



**BUILDING OFFICIALS
ASSOCIATION OF
FLORIDA INC.**

**AMENDED & RESTATED
CONSTITUTION & BYLAWS**

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Building Officials Association of Florida Inc.

CONSTITUTION AND BYLAWS

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Building Officials Association of Florida Inc.

CONSTITUTION AND BYLAWS

ARTICLE I - NAME

SECTION 1. The name of this organization shall be the Building Officials Association of Florida Inc. hereinafter referred to as the “Association”.

ARTICLE II - PURPOSE AND OBJECTIVES

The objectives and purposes of the Association shall be:

SECTION 1. To promote the maximum safety to life, health, and property, at minimum building cost, through education and training of building officials, plans examiners, and inspectors throughout Florida.

SECTION 2. To create a better public understanding and appreciation of the proper administration and enforcement of building, housing, and zoning regulations and their importance to the safety, welfare, and prosperity of all Floridians.

SECTION 3. To improve the professional image of building officials by promoting standards of effectiveness and ethics in the administration, and enforcement of building, housing, and zoning laws through communication, education, and training.

SECTION 4. To assemble with other government officials and industry representatives concerned with building, housing, and zoning laws at an annual conference to enable the exchange of ideas and discuss issues of mutual interest.

SECTION 5. To develop, in cooperation with the continuing education systems of state universities and colleges, courses of instruction and certification of building code enforcement personnel.

SECTION 6. To provide professional assistance and technical guidance to legislative and other governmental bodies in the promulgation and administration of building codes and related regulations.

SECTION 7. Notwithstanding any other provision herein to the contrary, the Association shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code; nor shall the Association engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE III - MEMBERSHIP

SECTION 1. There shall be no personal, individual, or other liability whatsoever on the part of any member of the Association, either for debts of the Association or for the act of omission of the Association or of any officer, or agent, or employee thereof.

SECTION 2. There shall be the following membership categories:

- a. **Active:** Any Code Official who holds an active license in accordance with F. S. 468 Part XII, 633, or an ICC Certified Permit Technician involved in the enforcement of the Florida Building Code and the Epcot Code shall be eligible to become an active member upon payment of membership dues.
- b. **Commercial Membership:** Any employee of a research organization, architect, engineer, an private provider, certified or registered general, building, or residential contractor, and their related associations, manufacturers, or dealers in building materials or equipment, or other individuals, partnerships or commercial entities may become a non-voting member upon payment of the membership dues.
- c. **Honorary:** Any individual who has rendered outstanding service to the Association, and who is recommended by the Board of Directors, and confirmed by a majority of the voting members present at the annual meeting. Honorary status will be awarded to anyone who has completed their term as President of the state association.
 - i. Honorary members shall be relieved of payment of annual dues and annual conference registration fees.
- d. **Retired:** Any former member who is retired.
- e. **Student:** An individual enrolled in a high school, junior college, college, university, or trade school studying in the design, construction or related fields of the construction industry (e.g. design professionals, contractors, inspectors, manufacturers and other construction related occupations).
- f. **Support Personnel:** An individual who is involved in the acceptance, processing, and issuance of permits for enforcement of the Florida Building Code. This includes anyone that does not qualify as an active member who works directly for or by contract in support of a building department. This individual may become a non-voting member upon payment of the membership dues as set by the organization.

ARTICLE IV - VOTING RIGHTS

SECTION 1. Each Active Member shall have one (1) vote at all membership meetings at which they attend. Retired active members upon payment of annual dues, shall retain voting rights and privileges.

SECTION 2. Each Honorary Member shall have one (1) vote at all membership meetings for which they are in attendance. Honorary members shall retain the voting rights and privileges of an Active member.

SECTION 3. -Commercial, Student, and Support Personnel Members are not granted voting privileges.

ARTICLE V - OFFICERS

SECTION 1. The officers of the Association shall consist of a President, Vice President, Treasurer, and Secretary, and shall be active members, A minimum of three (3) of the officers shall be employees of a governmental entity entitled to receive worker compensation and unemployment compensation benefits under chapter 440 and 443 F. S. A maximum of one (1) officer may be a contracted employee of a government entity charged with regulatory responsibilities of enforcing the Florida Building Code or a retired active member that has not been retired more than 4 years when they first run for office. All officers of the Association and shall be elected by a simple majority vote of the active members present at the annual meeting. No officer shall serve more than one (1) term in each elected position, within 5 years of their last term of service as an officer of the Association.

a. All elected terms of office shall be for one (1) term. A term is defined as from the time the officer is sworn into office until the successor is sworn in.

