

**PENNSYLVANIA ASSOCIATION OF CODE OFFICIALS**  
**BY-LAWS**

ARTICLE I - PURPOSE

**1. STATEMENT OF PURPOSE.**

The Pennsylvania Association of Code Officials is a non-profit corporation organized for the following objectives:

(a) To assist and encourage the education and certification of inspectors for professionalism in code enforcement.

(b) To unite the members in pursuit of code enforcement, for the betterment of the people in the area serviced by the Association.

(c) To promote the advancement of Code Officials and to insure the health, safety and welfare of all people in matters relating to building occupancy and construction.

(d) To secure a closer official and personal relationship among Code Officials throughout the territory.

(e) To promote higher professional and ethical standards in the field of building inspection and code enforcement.

(f) To establish and maintain a good working relationship within the construction industry.

(g) To encourage and provide a forum for the free exchange of ideas and information among its members, to furnish information of an instructional nature to its members and to other interested and related parties.

(h) To compile and disseminate building code and zoning information useful to the membership in the performance of their duties and responsibilities.

(i) To promote continuing education and training.

**2. LIMITATIONS.**

The corporation is organized exclusively as a tax-exempt professional business association under Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code"), as amended, including for such purposes the making of distributions to organizations that qualify as exempt organizations under said Section or other similar Sections of the Code or the corresponding provisions of any subsequent laws. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under

Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

**3. RESTRICTIONS ON EARNINGS.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein. No substantial Part of the activities of the corporation shall be directed toward an attempt to influence legislation and the corporation shall not participate in any political campaign on behalf of any candidate for public office.

**4. DISSOLUTION.**

(a) The Association may be dissolved only by action of the Board of Directors of the Association. Action may be initiated by the Board of Directors or in response to a petition from the membership. A petition for the dissolution shall be made only at an annual meeting by a majority vote Of the voting members present. No petition for dissolution shall be acted upon unless written notice thereof has been given to the Secretary at least sixty (60) days prior to the meeting. A copy or summary of such petition shall be sent to every member of the Association at least thirty (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 the Association without notice thereof being sent to every member of the Association at least thirty (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 the Association formulated.

(b) In the event of the dissolution of this corporation, all remaining assets shall, after payment or provision for payment of all liabilities of the corporation, be distributed to a successor municipal building officials organization located in the Commonwealth of Pennsylvania, as voted by a majority of the voting membership, under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. In the event of any assets not so disposed of, they shall be disposed of by the Court of Common Pleas in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, and in no manner shall revert back to the incorporators, directors or officers of the organization or to their individual benefit.

ARTICLE II - MEMBERSHIP

**1. CLASSES OF MEMBERSHIP.**

There shall be three classes of membership: Active Member, Associate Member, and Honorary Member.

(a) Active Member: Any person within the Commonwealth of Pennsylvania whose primary duties are the enforcement of building codes and related ordinances, and is employed by a state, and or local unit of government, and or employed by a listed and certified third party inspection agency approved by the Commonwealth's Department of License & Inspections. The third party agency shall be under contract with a state or local unit of government or be approved to perform a specific inspection for a local unit of government. An Active Member has all voting rights.

(b) Associate/Student Member: Any person(s), firms, company, or corporation having an interest in furthering the objectives and purposes of the Association. Such member shall not hold an elective office. An Associate Member has no voting rights.

(c) Honorary Membership: may be conferred upon any person as an honorarium for outstanding service to the Association. Such a member shall hold no elected office, have no voting rights nor be subject to payment of dues. Nominations for Honorary Member shall be submitted to the Board of Directors in writing at least sixty (60) days prior to an annual meeting. A favorable report by the Board of Directors and a majority vote of the Association at an annual meeting shall be necessary to elect.

## **2. APPLICATION FOR MEMBERSHIP.**

(a) Submit a completed and signed Association application form with fees covering the current years dues.

(b) Upon receipt the Secretary shall forward the above to the Membership Committee Chair.

(c) The Membership Committee shall review said application for correctness, qualifications, and criteria and forward their decision for membership to the Executive Board at the next regular meeting.

## **3. MEMBERSHIP DUES.**

(a) The annual membership dues of the Association shall be established by resolution of the general membership.

