

BY-LAWS

OF

B.O.A.N.J., INC.

(A Not-For-Profit Corporation)

STATEMENT OF PURPOSE

Realizing that for any profession to keep abreast of the ever-changing times, it should strive at all times to work in the interest of the general public which it serves;

Further, recognizing the convenience and the necessity of the Building and Code Enforcement Official to each community which he or she serves, and being interested in the promotion of the general welfare and perpetuation of the profession as it may benefit the public;

Believing that each member of the Association has a needed function, and the cooperation of each member is needed to accomplish the goal of maximum service to the public and private sectors of our economy;

Also, recognizing the mutual advantage to be derived through the Association: the exchange of ideas in matters concerning programs, updating material on building codes, and other things which would also be of great benefit to the public and to municipalities we serve;

To this end and for all lawful and proper mutual benefits, we agree to the following: The objectives and purposes of this Association shall be:

1. Advancement and Improvement: To advance and improve the standards of code enforcement practices in the State of New Jersey by educational seminars and other means of disseminating information.
2. Exchange of Ideas: To disseminate information and experience relative to the improvement, methods, theories and regulations pertaining to building construction, zoning and code enforcement.
3. Legislation: To advocate and sponsor insofar as possible the passage of more efficient code enforcement and zoning legislation throughout the State.
4. Professional Standards: To elevate the Code Enforcement official to be recognized as a professional to be qualified and certified by virtue of recognized education and/or experience, to work towards job security and tenure, thereby taking our professions out of the political arena.
5. Public Relations: To make known to the public the true nature and importance of the services performed by the Building Code Enforcement Officials and to encourage and promote good public relations and good government in municipalities.
6. Ethical Standards: To discourage any influence or party politics in the selection and retention of building officials or in the efficient and professional administration of the office.
7. Cooperation: To further the spirit of cooperation among the members and the various municipalities.
8. Affiliation: to affiliate with any organization or groups as deemed desirable by the Board of Directors in furtherance of the objectives and purposes of the Association.

9. The Association is not organized for profit and no part of the income shall inure to the benefit of any member or officer except as reimbursement for necessary expenses actually incurred for the Association.

ARTICLE I

OFFICES

The principal office of the Association shall be located in the Millburn Construction Office, 375 Millburn Avenue, Millburn, NJ 07041. Phone 973-564-7055 and the State of New Jersey.

The Association may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be as set forth below:

Section 1: Membership Status

(a) Active Regular Membership: Any person directly employed by any governmental agency, engaged in the administration, formulation, or enforcement of the NJ Uniform Construction Code, and a member of a regional chapter, and who is not currently employed by a third party on site inspection and plan review agency, shall be eligible for active regular membership.

(b) Subscribing Membership: Any person, firm or corporation interested in the maintenance, promotion and improvement of the standards of construction, housing, city planning, zoning, representatives of manufacturers, architects, engineers, general contractors, financial institutions, insurance companies, and all others engaged in the building industry shall be eligible for subscribing membership. Subscribing members shall have the rights and privileges of active regular members, including the right of voice or expression, but not the right to vote or hold office.

(c) Associate Membership: Any person who was formerly an active member of B.O.A.N.J. and not now engaged in code enforcement, or any person in a related field, or any person currently employed by a third party agency is eligible for associate membership. They share all the rights and privileges of active members including the right of voice or expression but not the right to vote nor the right to hold office.

(d) Honorary Membership: Honorary Membership shall be conferred after presentation to the membership of the Association by the Board of Directors and approved by a 2/3 majority of the vote of the active members present at any regular meeting of the Association. Such honorary members have the right of voice or expression but not the right to vote. They shall be exempt from the payment of any annual dues and the membership shall be for a period of one year.

(e) Life Membership: Life membership shall be restricted to individuals who have held a position of Enforcement Officer of Municipal Building Departments, or State Agencies enforcing State Building Regulations for a period of at least ten (10) years, and who shall have been an active member of the B.O.A.N.J., Inc. for at least ten (10) years at the time of retirement or release and has shown substantial benefit to B.O.A.N.J. in the

opinion of the Board of Directors. To be eligible for life membership the individual must be retired from all paid state, county and local code enforcement positions. Life membership shall be conferred after presentation to the Board of Directors of the Association and approved by a vote of 2/3 of the active members present at any regular or special meeting of the Board of Directors. Such life members shall retain the rights and privileges of their previous class of membership, including the right to vote, and shall be exempt from the payment of any annual dues. Except for the Legal Fund a life member may not hold office, but may be appointed, by the President, to serve on committees.

