

# AMERICAN ASSOCIATION OF CODE ENFORCEMENT

## BYLAWS

(As Amended: 23 October 2019)

### ARTICLE I

#### Name, Territory, and Purpose

##### SECTION 1. NAME AND TERRITORY

The name of this organization is the American Association of Code Enforcement, Inc. In this document, the American Association of Code Enforcement is referred to as "AACE." This shall be a non-profit corporation and shall be self-supporting.

The geographical sections that AACE shall represent shall be all participating cities, counties and state/provincial agencies, or other participating governmental units within the boundaries of the United States of America or the Dominion of Canada.

##### SECTION 2. PURPOSE

This organization is established:

To operate, without profit to AACE, or its members, as a national association to advance, educate and improve efforts of federal, state, county, city and other political subdivision employees who are actively involved with and responsible for the enforcement of housing, land use, municipal, county, state or federal codes without regard to race, creed, color, national origin, or sex.

To encourage professionalism with regard to the standardization of enforcement of environmental, housing and land use codes.

To supply and advance the science and practice of code enforcement through certification and provide national and regional training workshops, seminars and conferences dealing with legal matters and establishing a clearinghouse to facilitate the administration of the various codes with which the Association is concerned.

To exchange information, publish and disseminate professional materials relating to updated environmental, housing and land use laws.

To develop procedures and programs and provide specialized services relating to code enforcement and the promotion of such programs.

To promote policies that will facilitate and improve code enforcement procedures.

To organize and implement educational programs for the public in an effort to give the public a better understanding of environmental, housing and land use codes.

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## **ARTICLE II Membership**

### SECTION 1. MEMBERS

Persons associated with the enforcement of codes shall be eligible for membership.

### SECTION 2. MEMBERSHIP CLASSES

#### A. Active Member

A person employed by a participating agency and, who is actively involved in the regulation of health and safety in the environment, both natural and man-made, or who is otherwise responsible for the enforcement of municipal, county, state or federal codes shall be eligible for membership in AACE as an Active Member, with voting privileges.

#### B. Associate Member

Any student or individual interested in code enforcement and any active member leaving the code enforcement profession for reasons other than retirement for a period in excess of six months will cease to be an active member and will be considered an associate member without voting privileges. Associate members who qualify thereafter as active members as set forth in item A above may change their membership to active member upon payment of all applicable dues.

#### C. Retired Member

Any Active Member who has retired from employment in the profession of code enforcement shall be eligible for membership in AACE as a Retired Member and shall be entitled to the same rights as an Active Member.

#### D. Affiliate Association

Any state association or other nonprofit organization, the purposes of which are consistent with the purposes of AACE, shall be eligible for membership in AACE as an Affiliate Association Member.

#### E. Honorary Member

Honorary membership is bestowed upon an individual or organization who has rendered outstanding and meritorious service in the furtherance of the objectives of AACE.

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**F. Governmental Membership**

Governmental Member – A Governmental Member shall be a governmental unit, department or agency engaged in the administration, formulation, implementation or enforcement of laws, ordinances, rules or regulations relating to the public health, safety and welfare. While each Governmental Member may have an unlimited number of “non-voting” members, it shall designate the primary Governmental Voting Representative(s) according to the chart below.

Governmental Member Voting Representatives – Each Governmental Member may exercise the right to vote through its designated Voting Representatives and shall be entitled to the number of votes as specified in the table below. Voting Representatives shall be full or part time employees or officials of the Governmental Member actively engaged in the administration, formulation, implementation or enforcement of laws, ordinances, rules and regulations relating to the public health, safety and welfare.

Voting representatives designations and/or changes shall be submitted in writing to The current 3<sup>rd</sup> Vice-President of AACE in charge of membership.

A Governmental Voting Representative who has already voted in an AACE election may not transfer his/her voting rights until after election results are reported to the AACE membership.

Governmental membership is not recommended when there are fewer employees than listed in the table. Individual members remain at \$75.00 each.

<b>Population</b>	<b>Voting Members</b>	<b>Annual Fee</b>
0 – 25,000	2	\$100
25,001 – 50,000	4	\$250
50,001 – 150,000	6	\$400
150,001 – 300,000	10	\$700
300,001 – and over	12	\$850

**SECTION 3. TERMINATION OF MEMBERSHIP**

A. Any member or affiliate association leaving the code enforcement profession for a period in excess of six months shall be reclassified as an associate member.