(b) Dues shall be due on January 1st of each calendar year. For new members coming into the Association the last three months of the dues year, the membership fee shall also cover the following full years dues.

(c) The Treasurer will bill each member of the Association once a year by October 1st of the ending membership year. Dues must be paid by January 1st of each calendar year to retain membership.

(d) Any member not paying his dues for a period of more than one (1) year shall be

reported by the Secretary to the Board of Directors for dismissal from membership of the Association.

(e) The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article I.

(f) Members whose dues are current shall be considered in good standing.

#### 4. **CONDUCT**

(a) Any member or members of this Association, who is charged with conduct unbecoming, may result in loss of membership as voted by the Executive Board.

(b) The affairs of this Association shall not be conducted for profit.

(c) No member shall utilize the Association name for private gain.

(d) Neither members, trustees, nor officers shall receive any fee, salary or remuneration of any kind for their services as trustees, and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the membership upon presentation of vouchers.

#### 5. **TERMINATION OF MEMBERSHIP**

(a) Any person may resign from the Association by giving written notice. Withdrawal or resignation from this Association shall not be deemed to waive liability for the payment of any dues or other amount owing this Association at the effective date of such withdrawal or resignation.

(b) Membership is not transferable. All rights and privileges of any individual serving as an officer, trustee or other position with the Association shall be forfeited upon termination of membership.

#### 6. **CODE OF ETHICS.**

A member of the Association shall:

(a) Place public safety above all other interests.

(b) Place public interest above individual, group or special interest and shall consider their profession as an opportunity to serve society.

(c) Maintain the highest standards of integrity.

(d) Treat all persons courteously, equally and fairly.

(e) Conduct themselves at all times in such a manner as to create respect for himself and their jurisdiction they represent and the Association.

(f) Refrain from the use of their position to secure advantage or favor for himself, his family or his friends.

(g) Refrain from representing any private interest in business or technical affairs of the organization.

(h) Refrain from using unfair means to secure an advantage in the organization or to knowingly injure any individual, company or association to gain such advantage.

(i) Not accept, nor offer, any gift, favor or service that might lend to influence them in the discharge of their duties.

(j) Carry on their contacts with other members of the organization in a spirit of fairness with loyalty and fidelity to the aims and purposes of the Association.

#### **7. VIOLATION OF CODE OF ETHICS.**

(a) Any violation of the above sections may be brought to the attention of the Board of Directors. After an investigation of the complaint the Board of Directors may recommend to the general membership expulsion from this association. Expulsion to be determined by majority vote at the next regularly scheduled meeting.

(b) A member expelled from this association will no longer be a voting member, nor be allowed to participate in any association sponsored activity.

(c) An individual expelled from this association shall not be allowed to rejoin this association for a period of twelve months from the expulsion, and until the general membership votes to approve the instatement. This article shall not prohibit mutual cooperation type inspections between jurisdictions. This shall only include an individual inspector acting on a private consulting basis.

#### **ARTICLE III - OFFICES**

The registered office of the corporation shall be 108 Beechtree Drive, Broomall, Pennsylvania. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require. The telephone number of the Association shall be (610) 645-6162. The web site address shall be [paco-71.org](http://paco-71.org).

#### **ARTICLE IV - SEAL**

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

## ARTICLE V - BOARD OF DIRECTORS

### 1. **POWERS.**

(a) The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation. The Board shall be responsible for the orderly pursuit of the philosophy of the Corporation. It shall investigate, inform, and recommend action at the corporate meetings. It may exercise all such powers of the corporation and do all such lawful acts as are not by statute or by the Articles of Incorporation or by these By-Laws prohibited or required to be done otherwise.

(b) Notwithstanding the foregoing, no purchase of real estate and no sale, mortgage, lease or other disposition of any corporate real estate shall be made unless authorized by the affirmative vote of three-fourths (3/4) of the members in office of the Board of Directors. Provided that a sale or other conveyance of real property is authorized pursuant to these By-Laws, if such real property is subject to a trust, the sale or other conveyance shall be free of trust and the trust shall be impinged upon the proceeds of such sale or other conveyance.

