

2018 PROPOSED AMENDMENTS TO THE BYLAWS OF THE CALIFORNIA ASSOCIATION OF CODE ENFORCEMENT OFFICERS

Article 1 PURPOSE

Section 1. The name of the corporation shall be the California Association of Code Enforcement Officers, hereinafter referred to as CACEO. CACEO shall be a non-profit corporation and shall be self-supporting.

Section 2. The principal office for the transaction of the business of the corporation shall be located at such place in the State of California, as the Board of Directors shall from time to time fix and designate.

Section 3. The fiscal year of this Corporation shall commence on January 1 and end on December 31 for each year of its existence.

Section 4. The actions of this public benefit corporation, its agents, members, officers and directors shall be limited to the furtherance of the purposes for which this Corporation is organized. All action shall be conducted for non-profit purposes as described in Section 501(c)(6) of the Internal Revenue Code of 1954 and the corresponding provisions of any future United States Internal Revenue Law, and Section 23701E of the California Revenue Code. Notwithstanding any other provision of these articles, this Corporation shall not, except to any insubstantial degree, engage in any activity or exercise any powers that are not in the furtherance of the purpose of this Corporation.

This organization is established to promote knowledge and training, develop a standard procedure for code enforcement officer certification, and to foster educational and professional standards for all persons employed in performing code enforcement. CACEO provides a united, statewide voice for those associated with housing, building, planning, police, fire, zoning, health and safety enforcement.

Article 2 ORGANIZATIONAL STRUCTURE

Section 1. In order to properly and efficiently conduct the business of the Corporation, and to meet the geographic needs of the membership, the Corporation shall be divided into a number of geographical areas called regions to be determined by the Board of Directors.

Section 2. Each region shall have three (3) voting members represented on the Board of Directors. These directors, along with the five (5) officers, will constitute the Board of Directors of this Corporation.

Section 3. In the event of a merger, an interim board will be appointed as determined by agreement of the Boards of Directors of the involved organizations.

Article 3

BOARD OF DIRECTORS

Section 1. For the purpose of the Corporation, the term 'director' shall be defined as an individual/representative voted on by a quorum of voting members.

Section 2. Any professional member of CACEO in good standing shall be eligible for any office, so long as he/she possesses a CCEO certification and maintains that certification and membership dues throughout the term of office as a member of the CACEO Board of Directors.

Section 3. The Executive Committee shall be President, First and Second Vice Presidents, the Secretary, and the Treasurer.

Section 4. The Board of Directors consists of the Executive Committee and the directors representing the regions. These representatives shall be liaisons between the regions and the Board.

Section 5. All corporate powers shall be exercised by or under the authority of, and all the business and affairs of the Corporation shall be controlled by, the Board of Directors. The Board is to establish Corporation policy and direct the administrative and fiscal affairs.

Section 6. The Board of Directors shall have the power to remove any officer or regional representative for stated cause (as defined by California Corporations Code) by a two-thirds majority vote.

Section 7. A vacancy occurring in a director position as defined in Article 3, Section 1 above shall be appointed by the President and ratified by a majority of the Board for the remainder of the term of the seat appointed.

Section 8. The Board of Directors shall meet at such times as shall be designated by the President, but not less than four times each fiscal year. A quorum of the Board shall be defined as fifty percent (50%) plus one of the numbers of seated directors. A Director must be present at a meeting in order to vote. If a meeting is held via teleconference, a director is considered present only if he or she acknowledges their presence on the call.

Section 9. Board members may be reimbursed for sanctioned functions as approved by policy.

Section 10. Self-dealing transaction with members of the Board of Directors may take place under the following conditions:

1. The transaction undergoes a competitive bidding process. The director who could stand to benefit from such transaction is prohibited from participating in the drafting, evaluating or awarding of the RFP.
2. The self-dealing transaction proves to be the most advantageous to the organization.
4. The transaction follows the guidelines of all state non-profit authorities. The Minutes of the Board meeting at which such transaction is approved reflects the transparency of the approval.

