

**By-Laws  
of the  
CODE OFFICIALS ASSOCIATION of ALABAMA**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1:**

The name of this organization shall be the **CODE OFFICIALS ASSOCIATION of ALABAMA** and shall herein be referred to as The Corporation.

**Section 2:**

The purpose of The Corporation shall be to:

(a) Promote maximum safety to life, health, and property at minimum cost through encouragement of uniformity in the application, interpretation, and enforcement of the building and related codes, ordinances and regulations.

(b) Promote a better understanding and appreciation of the proper enforcement and administration of the International Codes and related codes and ordinances and their importance to the safety, welfare, and prosperity of the state, counties, municipalities, and other jurisdictions.

(c) Promote a better understanding and appreciation of The Corporation and its individual members and their jurisdictions through promotion and sponsorship of programs such as "Building Safety Month".

(d) Improve the prestige of code enforcement professionals by the promotion of high standards of efficiency and knowledge in the enforcement and administration of the International Codes and related building ordinances and regulations through continuous education and training.

(e) Assist the state, county, municipalities, and other jurisdictions in the organization and maintenance of building inspection and code enforcement departments.

(f) Promote professional assistance and technical advice to legislative and other governmental bodies in the promulgation and administration of the building code and related regulations.

(g) Support co-operation between The Corporation and other entities with similar interests and objectives relating the promulgation and enforcement of the building codes.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1: Qualifications.**

(a) Regular Member. Any municipal, county, state, or federal employee engaged in the administration and enforcement of building codes, ordinances, and related regulations shall be eligible to become a regular member upon payment of dues at the rate fixed in these By-Laws or, a member of a local chapter that pays dues and supplies a membership roll with contact information to The Corporation, and meets the employment requirements.

(b) Associate Member. Any design professional, contractor, or individual interested in the purposes and objectives of The Corporation shall be eligible to become an associate member upon payment of the membership dues at the rate fixed in these By-Laws and approval by the Board of Directors.

(c) Corporate Member. Any research group, manufacturer, retailer, or wholesaler of building material or equipment related to the building industry, or any other group interested in the promulgation and enforcement of building codes, ordinances, and related regulations upon payment of the membership dues at the rate fixed in these By-Laws and approval by the Board of Directors.

(d) Honorary Life Member. Any retired municipal, county, state, or federal employee designated by the Board of Directors shall be eligible to become an honorary life member and shall be exempt from payment of membership dues.

**Section 2: Dues.** Annual dues shall be collected by the Treasurer. Any member of any type failing to pay the required dues in a timely manner may have their membership rights suspended by a majority vote of the Board of Directors.

The annual dues for membership in The Corporation shall be fixed as follows:

Regular Member Individually: \$25

Regular Member through a local chapter: \$200 paid by the chapter for all its members meeting the required qualifications.

Associate Member: \$40

Corporate Member: \$200

Honorary Life Member: No Fee

**Section 3: Member Rights.** Only regular members shall be entitled to vote on any question at regular or annual meetings, however, all members shall be entitled to participate in meetings, and to serve on committees and shall have voting privileges on those committees. Any member may make or second a motion in a regular or annual meeting, but only regular members may vote on such motions.

**Section 4: Member Liability.** Members of The Corporation shall not, as such, be liable for obligations of The Corporation.

**Section 5: Place and Time for Annual Meeting.** The annual meeting of The Corporation shall be held at such location, either within or outside of the State of Alabama, as agreed upon by the members or as specified in the appropriate notice. The meeting shall be held during the month in which The Corporations fiscal years end, or at such time as the Board of Directors may direct with majority approval. All annual meetings shall be held for the transaction of business as may come before the meeting. Failure to elect new officers at the appropriate annual meeting shall not cause dissolution of The Corporation, but the officers thereof shall continue to hold office until their successors are elected and installed. A special meeting for that purpose shall be held as soon as conveniently possible.

**Section 6: Special Meetings.** Special meetings of the members, for any purpose unless otherwise prescribed in these By-Laws, may be called by the President, Vice President, Secretary, Board of Directors, or by the membership having one-twentieth (1/20) of the votes entitled to be cast at such meeting.

**Section 7: Notice of Meeting.** Written or printed notice stating the place, day, and hour of the meeting and, in case of a Special Meeting, the purpose or purposes of the meeting, shall be delivered not less than ten (10) nor more than fifty (50) days prior to the date of the meeting, either personally, by mail, or electronically to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership records of The Corporation, with postage thereon prepaid. Notice may be waived in writing and signed by the member entitled to such notice, where no otherwise provided by law.

**Section 8: Voting List.** The officer or agent having charge of the membership records for The Corporation shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the addresses or contact information of each, which list, for a period of ten (10) 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 and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership records shall be prima facie evidence as to who are the members entitled to examine such list or records or to vote at any meeting of members.

