bylaws. Any discrepancy between said Constitution and these bylaws shall be resolved in favor of the provisions of these bylaws.

ARTICLE 2

MEMBERS

2.1 CLASSES OF AND CRITERIA FOR MEMBERSHIP. Any person may be a member of this corporation. A person may not be admitted as a member of this corporation without the person's express consent. Nonpayment of said dues, fees or assessments shall constitute a valid basis for expulsion, suspension or termination before the end of a member's fixed term. No hearing rights, as provided in Section 2.2, shall be afforded to a member expelled, suspended or terminated for nonpayment of dues, fees or assessments. Subscription offers for memberships of this Corporation shall not be effective until acceptance and approval of said offers by majority vote of the members and the board of directors of this Corporation. Membership fees shall be effective for each calendar year (January

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

1 - December 31), and the board of directors may, by majority vote, prorate the membership fees for memberships which are issued during a calendar year. This corporation shall have following membership classes, which shall be subject to the criteria and possess the rights indicated:

2.1.1 Class A Members, also known as "active" members: Active membership shall be limited to organizations which are actively engaged in the enforcement of construction regulation. Active members must pay an activation membership fee of Five Hundred (\$500.00) Dollars. . Thereafter annual membership dues shall be set by the board of directors. Active members shall be entitled to vote on all matters permitted or required by Minnesota Statutes, Chapter 317A.

2.1.2 Class B Members, also known as "associate" members: Associate membership shall be limited to organizations which are manufacturers of building materials, architects, engineers, and similar construction industry related fields. Associate members must pay an activation membership fee of Five Hundred (\$500.00) Dollars. . Thereafter annual membership dues shall be set by the board of directors. Associate members shall not be entitled to vote except at the committee level when serving on that committee.

2.1.3 Class C Members, also known as "honorary" members. Honorary membership shall be limited to individuals that have rendered meritorious service in the furtherance of the objectives of this corporation. Honorary membership shall be conferred upon an individual by nomination by the board of directors, which nomination must be ratified by a majority vote of members present at any regular meeting of the members. Honorary members shall be entitled to vote on all matters permitted or required by Minnesota Statutes, Chapter 317A.

2.1.4 Class A-1 Members. A-1 membership shall be limited to active members of a Class A member of this corporation. Class A-1 membership shall be conferred upon an individual by certification that the individual is an active member of a Class A member. Class A-1 members shall be entitled to vote on all matters permitted or required by Minnesota Statutes, Chapter 317A, serve on any committee and hold any office.

2.1.5 Class A-2 Members. A-2 membership shall be limited to associate members of either a Class A or a Class B member of this corporation. Class A-2 membership shall be conferred upon an individual by certification that the individual is an associate member of a Class A or a Class B member. Class A-2 members shall not be entitled to vote but shall have the right to serve on and vote on committees and to make recommendations to the officers or the body.

2.1.6 Class A-3 Members. A-3 membership shall be limited to honorary members of either a Class A or a Class B member of this corporation. Class A-3 membership shall be conferred upon an individual by certification that the individual is an honorary member of a Class A or a Class B member. Honorary members shall have full privilege consistent with their membership status prior to honorary membership.

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

2.2 RIGHTS, TENURE AND TERMINATION. The term of membership shall be one year. Membership shall not terminate automatically at the end of the stated term of membership, but shall continue until such time as the termination is confirmed by the corporation. Except as provided in these Bylaws, a member may not transfer nor assign a membership nor any rights arising from a membership. Except in cases involving transfers of memberships governed by Section 3.2 of these Bylaws, a member shall not be expelled, suspended, or terminated nor shall a member's rights be negated, voided or revoked before the end of that member's stated term, except when the member is given: (i) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons therefore; and, (ii) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person authorized to decide that the proposed expulsion, suspension or termination not take place.

2.3 PLACE OF MEETING. All meetings of the members of this corporation shall be held at its principal executive office unless some other place for any such meeting within or without the State of Minnesota is designated by the Chief Executive Officer or the Board of Directors in the notice of meeting. Any regular or special meeting of the members of the corporation called by or held pursuant to a written demand of members shall be held in the county where the principal executive office of the corporation is located.

