

Women in Code Enforcement and Development of Virginia CONSTITUTION/BYLAWS

ARTICLE I - NAME OF ORGANIZATION

- 1.1 The name of this organization shall be known as Women in Code Enforcement and Development of Virginia (WICED of VA).
- 1.2 Where elsewhere in these by-laws the term “Organization” may be substituted for the full name.

ARTICLE II – PURPOSE and OBJECTIVES

- 2.1 The fundamental purpose of this organization shall be to:
 - 2.1.1 Promote the value, recognition, and professional development of women in code enforcement and development within the Commonwealth of Virginia through mentoring, education, networking, and collaboration.
- 2.2 The objectives of this organization are:
 - 2.2.1 To support, organize, and participate in educational seminars and training programs relating to specific needs of women in the arena of code enforcement and development.
 - 2.2.2 To promote mentoring of members through formal and informal mentoring initiatives.
 - 2.2.3 To be dedicated to a process of continuous improvement for the members in a professional networking atmosphere.
 - 2.2.4 To secure a closer official and personal relationship among code developers and code enforcers throughout the state and within the national chapter of Women in Code Enforcement and Development (WICED).
 - 2.2.5 To be active members of the International Code Council (ICC) in the pursuit of uniformity in code interpretation, development, enforcement and administration.
 - 2.2.6 To partake in all other activities that are incidental to, or desirable for, the attainment of the organization’s objectives.

ARTICLE III - MEMBERSHIP

- 3.1 There shall be four classes of membership: Active Member, Associate Member, Honorary Member, and Student Member.
 - 3.1.1 Active Member: Any person within Virginia whose primary duties are the enforcement or development of building codes and related ordinances and is employed by a state or local unit of government. An active member may hold an elective office. An active member has all voting rights.
 - 3.1.2 Associate Member: Any person(s), firm, company, or corporation having an interest in furthering the objectives and purposes of WICED of VA. An associate member may hold an elective office. An associate member shall have voting rights.
 - 3.1.3 Honorary membership: May be conferred upon any person, as an honorarium, for outstanding service to the organization. Honorary members shall be by nomination and vote of the organization membership.
An honorary member has the same rights as an active member. There shall be no annual dues for honorary members.

3.1.4 Student Member: Student membership shall be open to any student currently enrolled in a school, college, or university; and is interested in codes and the code development process. A student member shall not hold an elective office and has no voting rights.

3.2 Application for Membership

3.2.1 Submit a completed and signed organization application form to the Secretary with fees covering the current year's dues.

3.2.2 The Secretary shall review the application for correctness, qualifications, and criteria. Upon receipt, the Secretary shall forward the fees and application to the Treasurer.

3.3 Membership Dues

3.3.1 The annual membership dues shall be thirty-five (\$35.00) dollars for each calendar year (January 1st-December 31st) to qualify as an active or associate member in good standing. The student membership dues shall be ten (\$10.00) dollars to qualify as a student member in good standing.

3.3.2 ~~Any member not paying dues for a period of more than one (1) year shall be reported by the Secretary to the Board of Directors and will not be a member in good standing.~~

3.3.3 New members entering the organization within the last two months of the annual membership year be considered paid in full for the upcoming membership year and be in good standing.

3.3.4 The monies received shall be used to defray the expenses associated with the pursuit of the objectives as listed in Article II.

3.4 Conduct

3.4.1 A member of this organization, who is charged with conduct unbecoming, could result in loss of membership as voted by the Executive Board. All members shall be committed to the organization's purpose and objectives; and shall conduct themselves in accordance with the organization's code of ethics.

3.5 The affairs of this organization shall not be conducted for profit.

3.6 No member shall utilize the organization name for private gain.

3.7 Neither members nor officers shall receive any fee, salary, or remuneration of any kind for their services as members and/or officers. Officers may be reimbursed for reasonable expenses incurred with approval of the membership upon presentation of vouchers.

3.8 Termination of Membership.

3.8.1 Any person may resign from the organization by giving written notice.

3.8.2 Membership is not transferable. All rights and privileges of any individual serving as an officer or other positions with the organization shall be forfeited upon termination of membership.

ARTICLE IV - MEETINGS

- 4.1 The annual meeting of the members shall be held at such place as the Board of Directors shall determine in the notice of meeting.
- 4.2 This organization shall meet bimonthly at least three (3) times annually, unless otherwise determined by the Board. The time and place will be determined by the Board. Members will be notified a minimum of seven days in advance of the date, time, and location.
- 4.2 Purposes for which an annual meeting is to be held, in addition to those prescribed by law and by these bylaws, may be specified by the President. The regular meetings shall be devoted to the theory, promotion, and practice of the principals of code enforcement and development; as well as the standards, purposes, and objectives of the organization. Each meeting may contain a program for the continuing education of the membership
- 4.3 If such annual meeting is canceled on the day scheduled, a special meeting of the members may be held in place of the cancelled meeting. Any business transacted or elections held at the special meeting shall have the same effect as if transacted or held at the annual meeting. In such case, all references in these bylaws shall be deemed to refer to the special meeting. Any such special meeting shall be called, and the purposes shall be specified in the call.
- 4.4 A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors then in office. A special meeting of the members shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by some other officer, upon written application of five or more members who are entitled to vote at the meeting. Such call shall state the time, place and purposes of the meeting.
- 4.5 Approvals or agreements 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 agree to the action and the action is recorded in the written meeting minutes. Such approvals/agreements shall be treated for all purposes as a vote at a meeting.
- 4.6 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.
- 4.7 Quorum:
- 4.7.1 At any meeting of the members, a quorum for the election of any officer or for the consideration of any question shall be ten (10) 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 a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.7.2 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 laws or by these bylaws.
- 4.7.3 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 bylaws.