SECTION 2. The duties of the President shall include the following:

- a. Preside over all meetings of the Association.
- b. Ex-officio member of all committees and the Board of Directors.
- c. Serve as Chairperson of the Executive Committee.
- d. Determine the time and place of all meetings of the Board of Directors and the Executive Committee.
- e. Call special meetings of the membership at the direction of the Board of Directors or at the written request, of not less than one-third of the active members.
- f. Appoint the following:
 - i. As many as two (2) active members as technical assistants to the Executive Committee. (These advisors are not voting members of the Board of Directors or the Executive Board.)
 - ii. Chairpersons to all of the Standing Committees; including successors to Chairpersons of any committee who are unable to complete their term of office.
 - iii. Members to represent the Association at events relative to the Association's business.
 - iv. May assign sub-committees as necessary.
- g. May sign checks on behalf of the Association.

SECTION 3. The duties of the Vice President shall include the following:

- a. Those duties assigned to the President when serving in his/her stead.
- b. Serve as Chairperson for the Conference Committee.
- c. May sign checks on behalf of the Association.

SECTION 4. The duties of the Treasurer shall include the following:

- a. Those duties assigned to the Vice President when serving in his/her stead.
- b. Act as overseer and reporter of all funds and transactions of the Association.
- c. Serve as member of the Conference Committee.
- d. May sign checks on behalf of the Association.

SECTION 5. The duties of the Secretary shall include the following:

- a. Those duties assigned to the Treasurer when serving in his/her stead.
- b. Record and distribute minutes of all official meetings of the Association.
(Committees shall be responsible for minutes of individual meetings and reports).
- c. Serve as member of the Conference Committee.
- d. May sign checks on behalf of the Association.

SECTION 6. Succession: In the case of the death, disability, resignation, or removal of the President, the Vice President shall become the President, the current Treasurer shall become Vice President, and the current Secretary shall become Treasurer. The President shall appoint a successor to serve as Secretary until the next annual meeting. In the event that two serving executive officers retire or become a contracted employee of a government entity charged with regulatory responsibilities of enforcing the Florida Building Code, the executive officer in the higher position may run for the next office thru the exception in Article V Section 1.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. The property, business and policies of the Association shall be managed by and under the authority of the Board of Directors.

SECTION 2. Membership: The membership of the Board of Directors shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President and one (1) director from each Association Approved Chapter.

- a. The membership of the Board of the Directors shall be active members of the Association.

SECTION 3. The term of office for the Board of Directors shall be:

- a. The term of the President, Vice President, Treasurer, and Secretary, shall be as set forth in Article V, Section 1.
- b. The term of the Immediate Past President shall be the same as the term of the newly elected President.
- c. The term of Chapter Directors shall be three (3) years.

SECTION 4. All Chapter Directors shall be elected by the membership of their respective Chapter prior to the annual meeting. The Director or designee shall represent the Chapter membership at all Board of Directors' meetings.

- a. The Chapter Director shall notify the Executive Director or the President of the name of the designee and it shall be noted in the minutes of the Board of Directors' meeting.

ARTICLE VII - ICC REGIONAL CHAPTER DIRECTOR

SECTION 1. The membership shall elect three (3) Directors from the Association to provide representation to the Regional Chapter of the International Code Council.

SECTION 2. The Directors shall be active members in good standing.

SECTION 3. The terms of the Directors shall be three years with one such director being elected each annual conference.

SECTION 4. If the office of Regional Director becomes vacant for any reason, the President shall appoint a successor for the unexpired term until his or her successor is elected at the next annual conference, subject to the ratification of the Board of Directors.

ARTICLE VIII - ADMINISTRATION

SECTION 1. There may be an Executive Director selected by the Board of Directors who shall serve at the pleasure of the Board, and whose salary shall be established by the Board. The Board may, at its discretion, enter into a contract for periods not to exceed two (2) years with the Executive Director. The Executive Director shall be dismissed only for proven cause and upon a majority vote of the Board of Directors at a properly scheduled and noticed meeting.