Article 4 OFFICERS

Section 1. The officers of the Corporation shall be the President, First and Second Vice Presidents, the Secretary, and the Treasurer. The officers of the Corporation shall constitute the Executive Committee.

Section 2. The officers shall be elected by and from within the Board of Directors at the final Board meeting of the year and prior to November 1. New officers will assume their positions November 1 of each year.

Section 3. A vacancy occurring in an officer position shall be filled by a vote of the Board of Directors.

Article 5 TERMS OF OFFICE

Section 1. The directors of the Board of Directors will serve terms of two (2) years each. There will be an unlimited number of terms a regional representative may serve. Terms will be staggered so that approximately fifty percent (50%) of the board is elected each year.

Section 2. The officers shall each serve an annual term, commencing November 1 of each year.

Article 6 DIRECTOR AND OFFICER'S RESPONSIBILITIES

Section 1. The President shall be Chief Executive Officer of the Corporation and shall have general supervision, direction, and control of the business affairs of the Corporation. The President shall preside at the Annual Meeting of the Corporation and at the Board of Directors meetings. The President shall give a report of the Corporation's business to the Board at their regularly scheduled meetings for their review and approval. The President shall appoint the chair and members of various standing committees hereinafter enumerated and shall be an ex-officio member of all committees except the Nominations/Election Committee.

Section 2. The First Vice President will preside over all meetings and association activities in the absence, vacancy or disability of the President. The primary duty of the First Vice President is to be the chair of the Education/Certification Committee.

Section 3. The Second Vice President shall preside, in the absence of the First Vice President and the President at all CACEO functions. The primary duty of the Second Vice President shall be to chair the Legislative Committee.

Section 4. The Secretary shall ensure the minutes of the Annual Meetings, the meetings of the Board of Directors and all special meetings are maintained, and that notice is given of all meetings required in the Bylaws. The Secretary shall be responsible for all Corporation correspondence. The Treasurer shall be the custodian of all monies of the Corporation and shall chair the Administrative/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 expenditures from CACEO funds shall be subject to approval by the Treasurer and/or the President.

Section 5. Director Responsibilities:

1. Directors are encouraged to attend the annual seminar, the strategic planning meeting, and the four (4) quarterly meetings. At the discretion of the Executive Committee, directors may be asked to attend special meetings. Directors are encouraged to attend special meetings if need arises. Any Director with two (2) or more absences in one year from regular meetings can be removed from office with a two-thirds majority vote of the attending board of directors.
2. Directors shall participate in at least one standing committee and are encouraged to participate in other committees as need arises.
3. Directors shall adhere to the Board of Directors Code of Ethics and Conduct.

Article 7 STANDING COMMITTEES

The following standing committees shall exist as standing committees: The Executive Committee, Administrative and Budget Committees, the Education Committee, the Legislative Committee and the Nominations/Elections Committee. All other committees are considered Ad Hoc committees and can be added, modified or eliminated as defined in a policy created by the CACEO Board of Directors.

1. The Executive Committee will consist of the President, First and Second Vice Presidents, the Secretary, and the Treasurer. Their authority shall include interpreting the Bylaws, signing contracts upon Board approval, and enforcing the code of conduct.
2. The Education and Certification Committee will consist of not less than five (5) members, including the First Vice President, appointed by the Board President. Their duties shall be to develop and maintain a curriculum of continuing education courses and academies to be used towards qualifying for certification or certification renewal.
3. The Legislative Committee shall consist of not less than five (5) members, including the Second Vice-President, appointed by the Board President. Their duties shall be to review and submit recommendations on legislation that may be necessary or beneficial to the Corporation or its members. The Legislative Committee shall act as the agent of the Corporation on legislative matters and may establish positions on legislative matters that affect the mission of the Corporation, with the approval of a two-thirds vote of the Board of Directors. 5. The Administrative and the Budget Committees shall consist of the Secretary or Treasurer as the chair respectively, and two or more professional members appointed by the Board President. The Budget Committee shall present a proposed budget to the Board of Directors prior to the end of the calendar year. The Secretary *shall* assist the Executive Director with administrative functions as requested by the Executive Committee, and shall oversee proposed amendments to bylaws, administrative regulations, and policies and procedures.
6. The Nominations and Election Committee shall consist of three (3) directors designated by the current Board President, including, where possible, a member of the Executive Committee. Those seeking nomination or nominated for office in an impending election shall not serve on

this committee. The committee may appoint a director to fill any vacancy on the committee created by the nomination of one of its members, as needed.