4.8 Meetings Held Electronically.

4.8.1 Except as otherwise provided in these bylaws, meetings of the Board and any meetings of the organization, may be conducted through use of Internet meeting services designated by the President that supports anonymous voting and support visible displays identifying those participating are members in good standing, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes when a quorum is met according to these by-laws. These electronic meetings of the Board shall be subject to all rules adopted by the Board, which may include any reasonable limitations on, and requirements for, Board members' participation.

4.9 Robert's Rules of Order (current edition) shall be the authority on all questions not specifically stated in the bylaws.

ARTICLE V - OFFICERS

5.1 Officers: The Officers of this organization shall be referred to as the "Board of Directors" and shall consist of a President, Vice President, and Secretary, and Treasurer. These positions are elected from the eligible member roster of active, associate, and immediate past president members. Such Officers shall hold office for a period of one year beginning on the first day of the month following their election, or until their successors are duly elected and qualified.

5.2 Duties of President: The President shall preside at all meetings of this organization and shall appoint or replace all chairpersons and members of committees not otherwise specifically provided for herein. The President shall perform all other and such usual duties as are performed by the president of an organization. The President shall, with the approval of the Board of Directors, have the power to appoint a corresponding secretary to assist in the performance of the President's duties.

5.3 Duties of Vice President: The Vice President shall act and perform the duties of the President during the latter's absence from any meetings of this organization or by vote of the Board of Directors in case of disability of the President and shall assist the President in the conduct of the office of President.

5.4 Duties of Secretary: The Secretary shall be responsible for keeping the minutes and records of meetings, maintaining correspondence, receipt of funds, and generally performing such official duties of a Secretary of an organization.

5.5 Duties of the Treasurer: The Treasurer shall be responsible for receiving and disbursing of funds, supervising financial affairs, approving expenditures as provided by resolution of the Board of Directors, and generally performing such official duties of a Treasurer of an organization.

5.6 Duties of 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.

5.7 A majority of the officers elected shall constitute a quorum at any meeting of the Board of Directors.

5.8 The Board of Directors shall act on behalf of the organization at all times.

5.9 The Board of Directors must be active members in good standing.

5.10 The same person may not hold more than one office at a time.

5.10.1 Exception: Position of Treasure and Secretary may be held by the same person if needed for the continued operations of the organization.

ARTICLE VI - ELECTIONS

- 6.1 An election meeting shall be held during the first membership meeting of each year. The date and place of such meeting is to be determined by the Board of Directors and announced to each member by the secretary, through mail or electronic means, at least two weeks prior to the time of such meeting. The announcement shall include names of all nominees with a statement that these nominations will be voted on at the election meeting. Votes shall be counted for all nominated candidates. Nominated candidates include nominations from the nominating committee or nomination made from the floor at the time of the election meeting.
- 6.2 Officers shall be elected by a majority vote of the voting membership present at the annual meeting of this organization. Election of officers will be held during the business session of the annual meeting and their term of office shall be effective the first day of the month following the election of the current year and run for a period of twelve months.
- 6.3 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.
- 6.4 The President and Vice President shall be elected for the term of one year and shall not serve more than two consecutive terms in office.
- 6.5 The Secretary and Treasurer shall be elected for a term of one year and shall be eligible to succeed themselves and remain in office for as many successive terms as they may be re-elected to serve.

ARTICLE VII - VOTING

- 7.1 Each member present, that has the right to vote at a meeting of members, shall be entitled to one vote.
- 7.2 Upon motion duly made, seconded, and voted by a majority of members present and voting, the vote upon any question or election shall be cast by ballot.
- 7.3 Any eligible member may waive their right to vote on any matter.
- 7.4 In lieu of in person meeting- Votes may be taken by the anonymous voting feature of the Internet meeting service unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The president's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent or other methods of collecting electronic votes cast.

ARTICLE VIII - BOARD OF DIRECTORS

- 8.1 Governing Body. The property, business and affairs of this organization shall be managed and transacted by a Board of Directors composed of the following: President, Vice President, Secretary, Treasurer, and the Immediate Past President.
- 8.2 The duties of the Board of Directors shall be as follows:
- 8.2.1 It shall authorize all expenditures and shall not create any indebtedness beyond the income of the organization, nor disburse funds for purposes nonessential to the objectives of the organization.
 - 8.2.2 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.
 - 8.2.3 It shall have the books and accounts audited each year, or more often at its discretion.
 - 8.2.4 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.
 - 8.2.5 It shall hold such meetings as deemed necessary for the administration of its duties.
 - 8.2.6 It shall hold special meetings when called by the President, or by written request of five members of the organization.
 - 8.2.7 It shall designate a bank or banks for deposit of funds.
 - 8.2.8 It shall receive committee reports and recommendations and shall submit to the organization at regular meetings recommendations which it has approved.