SECTION 2. The Executive Director shall have duties as outlined in the personnel manual of the Association and in the various BOAF Board Policies.

SECTION 3. The Executive Director shall be an ex-officio, non-voting member of all committees and shall be present at all meetings of the Board and, from time to time, may be directed by the Board to attend certain meetings on behalf of the Association and make written reports to the Board of such meetings.

ARTICLE IX - STANDING COMMITTEES

SECTION 1. There shall be a committee known as “Executive Committee”.

a. Duties: The Executive Committee shall guide the Association in the purpose and objectives of the Association. The Executive Committee shall act on behalf of the Board of Directors during the interval between meetings of the Board of Directors. The Executive Committee does not have the power to take action inconsistent with any decision, resolution, or action of the Board of Directors.

The Committee shall consist of at least five (5) members of the Association, which shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President. The President may appoint two (2) members as “technical advisors” to the Executive Committee. The “technical advisors” will serve as non-voting members of the committee. The President shall be the Chairperson of the committee. All terms of appointment shall be for one (1) year.

- b. The Executive Committee shall report to the Board of Directors.

SECTION 2. There shall be a committee known as “Awards Committee”.

- a. Duties: The Committee shall utilize the requirements from BOAF Board Policy BP 08.
- b. The Committee shall consist of at least five (5) members of the Association. A past President, a past recipient of each of the awards (if available) and additional members as appointed by the President. All terms of appointment shall be for one (1) year.
- ~~e. There shall be an award known as the “Half Vast Award”.
 - i. The membership shall select one or more persons in the Association and publicly recognize such person or persons for persistent and fastidious service to the Association.
 - ii. The Half Vast Award recipient shall be determined by ballot of the membership.
 - iii. The ballots shall be counted at the direction of the President.
 - iv. Presentation of the Half Vast Award shall be made at the annual meeting of the Association.~~

SECTION 3. There shall be a committee known as the “Nominating Committee”.

- a. Duties: To submit by the next annual meeting, a slate of nominations for President, Vice President, Treasurer and, Secretary, through solicitation of candidates and review of nominations. The Nominating Committee shall also be responsible for developing candidates for Board of Directors endorsement to fill upcoming seats on state boards, commissions, and committees, as well as ICC Officers, Directors, and committee seats.
- b. The Nominating Committee shall be comprised of five (5) members appointed by the President, one each from five geographic distinct areas of the state (Panhandle, North East Coast, South East Coast, West Coast, and Central Interior). All terms of appointment shall be for one (1) year.
- c. The Nominating Committee shall report to the Board of Directors.

SECTION 4. There shall be a committee known as the “Mutual Aid Committee”.

- a. Duties: To develop all necessary policies, procedures, and strategies to improve and enhance the ability of the Association to assist its members during times of need.
- b. The Committee shall consist of the Directors from each Chapter and the President may appoint up to four (4) additional active members to review and evaluate changes to Mutual Aid policies and procedures. All terms of appointment shall be for one (1) year.
- c. The Mutual Aid Committee shall report to the Board of Directors.

SECTION 5. There shall be a committee known as the "Professional Development Education Committee".

- a. Duties: To maintain, administer, and expand all aspects of the training and continuing education programs in order to improve and enhance the skills, knowledge, and experience of the building code enforcement profession as well as those of affiliated professions in the interest of promoting the health, safety, and welfare of the citizens of Florida.
- b. The President shall appoint the Professional Development Education Committee, which shall consist of a minimum of seven (7) active members, and up to six (6) non-voting advisory members. All terms of appointment shall be for one (1) year.

c. The Professional Development Education Committee shall report to the Board of Directors.

SECTION 6. There shall be a committee known as the “Bylaws Committee”.

- a. Duties: To review, revise, and recommend updates to the Constitution and Bylaws to reflect current conduct and practice of the Association as needed.
- b. The President shall appoint a Bylaws Committee of at least four (4) active members to receive and evaluate changes to the Bylaws on a biennially cycle, unless a super majority of the Board of Directors (75%) deems an emergency exists that requires a change. All terms of appointment shall be for one (1) year.
- c. The Bylaws Committee shall report to the Board of Directors.

SECTION 7. There shall be a committee known as the “Scholarship Committee”.