2.4 REGULAR MEETINGS. Regular meetings of the members of this corporation may be held at the discretion of the Board of Directors on such dates and at such times and places as may be designated by the Board of Directors in the notices of meeting. One meeting shall be the annual meeting. At regular meetings the members shall transact such business as may be appropriate for action by members. If a regular meeting of members has not been held for a period of fifteen (15) months, fifty members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, may call a regular meeting of members by delivering to the Chairperson of the Board, the Chief Executive Officer or Chief Financial Officer a written demand for a regular meeting. Within thirty (30) days after the receipt of such a written demand the Board of Directors shall cause a regular meeting of members to be called and held on notice no later than sixty (60) days after the receipt of such written demand, all at the expense of the corporation.

2.5 SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes appropriate for action by the members, may be called by the Chairperson of the Board, Chief Executive Officer, by the acting Chief Executive Officer in the absence of the Chief Executive Officer, by the Board of Directors, or by one-third (a) of the members. Such meeting shall be held on such date and at such time and place as shall be fixed by the person or persons calling the meeting and designated in the notice of meeting. A special meeting may also be called by the members pursuant to the procedures whereby members may demand a regular meeting provided in Section 2.4, but without limitation as to the number of months elapsing since the last meeting of the members. Business transacted at any special meeting of the members shall be limited to the purpose or purposes stated in the notice of

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

meeting. Any business transacted at any special meeting of the members that is not included among the stated purposes of such meeting shall be voidable by or on behalf of the corporation unless all of the members have waived notice of the meeting.

2.6 NOTICE OF MEETINGS. Except where a meeting of the members is an adjourned meeting and the date, time, and place of such meeting were announced at the time of adjournment, notice of all meetings of the members stating the date, time, and place thereof, and any other information required by law or desired by the Board of Directors or by such other person or persons calling the meeting, and in the case of special meetings, the purpose thereof, shall be given to each member of record entitled to vote at such meeting not less than thirty (30) days prior to the date of such meeting. If a plan of merger or exchange or the sale or other disposition of all or substantially all of the assets of the corporation is to be considered at a meeting of the members, notice of such meeting shall be given to every member, whether or not entitled to vote. The notice of meeting at which there is to be considered a proposal to adopt a plan of merger or exchange or the sale or other disposition of all or substantially all of the assets of the corporation shall be given not less than ninety (90) days prior to the date of such meeting, shall state the purpose of such meeting, and, where a plan of merger or exchange is to be considered, shall include a copy or a short description of the plan.

2.7 FORM OF NOTICE: Notices of meeting shall be given to each member entitled thereto by oral communication, by mailing a copy thereof to such member at an address designated by such member or to the last known address of such member, by handing a copy thereof to such member, or by any other delivery that conforms to law. Notice by mail shall be deemed given when deposited in the United States mail with sufficient postage affixed. Oral notice shall be deemed received when it is given.

2.8 WAIVER OF NOTICE: Any member may waive notice of any meeting of the members. Waiver of notice shall be effective whether given before, at, or after the meeting and whether given orally, in writing, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, except where the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting as authorized by law and the Articles of Incorporation of this corporation.

2.9 RECORD DATE. For the purpose of determining members entitled to notice of and to vote at any meeting of the members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the corporation may, but need not, fix a date as the record date for any such determination of members, which record date, however, shall in no event be more than sixty (60) days prior to any such intended action or meeting.

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

2.10 QUORUM. Ten percent (10%) of the voting members of the Corporation entitled to vote at a meeting shall constitute a quorum at a meeting of members for the purpose of taking any action. If a quorum is not represented, the members present in person shall constitute a quorum for the sole purpose of adjourning such meeting. Any business that might have been transacted at the adjourned meeting had a quorum been present, may be transacted at the meeting held pursuant to such an adjournment and at which a quorum shall be represented.

2.11 VOTING AND PROXIES. At each meeting of the members every member shall be entitled to one vote, except as may be otherwise provided in the Articles of Incorporation or the terms of the membership certificate. Voting by members shall be in person and no voting by proxy shall be permitted. All questions regarding the qualification of voters, and the acceptance or rejection of votes shall be decided by the presiding officer of the meeting. The members shall take action by the affirmative vote of the majority of members present and entitled to vote at duly held meeting, except where a different vote is required by law, the Articles of Incorporation, or these Bylaws.