B. Any member may be suspended and/or removed from the roll of AACE upon finding of just cause by a majority of the Board of Directors and notification of such cause and action by said Board of Directors and with a concurring vote of the majority of the voting members taken by secret ballot.

C. Any member in default of his or her financial responsibilities to AACE for a period of six months shall no longer be entitled to the benefits of membership in AACE. This section does not preclude reinstatement upon payment of dues.

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## **ARTICLE III Calendar Administration**

### SECTION 1. CALENDAR YEAR

The calendar year for AACE shall be from January 1 through December 31.

### SECTION 2. ANNUAL BUDGET

The annual budget shall be prepared and presented by a Finance and Budget Committee, appointed by the President.

### SECTION 3. MEMBERSHIP

Membership dues in the several classes of membership shall be determined from time to time by the Board of Directors, based upon need for the financial health of the Association. Payment of dues will provide membership for a one-year period which shall be determined by the Board of Directors.

### SECTION 4. DISBURSEMENTS

All claims owed for payment by AACE shall be submitted to the Treasurer. All expenditures from the AACE funds shall be reviewed by the Board of Directors. Checks/Transactions in an amount less than \$500.00 may be signed/authorized by any of the following: Treasurer, President or Management. Checks/transactions of \$500.00 or more must be signed/authorized by the Treasurer and one other officer, the President, 1<sup>st</sup> Vice President, or Management. The establishment and maintenance of AACE bank accounts and other monetary instruments such as, but not limited to certificates of deposit shall be the responsibility of the Board of Directors.

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### **ARTICLE IV**

#### **Board of Directors, Officers, President's Commission, and Management**

##### SECTION 1. BOARD OF DIRECTORS

A. The Board of Directors shall be eight in number comprised of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, Treasurer, Sergeant-at-Arms, and the Immediate Past President.

B. The Board of Directors is responsible for the operation of the association at all times, and no officer or director shall receive compensation for his or her services.

C. Official findings and recommendations of the Board of Directors shall be determined by a majority vote. All members of the Board of Directors shall have one vote with the exception of the Immediate Past President, who will vote in the event a tie-breaker is needed.

##### SECTION 2. ELIGIBILITY FOR OFFICE

A. Any active or retired member of AACE in good standing shall be eligible for any office, except as provided in Item C below.

B. A member in "good standing" is defined as a member meeting all the requirements for membership as defined herein.

C. No more than two board members from the same State may serve on the board at the same time.

##### SECTION 3. TERMS OF OFFICE

A. The normal term of office shall be two (2) years commencing at the beginning of the calendar year, January 1<sup>st</sup>, with the exception of 2<sup>nd</sup> Vice President, whose term will be three (3) years. The Treasurer shall be appointed by the Board of Directors on an annual basis.

B. The elections for the office of 3<sup>rd</sup> Vice President and Secretary shall be held on every odd year, while the office of Sergeant At Arms shall be held on every even year, thereby maintaining continuity of experienced membership on the Board.

C. No officer shall be elected to more than two (2) consecutive full terms for any one office except for the offices of President, 1<sup>st</sup> Vice President, and Past President, which are limited to one (1) term, due to succession.

D. Newly elected officers will be sworn in at the annual conference and their term will begin at the beginning of the calendar year, January 1<sup>st</sup>.

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### SECTION 4. DUTIES OF OFFICERS

A. President - The President shall be directly responsible for the supervision and guidance of the affairs of the Association and shall preside over all meetings of AACE. The President shall enforce the Bylaws of the Association and perform other duties that would be recognized as being part of the office and shall chair the Awards Committee.

B. 1<sup>st</sup> Vice President - The 1<sup>st</sup> Vice President shall be the President elect and will preside over all meetings in the absence of the President. The primary duties of the 1<sup>st</sup> Vice President shall be to chair the Conference Committee.