- a. Duties: To develop, review, and revise necessary policies, procedures, and strategies required to develop, implement, and administer the scholarship program.
- b. The President shall appoint a Scholarship Committee of at least four (4) active members to evaluate candidates for scholarship awards. All terms of appointment shall be for one (1) year.
- c. The Scholarship Committee shall report to the Board of Directors.

SECTION 8. There shall be a committee known as the “Membership Services Committee”.

- a. Duties: To develop all necessary policies, procedures, and strategies to improve and enhance the Association and its membership services.
- b. The President shall appoint a Membership Services Committee of at least four (4) active members to receive and evaluate changes to Membership Services. All terms of appointment shall be for one (1) year.
- c. The Membership Services Committee shall report to the Board of Directors.

SECTION 9. There shall be a committee known as the “Code Development Committee”.

- a. Duties: To review the codes and draft recommended code change proposals, and/or prepare position statements/interpretations on unclear and/or conflicting code issues to the Board of Directors to improve the consistency and enforceability of the codes.
- b. The President shall appoint a Code Development Committee of at least four (4) active members to develop and monitor code development activities. All terms of appointment shall be for one (1) year.
- c. The Code Development Committee shall report to the Board of Directors.

SECTION 10. There shall be a committee known as the “Legislative Committee”.

- a. Duties: To review the current laws, rules, and any proposed amendments to the same and recommend appropriate actions to the Board of Directors.
- b. The President shall appoint a Legislative Committee of at least four (4) active members, to monitor legislative activities. All terms of appointment shall be for one (1) year.
- c. The Legislative Committee shall report to the Board of Directors.

SECTION 11. There shall be a committee known as the “Professional Conduct Committee”.

a. Duties: To review and develop a Code of Ethics and a Guideline for Conduct, and upon

request investigate complaints involving the conduct of members.

b. The President shall appoint a Professional Conduct Committee of at least three (3) members: one (1) member at large, one (1) Past President, and one (1) Consumer Advocate member. All terms of appointment shall be for one (1) year.

c. The Professional Conduct Committee shall report to the Board of Directors.

SECTION 12. There shall be a committee known as the “Conference Committee”.

a. Duties: To provide coordination of all education, trade events, social programs, meetings, awards, installation of Officers, and other duties as required for the Annual Educational Conference.

b. The Conference Committee shall have at least four (4) members to provide and develop a professional program for the Annual Conference: the current Vice President shall be Chairperson, the current Treasurer and the current Secretary are required members. The President shall appoint a member of the host chapter for the future Annual Conference. All terms and appointments shall be for one (1) year.

c. The Conference Committee shall report to the Board of Directors.

SECTION 13. There shall be a committee known as the “Council of Past Presiding Presidents”

See BOAF Board Policy BP 06 Council of Past Presiding Presidents for committee make up and guidance.

ARTICLE X - CHAPTERS

SECTION 1. The Association shall encourage and recognize the establishment of regional and local Chapter organizations of its members, the purpose of which shall be the furtherance of the objectives of the Association in the region or locality. BOAF Board Policy BP 07 Chapters covers the establishment of new chapters and guidance for existing chapters.

SECTION 2. All Chapter organizations shall be managed in accordance with this Constitution and the rules established by the Chapter Board of Directors.

SECTION 3. The Board of Directors' approval to establish such local Chapters shall not in any manner subject the Association to legal actions initiated by person(s) aggrieved by any action of the local Chapter.

SECTION 4. Each Chapter shall be entitled to elect one Director to serve on the Board of Directors as prescribed in Article VI, Section 2.

ARTICLE XI - MISCELLANEOUS

SECTION 1. The Association shall be a not for profit, non-political organization, operating in furtherance of educational and charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof, notwithstanding any other provision of this Constitution and Bylaws. The Association shall not carry on any other activities not permitted to be carried on by an Association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE XII - ANNUAL DUES

SECTION 1. The Board of Directors may establish or increase membership dues for members as necessary from time to time. Any action of the Board to increase the dues shall be ratified by the voting membership.

SECTION 2. Dues shall be collected by the Association Office and held in readiness for use by the Association and the current dues shall be posted on the Association website.

ARTICLE XIII - AUDITING REPORTS AND RECORDS

SECTION 1. The Board of Directors may order or authorize an audit of the Association's financial records at the end of each fiscal year, which shall include an inventory of all assets.