### 2. **BOARD MEMBERSHIP.**

(a) The business of this corporation shall be managed by a Board of Directors, which shall consist of a President, Vice President, Secretary, Treasurer, and the Immediate past President and five (5) members at large, each of whom shall be natural persons of full age and who need not be residents of this Commonwealth. Whenever the number of directors is to be increased or decreased, such change shall be accomplished at a meeting and by a vote of three-fourths (3/4) majority of the Board. Notice of such change shall be given to all directors in the notice of the meeting. Except as hereafter provided, each director shall be elected for a term of one (1) year and shall serve for said term and until his successor shall be elected and shall qualify, or until his resignation, death or removal. Directors must be elected by a majority vote of all directors then serving at a meeting called for that purpose. Should the number of directors fall below the authorized figure at any time, it shall be lawful for the remaining directors to continue the corporate existence until substitutes can be elected.

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

(c) A majority vote of the Board of Directors shall govern, except where otherwise provided. The Board of Directors shall have the power to overrule or modify the action of any officers of the organization.

(d) It shall have the books and accounts audited in February of each year, or more often at it's discretion.

(e) 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.

(f) It shall hold such meetings as deemed necessary for the administration of its duties.

(g) It shall hold special meetings when called by the President or by written request of five members of the organization.

(h) It shall designate a bank or banks for deposit of funds.

(i) It shall receive committee reports and recommendations, and shall submit to the Association at regular meetings, recommendations which it has approved.

### 3. **COMMITTEES.**

(a) Appointment. The President may establish one (1) or more committees to exercise all of the powers and authority delegated to the committee by the President. However, the creation of such committees will not operate to relieve the President or Board of Directors, or any individual director, of any responsibility imposed on him/her by law or by-laws.

(b) Powers. Any such committee, to the extent appointed by the President, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

(1) The creation or filling of vacancies in the Board of Directors;

(2) The adoption, amendment or repeal of the By-Laws;

(3) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board;

(4) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board;

(5) Any matter requiring shareholder approval, except where shareholder approval is not required with regard to the Articles, By-laws or an Agreement and action on the subject matter is reserved exclusively for the Board. Each committee of the Board shall serve at the pleasure of the Board.

(c) There shall be the following standing committees appointed by the President:

(1) **Membership committee:** This committee shall endeavor to have all eligible building officials and code administrators and appropriate members of their staff become members of the Association.

(2) **The finance and auditing committee:** This committee shall consist of three (3) persons and shall be appointed on the first day of the annual meeting for a period of one year. This committee shall audit the books of the Association during each annual meeting as submitted by the Treasurer. A written report of the audit shall be made a matter of record and signed by all committee members.

(3) **Code Review Committee:** This committee shall consist of not less than five (5) members appointed by the President. This committee may review any existing or proposed code provisions and formulate changes or additions which they feel are necessary. If directed by the Association or Executive Committee, the committee shall pursue the implementations of such proposed changes or additions.

(4) **Education Committee:** This committee shall consist of not less than three (3) members appointed by the President. This committee's primary purpose is to schedule quality educational training for its members. The committee shall seek locations for training workshops that is convenient for the membership. The committee shall also attempt to schedule regular training workshops presented by nationally recognized speakers. A goal of this committee is to have the training seminars accredited by BOCA to qualify for continuing educational credits.

(d) The President shall appoint such other committees as he deems necessary, or as he is directed by the Board of Directors Said committees, upon appointment, shall be given a specific charge and a specific function to perform.

#### 4. **RESIGNATIONS.**

Members of the Board shall give sixty (60) days written notice of their intended resignation.

#### 5. **VACANCIES.**

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the members of the Board though less than a quorum, and each person so elected shall be a director to serve for the balance of the unexpired term and until his successor is elected.

#### 6. **REMOVAL.**

(a) Any member of the Board may be removed upon a three-fourths (3/4) majority vote of the Board of Directors for any of the following reasons:

(1) Conviction of a felony;

(2) Finding of incompetency or insanity by order of a court of competent jurisdiction;

(3) Failure to attend three (3) meetings of the Board of Directors in any twelve (12) month period; or

(4) Engaging in public conduct of such a nature as to be materially detrimental to the corporation and/or its purposes.