**Section 9: Quorum.** Twenty-five (25) regular members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members, or a quorum may consist of such greater or lesser percentage as may be fixed by an amendment to these Bylaws. No business may be transacted without a quorum. Any business may be transacted at any meeting of the members at which a quorum is present. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless a greater number is required by the Articles of Incorporation, these Bylaws, or by law.

**Section 10: Proxies.** A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. The proxy shall be voted only for a single meeting specified in said proxy and in no event shall a proxy be valid after the adjournment of the meeting specified in said proxy. A proxy is revocable at the pleasure of the member executing it and is revocable by the termination of the membership of the member. To be effective for the meeting

specified in the proxy, such proxy must be received by the Secretary of the Corporation at least twenty-four (24) hours before the beginning of such meeting.

**Section 11: Voting.** Each Regular Member shall be entitled to one vote on each matter submitted to a vote at a meeting of members, except to the extent that the voting rights are limited or denied by statute, by the Articles of Incorporation of the Corporation or any amendments thereto.

**Section 12: Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of members.

### **ARTICLE III** **BOARD OF DIRECTORS**

**Section 1: General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors.

**Section 2: Composition.** The Board of Directors shall consist of the President, Vice President, Secretary and Treasurer (all as elected by the Regular Members), and the Immediate Past President of the Corporation plus the presidents of the following seven organizations (hereinafter "Local Organizations"), plus a representative of the Corporate Members:

1. North Alabama Code Officials Association
2. North Central Alabama Code Officials Association
3. East Alabama Code Officials Association
4. South Alabama Code Officials Association
5. Gulf Coast Code Officials Association
6. Code Officials of Lower Alabama
7. Alabama Association of Plumbing, Gas and Mechanical Inspectors
8. A Representative of the Corporate Membership chosen by the Corporate Members.

The presidents of the Local Organizations shall serve as Directors so long as they remain presidents of their respective organizations. Immediately upon termination by resignation or otherwise as president of the respective organization, the individual's membership on the Board of Directors shall automatically cease. The successor president of the Local Organization, whether appointed in interim or regularly, shall automatically become a Director of the Corporation. When an interim appointee to the presidency has been replaced by a regular appointee, then the membership of the interim appointee on the Board shall automatically cease and the regular appointee shall automatically become a Director. If the presidency is vacant and no person is designated to act as president on an interim basis, the position on the Board of Directors shall remain vacant until such presidency is filled, but the Board shall continue to function and operate fully, and such vacancy shall not be deemed a default of this Article. A Local Organization may send an alternate as a representative should the respective president be unable to attend.

The Corporate Representative shall be nominated by the Corporate Membership, and shall require the approval of the full membership at the Annual Meeting (except that the first Corporate Director shall be approved by the rest of the Board of Directors). The Corporate Director may also have an alternate representative should he be unable to attend.

**Section 3: Number of Directors:** The Board of Directors shall consist of thirteen (13) members. The number of Directors constituting the Board shall be fixed by these Bylaws and may be changed only by amendment hereof, or the failure of a Local Organizations to participate either through dissolution of or inactivity in one of the Local Organizations. However, no decrease in the number of the Directors shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three (3).

**Section 4: Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors. Notice of regular meetings of the Board of Directors may be given as provided in these Bylaws. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting, those present waive notice of the meeting in writing.

**Section 5: Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

**Section 6: Notice.** Unless otherwise provided in these Bylaws, notice of meetings, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, electronic transmission, telephone or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 7: Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

**Section 8: Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors.

#### **ARTICLE IV** **OFFICERS**

**Section 1: Number.** The Regular Members shall elect a President, a Secretary, a Treasurer, a Vice President and from time to time may appoint such Assistant Secretaries, Assistant Treasures and such other officers, agents and employees as the members may deem proper. Any two (2) offices may be held by the same person, except the office of President.

**Section 2: Qualifications.** Any individual who meets the requirements set forth for a Regular Member shall be deemed qualified. However, Officers of the Corporation shall not serve

concurrently as a president or vice-president of a Local Organization.

**Section 3: Term.** The term of office of all officers (President, Vice President, Secretary and Treasurer) shall be one year and until their respective successors are elected and qualified. Officers may serve consecutive terms.

**Section 4: Vacancies and Removal.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting. The Regular Members may remove any officer, with or without cause, at any time by an affirmative vote of a majority of the Regular Members.

**Section 5: President.** The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. He or she shall preside over all official meetings of the Corporation, provided no one has been specifically elected to the office of the Chairman of the Board, and shall also perform those duties which usually devolve upon a president of a corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or Director. The President shall also be a Director of the Corporation.

**Section 6: Vice President.** The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him from time to time by the Board of Directors or by the President. The Vice President shall also be a Director of the Corporation.

**Section 7: Secretary.** The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records and shall render such to the President and Board of Directors at such times as may be requested. The Secretary shall also be a Director of the Corporation.