SECTION 2. The fiscal year for the Association shall be from January 1 through December 31.

SECTION 3. The records of the Association shall be kept in the ordinary and usual place of business and open for inspection in accordance with appropriate state laws.

ARTICLE XIV - MEETINGS

SECTION 1. An annual meeting shall be held each year at such time and place as may be designated by the Board of Directors. Board of Directors meetings shall be held at such time and place as designated by the President or upon request of seven (7) members of the Board. Nine (9) members of the Board of Directors present at any duly called meeting shall constitute a quorum.

SECTION 2. Special meetings of the Association may be called by the President at the direction of the Board of Directors, or shall be called at the written request of representatives of not less than one- third of the active members. Members shall be given not less than thirty (30) days written notice of any special meeting.

SECTION 3. At the conclusion of each annual meeting the Board of Directors shall meet to organize and transact such business as may be necessary.

ARTICLE XV - PARLIAMENTARY AUTHORITY

SECTION 1. In the business of the Association, either in general session, Board meetings, or committee meetings, Roberts Rules of Procedure (Roberts Rules In Brief, 2004 Edition) shall govern with respect to all questions of a parliamentary nature unless otherwise herein provided.

ARTICLE XVI - DISSOLUTION

Upon the liquidation or dissolution of the Association, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Association, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code.

Upon liquidation, the Board shall vote on the qualified organization or organizations to receive a distribution of the remaining assets of the Association. Only those organizations receiving a majority vote of the Board shall be entitled to receive a distribution. The Board shall determine which assets are to be distributed to the organizations receiving a majority vote and such determination of distribution shall be by majority vote of the Board.

ARTICLE XVII - AMENDMENTS

SECTION 1. The Constitution and Bylaws may be changed or amended by either of the following methods:

- a. A two-thirds majority vote by the active voting members present at the annual meeting after minimum sixty (60) day written notification to the membership of the proposed changes amendments or;

- b. The Board of Directors may order that any proposed amendment be submitted in writing or in electronic format to all voting members. The proposed amendment shall become effective upon the receipt of the affirmative vote of a two-thirds majority of the members voting. Only those ballots or votes that are returned to the Secretary within the time frame established by the Board of Directors and specified on the ballot shall be recorded.

SECTION 2. Board Policies are created, reviewed and revised at the direction on the Board of Directors to set policies for the administration of the Association. The BOAF Board Policies shall be voted on at the Annual meeting or at one of the Quarterly meetings, this will require an approval by a super majority (75%) of the Board members present. The Board Policies shall be posted on the Association website.

ARTICLE XVIII - INDEMNIFICATION

SECTION 1. The Association shall indemnify its directors, officers, committee members, and employees for reasonable attorney fees and justifiable expenses stemming from liabilities which are deemed by the Board of Directors to have been reasonably incurred as a result of a legal proceeding to which the indemnified person is made a party by reason of having been a director, officer, committee member, or employee of the Association at the time an actionable cause arose except where the director, officer, committee member, or employee is deemed by a hearing officer to have been guilty of willful malfeasance, misfeasance, or nonfeasance in the performance of his or her obligations to the Association. In order to properly indemnify directors, officers, committee members, or employees of the Association, the Board of Directors may authorize adequate insurance to cover the indemnification authorized by this article.

ARTICLE XIX - CONFLICT OF INTEREST DISCLOSURE

Whenever any officer or director, or the Executive Director if one has been employed, has a potential conflict of interest on a matter to come before the Association, the affected party shall disclose such potential conflict to the Board and shall make such potential conflict a matter of record. In the event of a potential conflict, the affected party shall refrain from taking any action on the matter. Any action taken in violation of this section shall automatically be set aside and shall be reconsidered by the Board as appropriate.

ARTICLE XX – EMERGENCY ORDERS

SECTION 1. In the event of a State or Federal Disaster Declaration, this provision will allow the BOAF Executive Board to draft an emergency order giving direction to the Association and if necessary, to suspend provisions of the Bylaws covering scheduled meetings, the annual conference and quorum requirements for business decisions of the Association related to the Disaster. The Order will include an end date for the order. The Order will have the potential to be extended. This will not allow for permanent changes to the Bylaws or changes not related to the Disaster.