(b) Any member of the Board may be removed without assigning cause by a three-fourths (3/4) majority vote of the Board of Directors.

(c) No member of the Board shall be removed unless at a special meeting called for that stated purpose upon ten (10) days written notice thereof.

## **ARTICLE VI - MEETINGS OF DIRECTORS**

### **1. MEETINGS.**

Meetings of the Board of Directors shall be held at the office of the corporation or at such other place(s) either within or without the Commonwealth of Pennsylvania, as may be selected by a majority of the directors.

### **2. ANNUAL MEETINGS.**

(a) The annual meeting of the corporation shall be held at such place as determined by the Board of Directors of each year, at such time as is agreed by the Board, at which meeting there shall be elected Directors to the Board and be transacted such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six (6) months of the designated time, any director may call such meeting at any time thereafter.

(b) Purposes for which an annual meeting is to be held, additional to those prescribed by law, and by these by-laws, may be specified by the President, or by one or more members who are entitled to vote at the meeting.

(c) If such annual meeting is cancelled on the day scheduled, a special meeting of the members may be held in place of, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case, all references in these by-laws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call.

### **3. REGULAR MEETINGS.**

(a) Regular meetings of the Board of Directors will be held quarterly on the last Thursday of each month at such time and place as shall be determined by the Board, and such meetings shall begin promptly and close promptly at the regular set time. Notwithstanding any

other provision of these By-Laws, no written notice of regular meetings shall be required if the matters to be considered are not matters ordinarily reserved to shareholders in a business corporation and provided they are held at the time and place prescribed in this section.

(b) The regular meetings shall be devoted to the theory, promotion and practice of the principals of code enforcement and standards and the purposes and objectives of the organization. Each meeting shall contain a program for the continuing education of the membership.

(c) Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the By-Laws.

(d) If such quarterly meeting is cancelled on the day scheduled, a special meeting of the members may be held in place of, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the quarterly meeting, and in such case, all references in these by-laws shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call.

#### 4. **SPECIAL MEETINGS.**

(a) Special meetings of the Board of Directors may be called at any time by the President, Chairman of the Board, or directors entitled to cast at least ten (10%) percent of the votes which all directors are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a meeting, it shall be the duty of the Secretary to fix the date of the meeting, to be held not more than thirty (30) days after the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so upon written application of five (5) or more members who are entitled to vote at the meeting. Such shall state the time, place and purposes of meeting. Business transacted at all meetings shall be confined to the objects stated in the call and matters germane thereto, unless all directors entitled to vote are present and consent.

(b) Assent in Lieu of Members Meeting: Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter assent to the action in writing, which is to be filed with the records of the meetings of members. Such assent shall be treated for all purposes as a vote at a meeting.

(c) Place of Meeting. Any special meeting of the members held in place of the annual meeting, and any other special meeting of the members, shall be held at such place as is stated in the call. Any adjourned session of any annual or special meeting of the members shall be held at such place as is designated in the vote of adjournment.

(d) At any meeting of the members, a quorum for the election of any officer, or for the consideration of any question shall be eight (8) members. In any case, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum for an election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law or by these by-laws. When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question except in any case where a larger vote is required by law or by these by-laws.

5. **NOTICE.**

(a) Written notice of the annual or special meetings of the directors stating the time and place and object thereof shall be given to each director entitled to vote thereat at least five (5) days before such meeting either personally or by mail, express mail, or telegram by the President or Secretary, unless a greater period of notice is required by statute in a particular case.

(b) Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending the notice through the mail, or by telegram, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, a reputable express overnight mail delivery company, or with a telegraph office for transmission to such person. Notice of a meeting shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.

6. **LIST OF DIRECTORS.**

At least five (5) days before each meeting, a complete list of the directors entitled to vote at the meeting, arranged in alphabetical order, with the address of each shall be made by the Secretary (or continued from a previous meeting if no change has occurred) which list shall be subject to inspection by any director at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to inspection by any director at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any director during the whole time of the meeting.