2.12 ACTION WITHOUT MEETING BY MEMBERS. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by those methods authorized by the Articles of Incorporation.

2.13 MEMBERSHIP LIST. Upon the written request of a member, the officer or agent having charge of the membership certificate book for this corporation, shall prior to a meeting of the members, make a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each member, which list, for a period not to exceed five (5) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and open to the inspection of any member during the time of the meeting. The original membership certificate book of the corporation shall be prima facie evidence of the members entitled to examine such list or membership book or to vote at any meeting of the members. Failure to comply with this section shall not affect the validity of any action taken at any meeting of the members.

2.15 ORGANIZATION. The Chairperson of the Board, and in his absence, the Vice Chairpersons of the board, and in their absence any member chosen by the members present, shall call the meetings of the members to order and shall act as Chairperson of such meetings and the Secretary of the Board shall act as Secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

2.16 ORDER OF BUSINESS. The order of business at the regular meeting and, to the extent appropriate, at all other meetings of the members shall, unless modified by the presiding officer, be:

Call of roll.

Proof of due notice of meeting or waiver of notice.

Determination of existence of quorum.

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

Reading and disposal of any unapproved minutes.

Annual reports of officers and committees.

Election of directors.

Unfinished business.

New business.

Adjournment.

Membership meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 3

CERTIFICATES OF MEMBERSHIP

3.1 CERTIFICATES. Memberships of this corporation may be represented by certificates. If issued, each certificate shall contain on its face (a) the name of the corporation, (b) a statement that the corporation is incorporated under the laws of the State of Minnesota, (c) the name of the person to whom it is issued, (d) whether the membership represented by the certificate includes a right to vote, (e) a statement that the membership is non-transferable and non-assignable, and (f) the other rights or privileges, if any, that the certificate represents. Certificates shall also contain any other information required by law or desired by the Board of Directors, and shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the Chairperson of the Board, Chief Executive Officer, by the Chief Financial Officer, or, unless otherwise limited by resolution of the Board of Directors, by any other officer of the corporation. The signature of any such officer of the corporation may be a facsimile. If a person signs or has a facsimile signature placed upon a certificate while an officer or registrar of the corporation, the certificate may be issued by the corporation, even if the person has ceased to have that capacity before the certificate is issued, with the same effect as if the person had that capacity at the date of its issue. All certificates for memberships shall be consecutively numbered or otherwise identified and the original of each certificate shall be kept and maintained by the Secretary of the Corporation in a membership certificate book of the corporation. The name and address of the person to whom the membership is issued with the date of issue shall be entered on the membership certificate books of the corporation.

All certificates shall be canceled upon termination of a membership by the Secretary of the corporation. Upon termination of a membership pursuant to the provisions of Sections 2.1 and 2.2 of these Bylaws, the effective date of termination of said membership shall be entered on the membership books of the corporation and shall constitute the effective date of termination of the membership, notwithstanding the actual date of cancellation of a membership certificate. In case of a lost, destroyed, or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

3.2 TRANSFER OF MEMBERSHIPS. Memberships of this corporation shall be non-transferable and non-assignable. A member may not transfer nor assign a membership nor any rights arising from a membership--specifically including the right to vote. Membership rights or status shall not be transferred to nor held by a member's administrator, executor, guardian, conservator, receiver, fiduciary or assignee for creditors. Any purported transfer or pledge of a membership, whether it be

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

voluntary, involuntary, or by operation of law, shall be ineffective and shall cause an immediate termination of the membership subject only to the notice and hearing provisions set out in Section 2.2 of these Bylaws, except that termination under this provision shall immediately negate, void and revoke the affected member's right to vote in any matter, pending the outcome of the hearing on the termination.

3.3 CONSIDERATION. A membership of the corporation may be issued from time to time for no consideration or for such consideration as may be fixed from time to time by the Board of Directors. Consideration may be in the form of money, labor or property; and if consideration is tendered in the form of labor or property, then the value thereof shall be established by the Board of Directors.