(f) Retired Membership: Any active member who retires from their respective government position in good standing may apply to the association to become a retired member. Retired members retain all the privileges of active membership with the exception of holding office, but may serve on committees.

Section 2: New Members

(a) All applications for membership and current year's dues must be filed with the Association and referred to the Membership Committee for recommendation. The Committee recommendation shall be printed in CODE Magazine, Electronic Mail, or other suitable method

(b) The applicant will be admitted to membership only after the application has been favorably passed upon by the Board of Directors and published in the CODE Magazine, Electronic Mail, or other suitable method. Any objection to approval of the proposed member must be submitted in writing to the President prior to the first Board of Directors meeting following publication of the application.

Section 3: Dues and Assessments and Termination of Membership

(a) There shall be no initiation fee. The annual membership fee for active, associate and subscribing members shall be proposed by the Board of Directors and approved by the membership at least two months prior to the end of the fiscal year.

(b) Membership in the Association shall be terminated for non-payment of dues or for any other good and sufficient reason upon a majority vote of the Board of Directors: A member shall be considered delinquent five months after the beginning of the fiscal year and shall be subject to the suspension of all rights and privileges of membership. At that time the member may be notified that he is no longer a member in good standing of the Association. A member having made no payments within six (6) months of the beginning of the fiscal year shall be subject to suspension from the Association.

(c) Any member may resign or withdraw from the Association by giving written notice thereof to the Association at its principal office, such resignation or withdrawal to be effective immediately provided, however, that such resignation or withdrawal shall not be deemed to waive liability for the payment of any dues or other amounts owing to this Association at the effective date of such resignation or withdrawal.

(d) Membership is not transferable. All rights and privileges of any individual serving as an Officer, Director, or other position with the Association shall be forfeited upon termination of his or her membership.

Section 4:

(a) Each active member in good standing shall be present to cast only one vote for the purpose of voting for officers, Directors, or any

matter before the Association at the annual meeting, a regular meeting or a special meeting of this Association.

Section 5:

- (a) Any member in good standing when called into the armed forces of the United State of America shall have all dues and assessments suspended until such time that he or she has been discharged from active duty and has returned to his or her former employment.

ARTICLE III

MEETINGS OF THE MEMBERS OF THE ASSOCIATION

Section 1: The Annual Meeting of the members of the Association will be held in November, in conjunction with the New Jersey League of Municipalities Convention at a place and on a date to be set by the League to hold this convention.

Section 2: Regular meeting of members will be held on the fourth Wednesday of each month with the exception of Eastern States Building Officials Federation annual school, New Jersey Building Safety Week Conference, July and August, November (Annual Meeting) and December (Christmas).

Section 3: Special Meeting of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

Section 4: Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Association may from

time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Association.

Section 5: Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

Section 6: Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of Officers and members of the Executive Board and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally, electronic mail, or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Association, or at such other address which the member may have furnished in writing to the Secretary of the Association. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office or electronic mail. Any meeting of members may be adjourned

from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the By-Law of the Association adopted by the Board of Directors, together with a concise statement of the changes made.

Section 7: At every meeting of members, there shall be presented a list of record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Association, which request shall be made at least 10 days prior to such meeting shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

Section 8: At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Association and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 9:

(a) Meetings of the members shall be presided over by the following officers, in order of seniority, President, First Vice-President, Second Vice-President or, if none of the foregoing is in the office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Association shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the President or Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meeting of members shall be as follows:

Roll call.

Reading of the minutes of the preceding meeting:

Report of standing committees:

Officer's reports:

Old business:

New business:

Section 10: Every member must represent themselves in person in all matters before this Association. except as otherwise provided by law.

Section 11: The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum. The inspectors shall

receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the rights to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all member. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

Section 12: Except as provided by law, forty (40) members shall constitute a quorum at any meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum.

Section 13: The Board of Directors of the Association shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the

day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

Section 14: The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Association. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Association or a facsimile thereof.