ARTICLE IX - COMMITTEES

- 9.1 There shall be the following standing committees appointed by the President:
- 9.1.1 Public Relations/Membership committee: This committee shall consist of at least three (3) persons and shall endeavor to create and manage social media pages for the purpose of raising awareness and providing information for the organization.
 - 9.1.2 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 organization prior to 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.
 - 9.1.3 Bylaws committee: This committee shall consist of three (3) persons who shall be responsible for the creation, changes, and maintenance of the Bylaws of the organization.
- 9.2 The President shall appoint such other committees as deemed necessary, or as directed by the Board of Directors. Said committees, upon appointment, shall be given a specific charge and a specific function to perform.

ARTICLE X - ORGANIZATION ACTIVITIES

- 10.1 The organization 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.
- 10.2 It shall be the right of this organization to communicate with any person or organization in pursuit of its objectives on matters that are not in direct conflict with Section 10.

ARTICLE XI - CODE OF ETHICS

- 11.1 A member of the organization shall:
 - 11.1.1 Place public safety above all other interests.
 - 11.1.2 Place public interest above individual, group or special interest and shall consider their profession as an opportunity to serve society.
 - 11.1.3 Maintain the highest standards of integrity.
 - 11.1.4 Treat all persons courteously, equally and fairly.
 - 11.1.5 Conduct themselves at all times in such a manner as to create respect for themselves and their jurisdiction they represent and the organization.
 - 11.1.6 Refrain from the use of their position to secure advantage or favor for themselves, their family or their friends.
 - 11.1.7 Refrain from representing any private interest in business or technical affairs of the organization.
 - 11.1.8 Refrain from using unfair means to secure an advantage in the organization or to knowingly injure any individual, company or organization to gain such advantage.
 - 11.1.9 Not accept, nor offer, any gift, favor or service that might tend to influence them in the discharge of their duties.
 - 11.1.10 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 organization.
- 11.2 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 organization. Expulsion to be determined by majority vote at the next regularly scheduled meeting. A member expelled from this organization will no longer be a voting member, nor be allowed to participate in any organization sponsored activity. An individual expelled from this organization shall not be allowed to rejoin this organization for a period of twelve months from the expulsion, and until the general membership votes to approve the reinstatement.

ARTICLE XII - EXECUTION OF PAPERS

- 12.1 Except as the Board of Directors 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 organization shall be signed by the President and Treasurer.

ARTICLE XIII - DISSOLUTION

13.1 The organization may be dissolved only by action of the Board of Directors of the organization. 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 proposition 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 proposition shall be sent to every member of the organization 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 organization without notice thereof being sent to every member of the organization 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 organization formulated.

ARTICLE XIV - DISBURSEMENT OF FUNDS

14.1 In the event this organization is disbanded and/or dissolved, all monies remaining in the treasury, after remaining bills are paid, shall be contributed to a successor municipal building officials organization or a sister organization located in Virginia or the national organization of WICED, as voted by a majority of the voting membership.

ARTICLE XV - PROPERTY AND TRUST

15.1 Any real property which may be obtained by the organization, and savings accounts, bonds, or like investments, and all property given to or held by it in trust for purposes of the organization shall be controlled and managed by the Executive Committee.

ARTICLE XVI – AMENDMENTS OF THE BYLAWS

- 16.1 Amendments to the constitution and bylaws may be proposed by the Executive Committee or by written petition by a quorum of the voting membership.
- 16.2 These Bylaws may be altered, amended or repealed at any legal meeting of the members entitled to vote at 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 Bylaws will be proposed.
- 16.3 Properly edited proposals must be brought before the General Membership during ~~at~~ the next regular meeting for a first reading during the report of the Bylaws committee. There shall be sufficient written copies for review by all members in attendance. The proposed amendment will be open to discussion by the General Membership during New Business of this same meeting. The proposal will be ratified (with revision, if any) or stricken entirely by majority vote.
 - 16.3.1 The Secretary will post to all members in good standing, at least twenty days prior to the next regular meeting a copy of the ratified proposal and notice that same will be on the agenda for second reading and final vote.
 - 16.3.2 The final vote shall require a two-thirds (2/3) majority for adoption. The amendment shall then become effective immediately upon its approval.
 - 16.3.3 Revisions. The date of revision of any amendments shall appear in the lower left hand corner of the page which is affected and a vertical bar shall appear in the outboard margin showing the location of said change. The last page of these bylaws shall contain a chronological list of all changes and their date of adoption.

Signed on this day by the Board of Directors

President

Date

Vice President

Date

Secretary

Date

Treasurer

Date