ARTICLE 4 DIRECTORS

4.1 GENERAL POWERS. The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors elected by the members. The directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject to the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

4.2 NUMBER, TENURE, AND QUALIFICATION. The number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by resolution of the Board of Directors. Initially, there shall be fifteen (15) directors comprising the Board, which shall consist of three representatives designated annually at the state level, from each of this corporation's member states. These representatives shall carry an active voting member status with this corporation and at least one of the representatives from each state shall be an active voting member with ICC. No decrease in the number of directors pursuant to this section shall effect the removal of any director then in office except upon compliance with the provisions of Section 4.8 of this Article. Except as provided in Sections 4.7 and 4.8 of this Article, each director shall hold office for a term of one year and thereafter until a successor is duly elected and qualified, unless a prior vacancy shall occur by reason of death, resignation, or removal from office. If a Director ceases to be eligible to act as a Director of this corporation during his/her term of office, the state that originally designated said person as a Director shall name a successor. Directors shall be natural persons.

4.3 MEETINGS. Meetings of the Board of Directors shall be held immediately after, and at the same place as, regular meetings of members. Other meetings of the Board of Directors may be held at such times and places as shall from time to time be determined by the Board of Directors. Meetings

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

of the Board of Directors also may be called by the Chief Executive Officer, by the acting Chief Executive Officer in the absence of the Chief Executive Officer, or by one-third (a) of the directors comprising the board, in which case the person or persons calling such meeting may fix the date, time, and place thereof, either within or without the State of Minnesota, and shall cause notice of meeting to be given.

4.4 NOTICE OF MEETINGS. If the date, time, and place of a meeting of the Board of Directors has been announced at a previous meeting, no notice is required. In all other cases no less than ten (10) days' notice of meetings of the Board of Directors, stating the date and time thereof and any other information required by law or desired by the person or persons calling such meeting, shall be given to each director. If notice of meeting is required, and such notice does not state the place of the meeting, such meeting shall be held at the principal executive office of the corporation. Notice of meetings of the Board of Directors shall be given to directors in the manner provided in these Bylaws for giving notice to members of meetings of members. Any director may waive notice of any meeting. A waiver of notice by a director is effective whether given before, at, or after the meeting, and whether given orally, in writing, or by attendance. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, unless such director objects at the beginning of the meeting to the transaction of business on grounds that the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

4.5 QUORUM. A majority of the directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

4.6 VOTING. The Board of Directors shall take action by the affirmative vote of a majority of the directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, the Constitution or these Bylaws. A director may give advance written consent or objection to a proposal to be acted upon at a meeting of the Board of Directors. If the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected, such consent or objection shall be counted as a vote for or against the proposal and shall be recorded in the minutes of the meeting. Such consent or objection shall not be considered in determining the existence of a quorum.

4.7 VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the directors remaining in office, even though said remaining directors be less than a quorum. Any newly created directorship resulting from an increase in the authorized number of directors by action of the Board of Directors

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

may be filled by a majority vote of the directors serving at the time of such increase. Any vacancy or newly created directorship may be filled by resolution of the members. Unless a prior vacancy occurs by reason of death, resignation, or removal from office, any director so elected shall hold office until the next regular meeting of members and until a successor is duly elected and qualified.

4.8 REMOVAL OF DIRECTORS. The entire Board of Directors or any director or directors may be removed from office, with or without cause, at any special meeting of the members duly called for that purpose as provided in these Bylaws, by a majority vote of the members entitled to vote at an election of directors. At such meeting, without further notice, the members may fill any vacancy or vacancies created by such removal as provided in Section 4.7 of this Article. Any such vacancy not so filled may be filled by the directors as provided in Section 4.7 of this Article. Any director named by the Board of Directors to fill a vacancy may be removed at any time, with or without cause, by an affirmative vote of a majority of all remaining directors--including remaining directors that were elected by the members and remaining directors elected by the directors without member action pursuant to Section 4.7 of this Article--even though said remaining directors be less than a quorum, if the members have not elected directors in the interval between the appointment to fill the vacancy and the time of removal.

4.9 COMPENSATION. Directors shall not be compensated for their duties as directors. This prohibition does not limit the right of corporation to transfer monies to directors under the following circumstances:

4.9.1 Employees who are also directors of the corporation may receive compensation for their services as employees of the corporation.