ARTICLE IV

OFFICERS

Section 1: The Officers of the Association shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer who, initially, shall be elected by the Board of Directors at the first meeting of the Board to serve until their successors are duly elected. Thereafter, the Officers shall be elected for one year by the membership at the annual meeting of the members of the Association, and who shall hold office until their successors are elected and qualify.

Section 2: The President, with the consent of the Board of Directors, may appoint such other officers and agents as he shall deem necessary or expedient, who shall hold their office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3: Nomination and Election of Officers.

(a) Election of Officers: The election of Officers shall be held at the annual meeting. Only active members in good standing may vote.

(b) Nominating committee: Not less than three (3) months before the annual meeting, the President shall appoint a Committee consisting of five (5) active members, to be known as the Nominating Committee. The duties of this committee shall be:

1. To screen the roster of active members in good standing, select those most deserving and qualified for each office to be filled and to obtain the consent of those nominated.
 - a. To be nominated as an officer in the association a member must have served at least 24 months as a member of the Board of Directors and must hold municipal employment as a Building Subcode Official, Building Inspector, or a Construction Official who is licensed as a Building Subcode Official or Building Inspector.
2. To notify the general membership through CODE Magazine, Electronic Mail, or other suitable method, of their recommendations not less than two (2) months prior to the annual meeting.
3. Not less than two (2) months prior to the annual meeting, notify the general membership through CODE Magazine, Electronic Mail, or other suitable method that nominations for all offices may be made by any two or more active members, either by written notice to the Nominating Committee or from the floor, not later than the regular October meeting of the Association.

4. To notify the general membership through CODE Magazine, Electronic Mail, or other suitable method, of all persons nominated for all offices to be filled prior to the annual meeting.
5. To prepare a ballot, containing the names of all candidates nominated for each office, for the purpose of voting at the annual meeting.
6. On the day of the annual meeting the President shall appoint a committee to be known as the Committee on Elections. The duty of said Committee on Elections is to supervise all necessary activities to facilitate an orderly election and to assure that only active members in good standing are permitted to vote and to determine the validity of each ballot cast, and to determine the winning person for each office.
7. A majority of all votes cast by the active members present at the annual meeting shall be necessary to determine the person elected to each office. In the event no candidate for an office receives a majority of all votes cast, the person receiving the least votes will be dropped from the ballot and a run-off election held. If necessary, the above procedure shall be repeated until one candidate receives a majority of all votes cast.
8. In the event that an officer terminates his employment or leaves for any valid reason, he may continue in his elected capacity until the end of his term of office. If he wishes not to continue, the President will appoint an eligible substitute until the next November election takes place.

ARTICLE V

OFFICERS DUTIES

Section 1: Presidential Duties: The President shall preside at all meetings of the Association and all Board Meetings. The President shall perform the usual duties of his office and those imposed upon him by the Association and by-laws. The President shall be the Chief Executive Officer of the Association, shall have the responsibility for the general management of the affairs of the Association and shall carry out the resolutions of the Board of Directors. The President of the Association shall oversee the overall activities of the Association and its committees.

Section 2: First Vice-President Duties: It shall be the duty of the First Vice-President to act in the capacity of the President in his absence or incapacity and to be responsible for such committee activities as the President may direct. The first Vice-President shall also serve as Chairman of the Program Committee.

Section 3: Second Vice-President Duties: It shall be the duty of the Second Vice-President to act in the capacity of the First Vice-President in his absence or incapacity and to be responsible for such committee activities as the President may direct. The Second Vice-President shall also serve as Chairman of the Property Committee.

Section 4: Secretary Duties: The Secretary shall receive and process all official communications addressed to the Association. The Secretary shall keep the records of the membership, attendance at meetings, minutes of the regular meetings, minutes of Board of Directors meetings, and special meetings. The Secretary will prepare and affix his signature to all official correspondence. He shall have custody of the seal of the Association, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Association which shall have been

authorized by the Board of Directors and shall have charge of all books and records of the Association. The Secretary, with the concurrence of the Board of Directors, may appoint such assistance as is necessary.

Section 5: Treasurer Duties: The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Association in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Association when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President. The Treasurer shall also perform all other duties usually incumbent upon such office, including the signing of checks when necessary. The Treasurer shall accept and approve financial reports. The Treasurer shall also coordinate the annual audit of the Association's financial statement, reporting same to the Board of Directors upon completion for their approval. The Treasurer may be bonded by the Association in such amount as shall be determined by the Board of Directors.