7. **PROCEDURE.**

(a) The presence, in person or by proxy, of directors entitled to cast at least fifty percent (50%) of the votes which all directors are entitled to cast on the matters to be acted upon shall constitute a quorum for the purpose of considering such matters, and unless otherwise provided by statute or these By-Laws, the acts, at a duly organized meeting of the directors present, in person or by proxy, entitled to cast at least fifty percent (50%) of the votes which all directors present are entitled to cast shall be the acts of the Board of Directors. The directors present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Adjournment or adjournments of any annual or other meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not

exceeding fifteen (15) days each, as may be agreed to by those who are present in person or by proxy and who are entitled to cast at least fifty percent (50%) of the votes which all such directors would be entitled to cast at an election of directors, until such directors have been elected. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of meeting, provided that written notice of such second adjourned meeting is given to each director entitled to vote at such second adjourned meeting at least ten (10) days prior thereto.

(b) Every director entitled to vote at a meeting, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the director, or by his duly authorized attorney-in-fact, and filed with the Secretary of the corporation. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the corporation. No unrevoked proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three (3) years from the date of its execution. A proxy shall not be revoked by death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the corporation. A director shall not sell his vote or execute a proxy to any person for any sum of money or anything of value. Elections for directors need not be by ballot, except upon demand made by a director at the election and before the voting begins. In each election of directors cumulative voting shall not be allowed.

(c) In advance of any meeting, the Board of Directors may appoint judges of election, who need not be directors, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the presiding officer of any such meeting may, and on the request of any director or his proxy, shall make such appointment at the meeting. The number of judges shall be one (1) or three (3). If appointed at a meeting on the request of one (1) or unless otherwise provided by law or these By-Laws, the order of business and conduct of meetings shall be governed by parliamentary procedure as provided by "Roberts Rules of Order."

## **8 MEETINGS BY UNANIMOUS CONSENT.**

Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the directors and shall be filed with the Secretary of the Corporation.

## **9. WAIVER OF NOTICE.**

Whenever any written notice is required by statute, or by the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transactions of any business because the meeting was not lawfully called or convened.

10. **MEETINGS BY CONFERENCE CALL.**

One or more directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**ARTICLE VII - OFFICERS**

1. **GENERAL PROVISIONS.**

The executive officers of the corporation shall be chosen by the directors and shall be a President, Vice President, Secretary and Treasurer (elected from the Active Members roster) and the Immediate Past President. The Board of Directors may also choose an Historian and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and shall perform such duties as are provided herein, or as prescribed from time to time by the Board. The same person may not hold more than one office. Any officer may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interest of the corporation will thus be served.

2. **ELIGIBILITY.**

To be eligible for an officer position the member shall have served on the Board of Directors for a minimum of one full term.

3. **SALARY.**

The salaries of all officers and agents of the corporation, if any, shall be fixed by the President subject to the approval of the Board.

4. **TERM.**

The executive officers of the corporation shall hold office for one (1) year and until their successors are chosen and have qualified. Officer's tenure shall be limited to two (2) consecutive terms in each office.

5. **PRESIDENT.**

The President must be a natural person of full age and shall be the chief executive officer of the corporation; he shall preside at all meetings of the directors; he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred upon the President or to any other officer or officers of the corporation. He shall execute bonds, mortgages and other contracts ordinarily requiring a corporate seal of a business corporation, under the seal of the corporation, if any. He shall be EX-OFFICIO a member of all committees and divisions and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

6. **VICE PRESIDENT.**

Except as otherwise ordered by the Board, the Vice Presidents (if any) shall have and exercise such powers and duties as from time to time may be conferred upon them by the Board of Directors or by the President. The seniority of Vice Presidents shall be in the order designated at the time of their election. At the request of the President or in his absence or disability, the senior Vice President shall have and exercise the powers and duties of the President.

7. **SECRETARY.**

The Secretary must be a natural person of full age and shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, if any, and when authorized by the Board, affix the same to any instrument requiring it. The Board of Directors may designate the President as the official agent for such duties, in all or in part, within the limitations of the established budget.

8. **TREASURER.**

(a) The Treasurer may be a corporation, but if said Treasurer is a natural person he shall be of full age, and shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer will not pay any order or make any check or note without the co-signature of one (1) of the duly authorized directors

until and unless otherwise authorized by resolution of the Board. In case of his death or resignation, retirement or removal from office, all books, papers, vouchers, monies and other corporate property of whatever kind in his possession shall belong to the corporation. In the absence of the Treasurer, checks may be signed on behalf of the corporation by the President and one (1) authorized director of the Board, or two (2) authorized Directors.