4.9.2 Directors may be reimbursed for expenses incurred on behalf of the corporation. Reimbursement of directors shall be made only upon approval of a written claim for reimbursement by a majority of the Board of Directors.

4.9.3 Directors may receive a per diem for time spent on behalf of the corporation in an amount set by the Board of Directors, which amount shall not exceed the per diem authorized for state advisory councils and committees under Minn.Stat. ' 15.059, Subd. 3, (1995), as amended.

4.9.4 The corporation may pay the premiums on behalf of a director for a policy of insurance against liability asserted against or incurred by the director in or arising from the person's capacity as a director of the corporation.

4.10 COMMITTEES. The Board of Directors, by a resolution approved by the affirmative vote of a majority of the directors then holding office, may establish one or more committees of one or more persons having the authority of the Board of Directors in the management of the business of the corporation to the extent provided in such resolution. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members, other than

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

the Committee Chairperson, need not be directors and shall be appointed by the affirmative vote of a majority of the directors present. A majority of the members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure the provisions of these Bylaws shall apply to committees and the members thereof to the same extent they apply to the Board of Directors and directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions, and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

4.11 ACTION IN WRITING. Any action required or permitted to be taken at a meeting of the Board of Directors or of a lawfully constituted committee thereof may be taken by written action signed by the number of directors or by the number of members of such committee, as the case may be, required to take the same action at a meeting of the Board of Directors at which all directors were present. If any written action is taken by less than all directors, all directors shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action.

4.12 MEETING BY MEANS OF ELECTRONIC COMMUNICATION. Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

4.13 Organization. The Board of Directors shall elect one of its members as Chairperson of the Board/President. The Chairperson shall preside at all meetings of the members and of the Board of Directors. The Chairperson of the Board and in his absence the Vice Chairpersons/ Vice Presidents and in their absence the Chief Executive Officer, and in his absence the Treasurer and in his absence the Secretary and in their absence any director chosen by the directors present, shall call the meeting of the Board of Directors to order and shall act as Chairperson of such meeting, and in the absence of the Secretary of the board shall appoint a secretary for the meeting.

4.14 ORDER OF BUSINESS. The order of business at the regular meeting and, to the extent appropriate, at all other meetings of the directors shall, unless modified by the presiding officer, be:

Call of roll.

Proof of due notice of meeting or waiver of notice, or unanimous presence.

Determination of existence of quorum.

Reading and disposal of any unapproved minutes.

Reports of officers and committees.

Election of officers.

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

Unfinished business.

New business.

Adjournment.

ARTICLE 5

OFFICERS

5.1 NUMBER AND QUALIFICATION. The officers of the corporation shall consist of one or more natural persons elected by the Board of Directors from the Board of Directors exercising the functions of the offices, however designated, of Chairperson of the Board/President, Vice Chairpersons/Vice Presidents, Secretary, and Treasurer, and an immediate Past President. The officers shall include at least one director from each of the member states. The Board of Directors may also appoint such other officers and assistant officers as it may deem necessary. Except as provided in these Bylaws and applicable law, the Board of Directors shall fix the powers, duties, and compensation of all officers. Officers shall be directors of the corporation and shall be elected annually at the annual meeting of the Board of Directors immediately following the annual meeting of the Members. The President shall automatically become the Immediate Past President upon the election of a new President. Any number of offices may be held by the same person.

5.2 TERM OF OFFICE. An officer shall hold office until a successor shall have been duly elected, unless prior thereto such officer shall have resigned or been removed from office as hereinafter provided. An officer may resign at any time by giving written notice to the corporation. Such resignation is effective without acceptance when the notice is given to the corporation unless a later effective date is named in the notice.

5.3 REMOVAL AND VACANCIES. Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, at any time by the vote of a majority of the Board of Directors. Any vacancy of an office of the corporation shall be filled by action of the Board of Directors for the unexpired term of such office.

5.4 CHAIRPERSON OF THE BOARD/PRESIDENT. The Chairperson/President of the Board shall preside at all meetings of the members, of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

5.5 VICE CHAIRPERSON OF THE BOARD/VICE PRESIDENT. The Vice Chairperson/Vice President, if any, or Vice Presidents in case there be more than one, shall have such powers and perform such duties as the Board of Directors may prescribe from time to time. In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or, in the absence of any designation, in the order of their election, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

restrictions upon the President.