C. 2<sup>nd</sup> Vice President - the 2<sup>nd</sup> Vice President shall preside, in the absence of the 1<sup>st</sup> Vice President and the President, at all AACE functions. The primary duty of the 2<sup>nd</sup> Vice President shall be to chair the Certification Committee and to keep the President and the Board of Directors informed of the current progress and future plans of the committee. Only active members who are certified as a Property Maintenance and Housing Inspector and a Zoning Inspector may be elected to this office.

D. 3<sup>rd</sup> Vice President - The 3<sup>rd</sup> Vice President shall be responsible in the absence of the 2<sup>nd</sup> Vice President, 1<sup>st</sup> Vice President and President, to preside over any AACE function. The primary duty of the 3<sup>rd</sup> Vice President is to chair the Membership Committee. This responsibility shall further be defined as a continuous outreach throughout the year to facilitate growth in membership as predicated in Article II, Sections 1-3.

E. Secretary - The Secretary shall keep a complete record of all proceedings of the Association and shall be the recording officer and custodian of the records, except when specifically assigned to other individuals. The primary duties of office shall include the recording of all regular and special Association meetings and meetings of the Board of Directors. The Secretary shall be responsible for the Association's correspondence and shall keep readily available at all meetings such records as the book of minutes, a copy of the Articles of Incorporation and Bylaws, the roster of membership, a complete list of any standing of special committees, current correspondence, and other records as necessary.

F. Treasurer – The Treasurer shall be the custodian of all monies of the Association and shall chair the Finance and Budget Committee. The Treasurer shall be responsible to see that the dues of all members are paid in full prior to the opening of the annual business session, and shall report the same to the President and the Board of Directors. All revenues and expenditures from the AACE funds shall be reviewed and signed/authorized by the Treasurer. The Treasurer's books and records may be audited each year by the Board of Directors or their designee prior to the annual conference. A report of all expenditures and revenues shall be made available to all members of the Association.

At the annual meeting of AACE, the Treasurer shall have available a financial statement for all members to see if desired. The Treasurer shall keep an up-to-date roster of all members, shall make every attempt to advise AACE of all applicable laws that directly affect the Association in order to maintain compliance with all such laws and procedures and establish the Association in its rightful and lawful position as so stated in Article I. The Treasurer shall be bonded at the expense of the Association in the amount as shall be determined by the Board of Directors if applicable.

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G. Sergeant-at-Arms - The Sergeant-at-Arms shall be the Parliamentarian of the Association and shall maintain order at all meetings and functions of the Association. The Sergeant-at-Arms shall be responsible for ensuring that all voters are in accordance with the provisions as described in Article II. The Sergeant-at-Arms shall chair the Bylaws Committee.

H. Immediate Past President – The Immediate Past President shall serve as the chair of the Nominating Committee.

### SECTION 5. PRESIDENT'S COMMISSION

The President's Commission of AACE shall consist of the president of each affiliate association.

The Commission will serve as an advisory council to the Board of Directors. Additional responsibilities of the Commission shall be to promote the creation of state associations, to further aid in the development of AACE and to serve as a liaison between the affiliate associations and the Board of Directors. The President's Commission shall meet at the annual meeting and as directed by the Board of Directors. The Commission meeting shall be convened by the President of the Board of Directors.

### SECTION 6. ABANDONMENT OF OFFICE

The Board of Directors shall have the authority to declare an office vacant and remove a Board member for abandonment of office for failing to attend at least one-half of the scheduled board meetings for two-thirds the duration of such meetings, or for not fulfilling the duties of the office. Such vacancy will be filled as set forth in Article V, Elections and Voting, Section 2. Vacancies.

### SECTION 7. MANAGEMENT

Management – The Board may employ and/or appoint a Management Services firm/company to serve at its pleasure and assist the Board in carrying out its functions. The Management Services firm/company is the staff director of the Association. He or she shall have the qualifications, duties and responsibilities, prescribed by the Board. Some of these duties and responsibilities may include those listed in ARTICLE IV, Section 4 – Duties of Officers, and ARTICLE V, Section 3 – Voting, as prescribed by the Board or as set forth in the written contract with Management.

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### **ARTICLE V Elections and Voting**

#### SECTION 1. NOMINATIONS AND OFFICERS

A. At least 120 days prior to the annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of three (3) or more Active Members who are in good standing with the Association.