Section 6: Ex-Officio Member: As a Past president of this Association other than the immediate past President, he shall remain an Ex-officio Member as long as he retains an active status in accordance with Article VI, Section 5.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: The management of the affairs, property, legal fund, and interests of the Association shall be vested in the Board of Directors. The first Board of Directors

shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Meeting of the Board of Directors. Upon the termination of the first meeting of the Board, the Board of Directors shall thereafter consist of the following: the Immediate Past President, Ex-Officio Members, the following duly elected officers: (A) President, (B) First Vice-President, (C) Second Vice-President, (D) Secretary, (E) Treasurer, (F) six (6) members elected from the State at large, (G) a member of each Regional Chapter, (H) ICC Regional Representative or Alternate, and (I) 3 members of the Legal Fund. Upon adoption of these By-laws all present members of the Board of Directors shall fill out their terms for which they were duly elected. Officers and the Immediate Past President shall serve on the Board of Directors as long as they retain their duly elected officer status. Members at large shall serve for a three-year period, with two (2) members being elected annually. ICC regional Representative and Alternate elected annually. Members of the legal fund shall serve for a three year period with one (1) member being elected annually. Members of regional chapters shall serve at the discretion of the individual regional chapters, consistent with Article VII, Section 8. All members shall be eligible for re-election. ICC Regional Representative and Alternate are non-voting Members

Section 2: A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the

Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Association shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 3: Special meetings of the Board of Directors may be called at any time by the President or by any five Board members, to be held at the principal office of the Association or such other place as may, from time to time be designated. Notice of all special meetings of the Board shall be given to each Board member within ten days. Service of the same by electronic mail, postal letter, or personally delivered by any Board member.

Section 4: A majority of the entire Board shall have the full power to fill any vacancies among the officers or Board Members of the Association until the next regular election. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 5: Any member of the Board who misses more than three (3) meetings during the period of one (1) calendar year shall be subject to removal from the Board of Directors. If any acceptable reason is given for the absence, the Board of Directors, by a majority vote, may waive the above.

Section 6: Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Association. The Board of Directors may remove any director thereof for cause only.

Section 7: A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not necessary to make it effective.

Section 8:

(a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or her.

Section: 9

- (a) The ICC Regional Representative or the alternate ICC Representative shall attend all ICC regional meetings, to represent the State of New Jersey, BOANJ and the Regional Chapters as directed by the BOANJ Board of Directors. The Representative shall report to the BOANJ Board of Directors, with the minutes of the Regional meetings as directed.

Section 10: Legal Fund Directors

- (a) The directors of the legal fund committee, comprised of three (3) elected members, will be responsible for administering the legal fund as per the Legal Fund guide lines established by the BOANJ Board of Directors.(Listed in Appendix A)

ARTICLE VII

REGIONAL CHAPTERS

A regional chapter of the Building Officials Association of New Jersey shall consist of persons eligible for membership under the by-laws, rules and regulations of the Regional chapter. To be eligible for Official Regional Chapter Membership in the B.O.A.N.J. a Regional Organization shall make an application on a form obtained from the B.O.A.N.J. which shall conform to the following:

Section 1: The Regional Organization shall have and maintain a minimum of 15 members, in good standing.

Section 2: The organization shall hold a minimum of four (4) official meetings per calendar year.

Section 3: There shall be only one (1) Regional Chapter representing any county or specific area, with the exception of a Special Regional Chapter that may be formed with the specific consent of the Board of Directors of the Association for a special or unusual circumstance, i.e. a special or unusual circumstance covering contiguous municipalities that are included by State Statute in a district, agency or similar jurisdiction.

Section 4: Regional chapters shall set their own membership requirements, rules, regulations and by-laws. The Association shall not interfere, nor attempt to interfere, or exert any influence on any Regional Chapter, except that any regional Chapter Representative as here in referred to shall serve for a minimum term of two (2) years as representative to the Board of Directors.

Section 5: A Regional Chapter of the Association shall designate one of its members to the Board of Directors of the Association to serve as its representative.

Section 6: The Regional Chapter shall select its representative to the executive committee in accordance with Regional chapter procedures. The term of regional Chapter representative shall commence at such time as the Regional chapter shall select its representative. However, each regional chapter should insure that a degree of continuity is maintained in such selection. To that end all Regional chapters should

attempt to make selections to coincide with the installation of officers of this Association and end two (2) years thereafter at the installation of officers of this Association.