5.6 SECRETARY. The Secretary shall attend all meetings of the Board of Directors and of the members and shall maintain records of, and whenever necessary, certify all proceedings of the Board of Directors and of the members. The Secretary shall, when so directed by the Board of Directors or other person or persons authorized to call such meetings, give or cause to be given notice of meetings of the members and of meetings of the Board of Directors, and shall also perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

5.7 TREASURER. Unless otherwise determined by the Board of Directors, the Treasurer shall be the Chief Financial Officer of the Corporation. If an officer other than the Treasurer is designated Chief Financial Officer, the Treasurer shall have such powers and perform such duties as the Board of Directors may prescribe from time to time.

5.8 DELEGATION. Unless prohibited by a resolution approved by the affirmative vote of a majority of the directors present, an officer elected or appointed by the Board of Directors may delegate in writing some or all of the duties and powers of such person's office to other persons.

5.9 The Board of Directors shall have the power to employ or appoint a Chief Executive Officer, Chief Financial Officer, an Attorney, an Auditor, and such others as may be needed to serve at the pleasure of the Board.

5.9.1 CHIEF EXECUTIVE OFFICER. The Board of Directors may appoint a Chief Executive Officer who shall serve at the pleasure of the Board. The Board of Directors shall fix the Chief Executive Officer's compensation. The Chief Executive Officer shall manage the affairs of the Association within the policies established by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. The Chief Executive Officer need not be a member of the Board of Directors. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Executive Officer shall have general active management of the business of the corporation, in the absence of the Chairperson of the Board and Vice Presidents, shall preside at meetings of the members and Board of Directors, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the corporation, may maintain records of and certify proceedings of the Board of Directors and members, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

5.9.2 CHIEF FINANCIAL OFFICER. The Board of Directors may appoint a Chief Financial Officer who shall serve at the pleasure of the Board. The Board of Directors shall fix the

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

Chief Financial Officer's compensation. The Chief Financial Officer need not be a member of the Board of Directors. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Financial Officer shall keep accurate financial records for the corporation, shall deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time, shall endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers therefore, shall disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the Board of Directors, shall render to the Chief Executive Officer and the Board of Directors, whenever requested, an account of all such officer's transactions as Chief Financial Officer and of the financial condition of the corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer from time to time.

ARTICLE 6

INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.1 RIGHT TO INDEMNIFICATION. Each person who was or is made a party or is threatened to be made a party to or is involved, as a nonparty witness or otherwise, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, including a proceeding by or in the right of the corporation (hereinafter a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by Minnesota Statutes, Chapter 317A, as the same exists or may hereafter be amended, by common law or by administrative or judicial interpretation, against all expense, liability and loss reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided however, that except as provided in Section 6.2 of these Bylaws, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors of the corporation. The right indemnification conferred in this article shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that payment of such

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

expenses in advance of the final disposition of a proceeding shall be made only upon (i) delivery to the corporation of a written affirmation, by the person seeking such payment in advance, of a good faith belief that the criteria for indemnification set forth in Minnesota Statutes, Chapter 317A and the Minnesota Business Corporation Act have been satisfied, (ii) a determination that the facts then known to those making the determination would not preclude indemnification under Minnesota Statutes, Chapter 317A or these Bylaws, and (iii) a delivery to the corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this article or otherwise. Such written undertaking to repay shall be a general obligation of the person making it, shall not be secured and shall be accepted without reference to financial ability to make the repayment. The corporation may, by action of its Board of Directors, provide indemnification to other classes of employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

6.2 RIGHT OF CLAIMANT TO BRING SUIT. If a claim under Section 6.1 of these Bylaws is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, whether or not the claimant is successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action that the claimant has not met the standards of conduct which make it permissible under the Minnesota Statutes, Chapter 317A, for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant met the applicable standards of conduct set forth in the Minnesota Statutes, Chapter 317A, nor an act or determination by the corporation that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

6.3 NONEXCLUSIVITY OF RIGHTS. The right to indemnification and payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, common law or administrative or judicial interpretation, provision of the Articles of Incorporation, provision of the Bylaws, agreement, vote of the members or disinterested directors or otherwise.