(b) 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. The Board of Directors may designate the Presidents as the official agent for such duties, in all or in part, within the limitations of the established budget.

9. **IMMEDIATE PAST PRESIDENT.**

The Immediate Past President shall serve as Chairperson of the Nominations Committee and shall, when called upon, give advice and counsel to the Officers and Board of Directors.

10. **EXECUTIVE COMMITTEE.**

There shall be an Executive Committee, which shall consist of the President, Vice President, Secretary, Treasurer and Immediate past President which shall have authority to act in such matters as are specifically delegated by the Board of Directors. The Executive Committee shall meet at least quarterly at a date and place designated by the President and shall have authority to take such action as they deem prudent in the furtherance of the general objectives of this Association, reporting such actions to the Association at its next meeting.

**ARTICLE VIII - ELECTIONS**

(a) An election meeting shall be held in March of each year, date and place of such meeting to be determined by the Board of Directors, and announced to each member by the Secretary, by mail, at least two weeks prior to the time of such meeting. Said announcement to include names of all nominees with a statement that these nominations will be voted on at the election meeting. Votes shall be counted only for candidates placed in nomination at the nomination day meeting or any nomination made from the floor at this meeting.

(b) Officers and Board of Directors shall be elected by a majority vote of the voting membership present at the annual meeting of this Association. Election of offices will be held during the business session of the annual meeting and their term of office shall be effective April 1st of the current year and in through March 31st of the following year.

(c) In the case of a vacancy of the Board of Directors, the vacancy shall be filled by a majority vote of the Board of Directors until the next annual meeting.

(d) The President and Vice President shall be elected for the term of one year and shall not exceed two consecutive terms in office.

(e) The Secretary shall be elected for a term of one year and shall not exceed two consecutive terms in office.

(f) The Treasurer shall be elected for a term of one year and shall not exceed two consecutive terms in office.

(g) The five Board of Directors shall be elected for the following terms and shall not exceed three (3) consecutive terms in office.

(i) In year 2003 all positions will be open for election.

(1) Two Board of Directors shall be elected for one (1) calendar year and shall serve until year 2004.

(2) Three Board of Directors shall be elected for two (2) calendar years, and shall be open for election every odd year thereafter.

(ii) In year 2004 the one-year term shall be converted to terms that last two (2) calendar years and shall be open for election every even year thereafter.

#### **ARTICLE IX - CORPORATE RECORDS**

There shall be kept at the registered office or principal place of business of the corporation an original or duplicate record of the proceedings of the directors, and the original or a copy of its By-Laws, including all amendments or alterations thereto to date, certified by the Secretary of the corporation. Every director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the list of Directors, books or records of account, and records of the proceedings of the directors, and make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the director. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business.

#### **ARTICLE X - ANNUAL STATEMENT**

The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year verified by the President and Treasurer or by a majority of the Board. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant. Such report shall set forth:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

## **ARTICLE XI - INVESTMENT OF TRUST FUNDS**

### **1. INVESTMENT.**

Unless otherwise specifically directed in the trust instrument, the Board of Directors shall have power to invest any assets vested in the corporation by such instrument, or the proceeds thereof, separately or together with other assets of the corporation, in the manner authorized for fiduciaries by the Fiduciaries Investment Act of 1949, as amended, or replaced from time to time, and to retain any investments heretofore so made. The corporation may, by appropriate action of its Board of Directors, keep any investments or fractional interests in any investments, held by it or made by it, in the name of the corporation or in the name of a nominee of the corporation.

### **2. APPLICATION OF FUNDS.**

Except as otherwise permitted under the Estates Act of 1947, as amended, or replaced from time to time, the Board of Directors shall apply all assets thus received to the purposes specified in the trust instruments. The directors or other body shall keep accurate accounts of all trust funds, separate and apart from the accounts of other assets of the corporation.

### **3. ALLOCATION.**

(a) With respect to any assets thus received (including any participation in any common trust fund), so much of the net realized capital gains as of the end of any fiscal year of the corporation as the directors shall within four (4) months after the end of such year, in their sole discretion, allocate to income for such fiscal year, shall be deemed income.