Section 7: The individual selected by a Regional chapter to be its representative to the Board of Directors of the Association shall be a voting member in good standing of the Association.

Section 8: When a Regional Chapter wishes to propose, support or oppose legislation or a code change on a State or national level, the Regional Chapter shall, in writing, make its recommendations known to the standing Regional Chapter committee, with the advice of the Legislative or Code Change Committee shall report their findings and recommendations to the Board of Directors of the Association.

Section 9: When a Regional Chapter wishes to nominate a candidate for any office in the State, Eastern State Building Officials Federation, ICC and similar state or higher-level groups, they shall, in writing, make their wishes known to the standing Regional Chapter Committee. After reviewing the recommendations of the regional chapter, the standing Regional Chapter committee, with the advice of the Nominating committee, shall report their findings and recommendations to the Board of Directors. A Regional Chapter shall retain the right to directly nominate a candidate for office at any appropriate general meeting of the Association.

Section 10: The decisions of the Board of Directors shall be binding upon the Regional Chapters with respect to matters not reserved to Regional Chapters under Section 4 of this Article VII.

Section 11: If a proposal by a Regional Chapter is rejected by the Board of Directors, the proponent Regional Chapter may request a full presentation before the

general membership, including all interested Regional Chapters, at either a regular or special meeting of the Association the resulting vote of that meeting shall then be final and binding upon the Regional Chapter. Each Regional Chapter shall notify the Board of Directors of such selection not later than the October Board meeting, listing the name, address, telephone number and employing municipality of the representative. All notices to this Association as herein referred must be upon the official stationery of the Regional Chapter and signed by an officer of said Regional Chapter in his or her official capacity.

ARTICLE VIII

STANDING COMMITTEES

Section 1: Legislative: Each year the President shall appoint a Legislative committee to review and report on State, county and local legislation that may be of interest to or affect this Association as a whole or the individual members. They shall recommend to the Board of Directors and general membership courses of action to be taken to either oppose legislation or to support legislation depending upon its effect upon the Association or individual members.

Section 2: Educational: Each year the President shall appoint an Educational committee to investigate, promote, and report on programs designed to further the skills, knowledge and professionalism of our members.

Section 3: Membership: Each year the President shall appoint a Membership Committee to seek out prospective members and to inform them of the functions, purposes, objectives and benefits of membership in our Association. The Membership

committee shall act as a screening committee to process applications and to recommend to the Board of Directors approval or disapproval.

Section 4: Welfare: Each year the President shall appoint a Welfare Committee whose duty it shall be to keep the membership advised of any members of the Association who are ill or who have passed away. The welfare committee shall convey the Association's condolences as deemed fitting.

Section 5: Program: under the Chairmanship of the First Vice-President, the Program committee shall arrange all details connected with the annual, monthly and special meetings as to time, place and program.

Section 6: Property: Under the Chairmanship of the Second Vice-President, the Property Committee shall supply and maintain all property of the Association.

Section 7: By-laws: Each year the President shall appoint a by-law Committee whose duty it shall be to study and evaluate the needs of the Association, and to recommend to the Board of Directors changes to the by-laws deemed necessary to further those needs.

Section 8: Historical Committee: The Historical Committee shall consist of the President and the three Immediate Past Presidents. It shall be the duty of this committee to keep records and events of the Association since its inception to the present time in chronological order.

Section 9: Grievance and Legal Fund Committee: Whose duty it shall be to hear grievances of members of the Association and to recommend to the Board of Directors, the action it deems proper and fitting.

Section 10: Audit Committee: The Board of Directors shall appoint a standing Audit Committee whose duty it shall be to hire an outside professional auditor each year and/or whenever the Treasurer is replaced, to audit the books of the Association.

Section 11: Regional Chapter Committee: The Regional Chapter Committee shall consist of Regional Chapter members of the Board of Directors. This committee shall select one of their members to serve as Chairman.