6.4 INSURANCE. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Minnesota Statutes, Chapter 317A.

6.5 INDEMNIFICATION AGREEMENTS. The corporation may enter into Agreements with its directors further providing the terms and conditions of their indemnification.

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

6.6 AMENDMENTS LIMITED. Any amendment to this Article shall only apply prospectively and shall in no way affect the corporation's obligations to indemnify and make advances pursuant to the Minnesota Statutes, Chapter 317A, and this Article and any contract of the corporation for actions or events which occurred before such amendment.

ARTICLE 7 CONTRACTS, LOANS, CHECKS, AND DEPOSITS

7.1 CONTRACTS. The Board of Directors may authorize such officers or agents as they shall designate to enter into contracts or execute and deliver instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 LOANS. The corporation shall not lend money to, guarantee the obligation of, become a surety for, or otherwise financially assist any person unless the transaction, or class of transaction to which the transaction belongs, has been approved by the affirmative vote of a majority of directors present, and (a) is in the usual and regular course of business of the corporation, (b) is with, or for the benefit of, a related corporation, an organization in which the corporation has a financial interest, an organization with which the corporation has a business relationship, or an organization to which the corporation has the power to make donations, (c) is with, or for the benefit of, an officer or other employee of the corporation or a subsidiary, including an officer or employee who is a director of the corporation or a subsidiary, and may reasonably be expected, in the judgment of the Board of Directors, to benefit the corporation, or (d) has been approved by the affirmative vote of the holders of two-thirds of the outstanding shares, including both voting and nonvoting shares.

7.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation as shall be designated and in such manner as shall be determined from time to time by resolution of the Board of Directors.

7.4 DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other financial institutions as the Board of Directors may select.

ARTICLE 8 GENERAL PROVISIONS

8.1 DIVIDENDS. Subject to the provisions of this corporation's Articles of Incorporation and of these Bylaws, the Board of Directors may authorize and the corporation may make a cash or other property dividend distribution only if the corporation will be able to pay its debts in the ordinary course of business after making the distribution and if, in its opinion, the condition of the affairs of the corporation shall render it advisable.

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

8.2 FISCAL YEAR. The fiscal year of the corporation shall be such twelve-month period as is set by a resolution of the Board of Directors, provided, however, that the first fiscal year of the corporation may be a shorter period if permitted by law and set by a resolution of the Board of Directors.

8.3 AUDIT OF BOOKS AND ACCOUNTS. The financial records of the corporation shall be audited at such times as may be ordered by the Board of Directors or by an affirmative vote of a majority of the members of this corporation.

8.4 NONDISCRIMINATION. This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, disability or age.

ARTICLE 9

WAIVER OF NOTICE

9.1 WAIVER OF NOTICE. Whenever any notice whatsoever is required to be given by these Bylaws, the corporation's Articles of Incorporation or any laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be deemed equivalent to the actual required notice.

ARTICLE 10

AMENDMENTS OF BYLAWS

10.1 The constitution and bylaws of this organization shall become effective upon ratification by at least three statewide associations that qualify as Class A members and that represent three different states in ICC Upper Great Plains Region III.

10.2 AMENDMENTS. The amendments to these Bylaws or Constitution, as adopted in accordance with Article 10.1 of this document shall require an affirmative vote of 2/3 majority of the Board of Directors, or by an affirmative vote of a majority of the members of this corporation and subject to any other limitations provided by Minnesota Statutes, Chapter 317A.

* * * * *

BYLAWS

INTERNATIONAL CODES COUNCIL UPPER GREAT PLAINS REGION III

The undersigned CFO of International Codes Council Upper Great Plains Region III, a Minnesota Nonprofit Corporation, does hereby certify that the foregoing Bylaws are the Bylaws adopted for the Corporation by its Board of Directors by resolution duly adopted via an action in writing in lieu of a regular meeting of the Board of Directors effective as of the 1st day of July, 2005.

Patrick Parsley
CFO of the Corporation

Amended 02-06-2007

Patrick Parsley
President

Amended 03-27-2008



Patrick Parsley
President