**Section 8: Treasurer.** The Treasurer shall keep account of all financial transaction and of the financial condition of the Corporation, and shall make such reports and perform such duties as are incidental to his or her office or which may be delegated to him or her by the President or Board of Directors. The Treasurer shall also be a Director of the Corporation.

**Section 9: Immediate Past President.** The Immediate Past President shall advise the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President. The Immediate Past President shall also be a Director of the Corporation. An individual shall serve as Immediate Past President until the individual then serving as President completes his term in office without being re-elected to the position of President.

## **ARTICLE V** **COMPENSATION**

The officers and Directors of this Corporation shall receive no compensation for their services as such. They may, however, make payments for such clerical assistance and for such professional services as they deem necessary for the conduct of the affairs of the Corporation and be reimbursed therefor. Under no circumstances shall the Corporation make loans to officers and Directors.

## **ARTICLE VI** **INDEMNIFICATION**

### **Section 1: Indemnification in Action Arising Out of Capacity as Officer, Director, or Employee Acting in a Management Capacity on Behalf of the Corporation.**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, or employee acting in managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided he is not adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 2: Indemnification in Actions by or in Right of Corporation.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

**Section 3: Indemnification When Successful.** To the extent that a director, officer, or employee acting in a managerial capacity on behalf of the Corporation has been successful in defense of any action, suit or proceeding referred to in Section 1 and Section 2 of this ARTICLE VI, or in defense of any claim, issue or matter therein, he or she shall be indemnified against any and all expenses

(including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

**Section 4: Determination of Meeting Applicable Standard.** Any indemnification under Section 1 and Section 2 of this ARTICLE VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 and Section 2 of this ARTICLE VI. Such determination shall be made either:

(a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action suit or proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 5: Payment of Expensed in Advance of Disposition of Action.** Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 4 of this ARTICLE VI upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized by this ARTICLE VI.

**Section 6: Non-exclusivity of ARTICLE VI.** The indemnification authorized in and provided by this ARTICLE VI shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, or vote of the Board of Directors, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall insure to the benefit of the heirs, executors and administrators of such a person.

**Section 7: Insurance.** The Corporation may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her an incurred by him or her in any such capacity or arising out of he or her status as such, whether or not the Corporation is required or permitted to indemnify him or her against such liability under the provisions of this ARTICLE VI or any statute.

**Section 8: Amendment of this ARTICLE VI.** This ARTICLE VI of the Bylaws shall not be altered, amended, or repealed unless by and with the unanimous consent and approval of the Board of Directors.

## **ARTICLE VII** **CONTRACTS**



The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

**ARTICLE VIII**  
**FISCAL AND TAXABLE YEAR**

The initial fiscal and taxable year of the Corporation shall commence on the date of this Articles of Incorporation are filed with the Judge of Probate of Jefferson County, and end on such date as the Board of Directors may determine, in accordance with all applicable provisions of the Internal Revenue Code of 1986, as amended.

**ARTICLE IX**  
**AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

**ARTICLE X**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI**  
**ADVISORY COMMITTEE**

The Board of Directors may appoint at least two (2) Directors from their number to serve on one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve as such at the pleasure of the Board of Directors. Such advisory committees shall advise and aid the officers of the Corporation in all matters designated by the Board of Directors, subject to the restrictions imposed by Code of Alabama 197, Section 10-3A-38. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The members of any advisory committee shall not receive any stated salary for their

services as such, but may be reimbursed for any actual expenses incurred in the performance of duties on behalf of the Corporation.

**ARTICLE XII**  
**INVESTMENTS**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIII**  
**AMENDMENTS**

Except as otherwise provided herein, these Bylaws shall not be altered, amended or repealed unless by and with the consent and approval of two-thirds (2/3) of the Regular Members present in person or by proxy at a meeting at which a quorum is present.

**ARTICLE XIV**  
**DISSOLUTION OF THE CORPORATION**

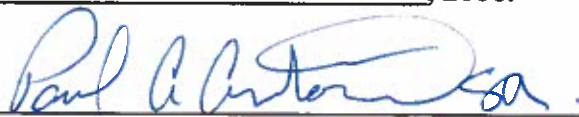
**In case of dissolution of the Association and Corporation, all assets remaining after payment of all accrued expenditures, shall be distributed to one or more organizations which qualify for a tax exemption as provided by the Internal Revenue Service of The United States of America as determined by the Board of Directors of the Corporation, and no part of any asset shall go to benefit any private individual or member.**

**CERTIFICATION**

I, the undersigned, as President of the Code Officials Association of Alabama, hereby certify that the above and foregoing constitutes a true and correct copy of the original Bylaws of Code Officials Association of Alabama and that all provisions are in full force and effect and have not been revoked or rescinded.

This the 23rd day of June, 2016.

Signature: \_\_\_\_\_



Name: Paul A. Antoine Sr.  
President