(a) Duties of the Regional Chapter Committee:

1. This committee shall, as one of their first duties, prepare and have printed an application form to be made available to all Regional Associations who wish to become official Regional Associations who wish to become official Regional Chapters of the Association.
2. They shall review all applications for official Regional Chapter status membership and submit their findings and recommendations to the Board of Directors. They shall have the right to recommend variations to the by-laws of Regional Chapters, where they deem them proper and practical.
3. They shall receive and investigate any and all complaints, problems, and recommendations received from or pertaining to Regional Chapters and submit their findings and recommendations to the Board of Directors.
4. Meetings of this committee shall be called by the Chairman or any three (3) members when there are matters to come before them or when deemed necessary.
5. Regional Chapters may be represented by alternate representatives with voting power, in the absence of the regular designated members.

Section 12: Special committees: Each year the President shall appoint such other committees as he or she deems necessary to achieve the purposes, aims or objectives of the association.

Section 13: All committee chairmen shall from time to time or when requested by the President, submit reports of their committee, either verbally or in writing.

Section 14: Awards Committee: Each year the President shall appoint an awards committee to collect nominations for the Inspector of the Year, Person of the Year, and such other awards the board may deem appropriate. Nominations for Awards shall be made in writing by any member in good standing to the awards committee by the dead line date established by the committee and published in CODE or other suitable method. Consideration for an award shall be based on but not limited to the following criteria.

1. What has the candidate done in the service of BOANJ
2. What has the candidate done for code enforcement?
3. What has the candidate done for the community in general?
4. The committee shall collect the written nominations and present them to the Board of Directors at least two meetings prior to the presentation date. The Board shall deliberate on said nominations and vote for the recipient by secret ballot.

Section 15: ICC Pact Committee:

The Association shall have a committee to screen and approve/sponsor eligible members to run for ICC elective office. The President shall appoint a Chairman to this committee for a term not to exceed four (4) years, in any one appointment. The Chairman

shall appoint his committee members and be responsible for all fund raising. All ICC candidate support letters shall be approved by this committee prior to issuance. The Chairman and any member may be removed, for just cause, by a two thirds majority of the executive board members present.

Section 16: Ethics Committee: This committee shall be chaired by the President and shall have as its members the Past Presidents of the Association.

1. All new members, nominees, and appointments shall be submitted to this committee for review and recommendation of such position or membership. The committee will report to the membership chairman any findings for membership and will report to the President any findings for nominations or appointments.
2. All final determinations will be made by the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall run from December 1st thru November 30th. All books and records of the Association shall be maintained concurrently with the fiscal year.

ARTICLE X

AMENDMENTS

Any member or group of members of the Association may, from time to time, recommend altering, amending, creating, or repealing, any part of these By-laws by proposing it to the By-laws Committee. The By-laws Committee shall then consider said alteration, amendment, addition or deletion and make a recommendation to the Board of

Directors. Upon approval of the Board of Directors said change shall be presented to the general membership at a regular or special meeting for their vote. Publication of the proposed change must be made, 30 days prior to voting, in CODE Magazine, Electronic Mail or other suitable method.

ARTICLE XI

DISSOLUTION OF ASSOCIATION

If for any reason the Association shall be required to dissolve, all properties, monies and all other items of value shall be distributed as required by law in accordance with the rules of a Not-For-Profit Corporation.

ARTICLE XII

EXPENDITURES AND REPRESENTATION

Section 1: The Board of Directors shall prepare an annual budget for the Association to be submitted to the membership for their approval on or before the February meeting.

Section 2: No officer of the Association shall have the power to expend any money on behalf of the Association except in accordance with the approved budget for the year, unless first authorized by the Board of Directors.

Section 3: No committee or individual member thereof, or member shall represent the Association in advocacy of or in opposition to any movement, project, legislation or other matter without first having discussed the matter with the Board of Directors. The Board of Directors shall consider and review this matter to determine if it is consistent with objectives and purposes, the professionalism, the good and welfare of the Association and its members. The Board of Directors shall then give approval or

denial of the matter to the committee or individual thereof or member having proposed the same. Should the committee or individual thereof act in a manner contrary to the decision of the Board, the Board shall be guided by these by-laws of this Association. In an emergency situation, the President shall poll the officers and upon their approval represent the Association.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

ARTICLE XIV

LEGAL FUND

Section 1: Participation in the Legal Fund will be for Active Members in good standing, upon completion of one full year of membership in BOANJ.

Section 2: The Legal Fund will be administered as per the guide lines established by the BOANJ Board of Directors. (Listed in Appendix A)

ARTICLE XV

MISCELLANEOUS

Section 1: The Association shall keep at the principal office of the Association, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

Section 2: The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe. The President or his designee shall be custodian of the seal and shall affix the same to documents when required.