B. After soliciting nominations from the qualified membership, the Nominating Committee shall prepare a slate of nominees for any vacant offices pursuant to the terms of office designated in ARTICLE IV, Section 3 – Terms of Office. The order of listing on the Ballot will be by position first, then alphabetical by name.

C. The Nominating Committee may select and recommend no more than three persons each for the offices of 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, and Sergeant-at-Arms.

D. Nominations of officers from the floor at the business meeting will not be permitted. All voting will be done prior to the annual business meeting in accordance with provisions of Section 3 Entitled “Voting” of this article.

E. The President shall announce the results of all balloting and shall declare the results of all elections.

F. Formal notification of the election results shall be prepared by the Secretary or designee and shall be provided to each AACE member.

#### SECTION 2. VACANCIES

In the event a vacancy is created in the office of the President, the 1<sup>st</sup> Vice President shall immediately vacate his or her office and assume the office of the President. The interim President shall succeed him or herself. The Board of Directors shall have the authority to appoint an interim appointee to the vacated office of 1<sup>st</sup> Vice President; the Board of Directors shall have the authority to appoint an interim appointee for any other vacated office until a regular election is held.

#### SECTION 3. VOTING

Only active members of AACE shall be eligible to vote on matters of the Association.

The Sergeant-at-Arms shall determine the eligibility for voting on specific business matters and the Secretary shall maintain a current list of eligible voters.

A quorum for a valid vote during a business session shall be a simple majority of those eligible voters in attendance.

Election of officers and voting procedures:



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No less than sixty (60) days prior to the annual business meeting, an electronic voting method for casting ballots will be provided to each eligible voting member containing the names of the eligible candidates for the offices of 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, and Sergeant-At-Arms, in accordance with ARTICLE IV, Section 3 – Terms of Office.

In the event of a tie, electronic voting will re-open to all active members of AACE for a specified amount of time during the annual conference, as set forth by the Board of Directors.

Information pertaining to each candidate will be available in an electronic format no less than sixty (60) days before the annual business meeting. Candidate information will also be printed in the AACE Newsletter prior to the annual business meeting.

The Board of Directors shall have the authority to choose and/or change the method or platform used for electronic voting, in order to ensure the integrity of elections and allow for any technical difficulties of the election process. The Board of Directors shall ensure that any method or platform used for voting shall only allow an eligible member to vote once for each available office. If an event occurs that prohibits or negatively affects electronic voting, or the integrity of the electronic voting method or platform has been compromised, the Board of Directors shall implement an alternate method of voting as soon as practical, which could include a paper or electronic ballot method, the parameters of which shall be set by the Board of Directors as a policy for the affected election.

All votes legally cast will be tallied and the results will be announced during the Annual Business Meeting.

### **ARTICLE VI Meeting**

#### **SECTION I. MEMBERSHIP MEETINGS**

There shall be a minimum of one Membership Meeting of the Association each year. Membership Meetings may be conducted at any location within or without the State of Texas as shall be determined by the Board of Directors.

The primary purpose of the meeting shall be:

To receive the annual report from the outgoing President.

To elect Officers to the Board of Directors.

To adopt the Association's operating budget for the following fiscal year.

To receive the annual committee reports from the Association officers.

Coincidental to the annual meeting shall be an annual conference which primary purpose is to:

Provide seminars addressing specialized areas of code enforcement.

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Provide seminars addressing code enforcement administration and programs and innovative code enforcement programs.

Discuss changes, policies or laws which affect code enforcement. Further the exchange of information between members of the code enforcement profession.

### **SECTION 2. SPECIAL MEETINGS**

The Board of Directors and/or President may call a special meeting of the members at such time, date and location as the Board or President may consider appropriate. At a written request of a minimum of 10% of the Active Members, the President shall call a special meeting.

### **SECTION 3. NOTICE OF MEETINGS**

A notice of the annual meeting addressing the time, date and location of the annual meeting shall be provided to each AACE member, no later than sixty (60) days prior to the annual meeting.

### **SECTION 4. PROGRAMS**

It shall be the responsibility of the Board of Directors to appoint an annual conference coordinator to ensure that each program provided for the membership shall be of the highest quality and consistent with the established purposes and goals of the Association.