(b) The amount allocated under paragraph (a) of this subsection, when added to all other income derived by the corporation from the same assets or participation in a common trust fund for such fiscal year, shall not exceed 9% of the market value (as of the end of such fiscal year) of the principal remaining with respect to such assets or participation after allocation of such gain to income unless otherwise allowed by statute.

(c) Allocation to income of realized capital gains in a common trust fund may be made in accordance with the provisions of paragraphs (a) and (b) of this subsection without regard to whether the capital gains in question were realized before or after any particular trust or fund became a part of such common trust fund and without regard to whether the separate records maintained with respect to such particular trust or fund reflect the existence of a capital gain in such trust or fund.

(d) As used in subsection 3 of this Article "net realized capital gains as of the end of any fiscal year" means the balance accumulated as of such date, since the inception of the trust or fund or common trust fund, as the case may be, of all realized gains less realized losses, computed in the manner provided in Section 1001 et seq. of the Internal Revenue Code of 1954, as amended or replaced from time to time, on the basis of actual cost, or in the case of property transferred to the fund or trust, on the basis of fair market value on the date of transfer.

## **ARTICLE XII – ASSOCIATION ACTIVITIES**

(a) The Association shall not directly or indirectly sponsor legislation or proposals pertaining to general municipal policy. All proposals on such matters shall take the form of recommendations to the Executive Committee.

(b) It shall be the right of this Association to communicate with any person or organization in pursuit of its objectives on matters that are not in direct conflict with Section 1.

## **ARTICLE XIII - EXECUTION OF PAPERS**

Except as the Executive Committee 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 the Association shall be signed by the President and Treasurer.

## **ARTICLE XIV - AMENDMENTS**

(a) Amendments to the constitution and by-laws may be proposed by the Executive Committee or by written petition by twenty (20) percent of the voting membership.

(b) These By-laws may be altered, amended or repealed at any legal meeting of the members entitled to vote of which a quorum is present by a vote representing a majority of the members present and voting, provided notice is given in the call for the meeting that an alteration, amendment or repeal of the By-laws will be proposed.

## **ARTICLE XV - FISCAL YEAR**

The fiscal year of the corporation shall begin on January 1st and shall conclude the following December 31st each year.

## **ARTICLE XVI - INDEMNIFICATION**

(a) To the extent allowed by law, the Board of Directors may adopt a resolution whereby the corporation shall indemnify each person who is or was a director or officer of the corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the corporation, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the corporation or such other corporation or otherwise), civil or criminal or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a director or officer of the corporation or of such other corporation, partnership, joint venture, trust or other enterprise, or by reason of any past or future action taken or not taken in his capacity as such director or officer, whether or not he continues to be such at the time such liability or expense is incurred, unless such person has breached or failed to perform the duties of his office which, for officers and directors, shall be as defined in Section 8363 of the Directors' Liability Act and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) As used in this subsection, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursement and amounts of judgments, fines or penalties. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the standards of conduct set forth in the first sentence of paragraph (a) of this subsection, except where there shall have been a judgment rendered by a court specifically finding that the action or conduct of such director or officer constituted self-dealing, recklessness or willful misconduct. Any such director or officer referred to in this subsection who has been wholly successful, on the merits or otherwise, with respect to any claim, action suit or proceeding of the character described above shall be entitled to indemnification as of right. Expenses incurred with respect to any civil or criminal, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he is not entitled to indemnification under this subsection. The rights of indemnification provided in this subsection shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

## **ARTICLE XVII - GENERAL**

The use of the masculine gender in these By-Laws shall be deemed to include the

feminine and neuter genders and the use of the singular shall be deemed to include the plural, and vice-versa, whenever the context so requires.

**ADOPTION OF BY-LAWS**

Adopted by the resolution and vote of the Board of Directors of Pennsylvania Association of Code Officials on December 11th, 2003 at Delaware County, Pennsylvania.

**PENNSYLVANIA ASSOCIATION  
OF CODE OFFICIALS**

**BY: C. Lee Milligan, President**

**ATTEST:** \_\_\_\_\_

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