Section 3:

(a) All By-laws of the Association shall be subject to alternation or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote at a special meeting of the members called for such purpose.

(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, By-laws of the Association, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.

Approved: 06/2008

Appendix A

LEGAL FUND – GUIDELINES

1. Only members of the Building Officials Association of New Jersey, Inc. in good standing are eligible for legal fund assistance. Applicant must be a code enforcement official holding a current license under the New Jersey Uniform Construction Code.
2. This Fund shall operate on a fiscal-year basis, as per BOANJ General Fund.
3. There shall be a one year waiting period from the time of initial membership in BOANJ.
4. The purpose of the LEGAL FUND is to assist a member in defraying some of the legal expenses incurred in the defense of his/her official position. It is not intended to pay all legal cost.
5. The maximum amount of money to be allocated for any case shall be \$1,000.00. The LEGAL FUND ADVISORY COMMITTEE shall have the power to exceed this amount by a unanimous vote of said committee. No payments will be made until the case is completed.
6. If the allocated amount in any given year exceeds the amount available in the FUND, the LEGAL FUND ADVISORY COMMITTEE shall so advise the Executive Committee of Building Officials Association of New Jersey, Inc., and the deficit shall be underwritten by funds from the Association general Treasury as a loan to the LEGAL FUND, re-payable by the end of the FUND'S next fiscal year.
7. A member must contact his/her Regional Chapter Representative, or the President of Building Officials Association of New Jersey, Inc., to seek aid.
8. A member shall have the privilege of selecting his/her own attorney, providing said attorney meets with the approval of the LEGAL FUND ADVISORY COMMITTEE, which shall take into account the attorney's familiarity with municipal and state law, and the Uniform Construction Code.
9. At the conclusion of a case, a full report and briefs of any legal proceedings shall be turned over to the LEGAL FUND ADVISORY COMMITTEE.
10. The LEGAL FUND ADVISORY COMMITTEE shall meet as needed. In any case, there shall be an annual meeting of the LEGAL FUND ADVISORY COMMITTEE held in Atlantic City during League of Municipalities Conference Week.
11. The LEGAL FUND ADVISORY COMMITTEE shall consist of three (3) members of Building Officials Association of New Jersey, Inc., who have been members in good standing of the

Association for a minimum of three (3) years. The term of office for each member shall be for a three-year period, with one member of said COMMITTEE being elected each year, at the annual meeting in November.

12. Any vacancy in the LEGAL FUND ADVISORY COMMITTEE that occurs during the FUND'S fiscal year shall be filled by appointment by the president until the next annual meeting, when election shall be held for the unexpired term.
13. Any member of the Building Officials Association of New Jersey, Inc. who has been a member in good standing for a minimum of three (3) years may run for election to the LEGAL FUND ADVISORY COMMITTEE by making written application to the Secretary of the Building Officials Association of New Jersey, Inc. prior to September 1st of said year. Any names submitted shall be turned over to the Nominating Committee and included on the ballot according to the election rules contained in the By-Laws of the Building Association of New Jersey, Inc.
14. The LEGAL FUND ADVISORY COMMITTEE shall elect its own Chairman. The other two members shall become Secretary and Treasurer, to maintain the Committee records and correspondence.
15. Funds administered by the LEGAL FUND ADVISORY COMMITTEE shall be deposited in a separate bank account. The records of the Treasurer shall be audited annually by an accountant appointed by the Executive Committee of Building Official Association of New Jersey, Inc. The depository bank account shall be named as Trustee of the LEGAL FUND. Any administrative cost so incurred shall be disbursed from the LEGAL FUND.
16. In the event that a favorable judgment is made for the recipient or monies are awarded, it will be the fund recipient's obligation to reimburse the legal fund for all monies given by the fund. If a judgment or money is awarded the recipient that represents a portion of monetary restitution, the recipient is obligated to reimburse the legal fund that percentage awarded. In the event no monetary award or restitution is made, the recipient will not be obligated to reimburse the legal fund.
17. Appeal of a determination of denial by the legal fund review committee must be made in writing to the President of BOANJ within (10) ten business days of the determination date. The Executive Board of BOANJ will review all appeals. The Executive Board will make a final determination of all appeals.

Approved: 06/2008