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### **SECTION 5. MINUTES OF BUSINESS MEETING**

Complete minutes of each business meeting shall be recorded by either the Secretary or some other qualified member of AACE designated by the President to serve in the absence of the Secretary.

All minutes, once recorded and approved by the appropriate body, shall become part of the permanent record of which the Secretary is the custodian.

The minutes of the annual meeting shall be recorded by the Secretary, or some other qualified member of AACE designated by the President to serve in the absence of the Secretary.

A Minutes Committee shall be appointed near the beginning of the annual meeting by nomination and vote of the members present. Following the meeting, the Secretary will submit prepared minutes of the meeting to the Minutes Committee for review and approval. Once approved by the Minutes Committee, the minutes will be made available to the membership in electronic format and/or medium.

## **ARTICLE VII Committees**

### **SECTION 1. APPOINTMENT**

The President shall, whenever necessary and appropriate appoint special committees, after consulting with the Board of Directors, to perform specific and limited duties. The following standing committees shall be appointed by the President after consulting with the Board of Directors: Finance and Budget, Conference, Membership, Certification, Bylaws, and Nominating Committee. The chair of each of these standing committees is listed in the duties of each Board of Director member, as described in Article IV, Section 4. Duties of Officers. The President shall only appoint members to the Certification Committee who are certified in housing and zoning.

### **SECTION 2. TENURE**

The tenure of each special committee shall be for the duration of the specific duty assigned to it, but shall not exceed beyond the end of the AACE's current fiscal year in which the particular committee was appointed, except that any such committee may be continued the following year by the succeeding President. Standing committees have a specific job description and members are appointed at the pleasure of the President to serve until the end of the AACE's current fiscal year, unless the succeeding President elects to continue their service. Members of the Certification Committee shall be appointed to three (3) year staggered terms.

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### SECTION 3. DUTIES AND RESPONSIBILITIES OF STANDING COMMITTEES

- A. The Finance and Budget Committee is to meet annually to review the receipts and expenditures of the Association and to propose the operating budget for the coming AACE fiscal year, for approval by the Board of Directors.
- B. The Conference Committee shall meet as necessary and shall be responsible for the development and presentation of conference programs to the Association for the following year, as approved by the Board of Directors.
- C. The Membership Committee shall meet as necessary and is responsible for the active recruitment of new members and the retention of the current membership.
- D. The Certification Committee is hereby empowered to predicate those regulations it deems necessary for the members of AACE to be duly certified, as the certification program would further represent the best interest of the Association, regulations governing certification shall be approved by the Board of Directors prior to the program implementation.
- E. The Bylaws Committee shall meet as necessary and shall be held responsible by the Board of Directors for overseeing revisions to the Association's Bylaws, as approved by the appropriate body.

## **ARTICLE VIII Amendments**

### SECTION 1. PROPOSAL

Upon written petition of at least 25% of the Active Members, upon the request of the Bylaws Committee, or upon the initiative of the Board of Directors, any proposed amendment to the bylaws, shall, after discussion and approval by the Board of Directors, be submitted to a membership vote.

### SECTION 2. ADOPTION

Any proposed amendment shall require a majority vote of eligible voters for adoption. The vote on the proposed amendment shall only be by eligible voting members that are in good standing. The proposed amendment may be voted on electronically by all eligible members, following the same methods and procedures set forth for the election of officers, in accordance with ARTICLE V, Section 3 – Elections and Voting.

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### **ARTICLE IX Severability**

That if any part of these Bylaws shall be declared unconstitutional or invalid by a Court of competent jurisdiction, the remaining provisions shall remain in full force and effect.

### **ARTICLE X Policies and Procedures**

The Board of Directors is authorized to establish policies and procedures to govern routine business affairs of the association.

### **ARTICLE XI Code of Ethics**

In order to ensure the image of its members is one of respect and integrity, a Code of Ethics shall be established. Adoption, and subsequent revisions, shall be by vote at the annual meeting. The Board of Directors shall appoint an Ethics Committee as needed to consider possible revisions of the Code of Ethics. The Code of Ethics shall be published in each issue of the AACE Newsletter.

### **ARTICLE XII Dissolution**

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