Article 8 MEETINGS

Section 1. The Annual Strategic Planning Meeting shall be the first Board of Directors meeting of the new fiscal year.

Section 2. The Board of Directors shall meet at least four (4) times each year, either in person or remotely as determined by the Board. Special meetings may be held at such time and place as shall be determined by the President or a majority of the Board of Directors. At least seven (7) days' notice of special meetings shall be given.

Section 3. Parliamentary Procedure – The rules contained in the most current edition of Robert's Rules of Order shall govern the Corporation in all cases in which the bylaws are silent.

Article 9 ELECTIONS

Section 1. The election of Directors shall be conducted by the Nominations/Election Committee, in the following prescribed manner:

1. Elections for Directors shall take place prior to the Annual Seminar with results delivered during the Annual Seminar.
2. At least 90 calendar days prior to the Annual Seminar, the Board of Directors shall appoint a Nominations/Election Committee pursuant to Article 7.5. The Committee shall prepare a slate of nominees after soliciting by phone, email or mail from the general membership, as listed on the current membership roster of all active members for any seats up for election.
3. Nominations shall be submitted to the Committee, or its representative, either by phone, mail or email. The Committee shall review and determine that the member making the nomination is an active member. Nominations shall open and close on specified dates as determined by the Committee. The Nominations/Election Committee shall distribute, by electronic or postal mail, a ballot to all members no later than forty-five (45) days prior to the Annual Seminar.
4. The nominees for a regional position, upon acceptance of the nomination, may forward to the Nominations/Election Committee for review a resume stating their qualifications and experience for said position; a statement as to why the nominee would like to serve on the Board; and what goals they would strive to attain.
5. Voting – Completed ballots shall be collected by members of the Nominations/Election Committee or its representative no later than 15 days prior to the Annual Seminar. The Committee shall maintain a list of eligible voters. The regional representatives (Directors) to the Board of Directors are elected by the members from within their region.
6. Reporting the vote – Results of the election shall be tabulated and accounted for prior to and then announced at the Annual Seminar. Nominees shall be notified of the election results prior to the Annual Seminar.

7. Other votes – The Nominations/Election Committee shall be charged with the duties of conducting and overseeing those special votes as needed at the direction of the Board of Directors.
8. Plurality vote – For the purpose of the election of the Board, a plurality vote will be allowed to decide an office if there are more than two (2) candidates for the same office and no one candidate receives a majority of the votes cast.

Section 2. The officers of the Board of Directors shall be elected as follows:

1. The officers shall be elected by and from within the Board of Directors. The officers-elect must have served at least one full term on the Board of Directors within the five (5) years immediately prior to the year in which they will take office.
2. An election shall take place at the Board meeting held in conjunction with the Annual Seminar to elect the President, First and Second Vice Presidents, Secretary, and the Treasurer of the Corporation.
3. No less than thirty (30) days prior to the Board meeting at which the elections will take place the Nominations/Election Committee shall solicit officer nominations. The Committee will develop a nomination slate of officers at least one (1) week prior to said Board of Directors meeting.
4. Nominations will also be taken from the floor at the Board meeting at which the elections will take place.
5. Votes will be cast anonymously and tallied by the Nominations/Election Committee or its representative. Results will be announced to the Board by the end of that meeting, and to the membership at large at the Annual Seminar.

Article 10 MEMBERSHIP

Section 1. There shall be the following classes of membership:

1. **Professional Member** – Any individual who is a member in good standing, employed in the enforcement of codes for any city, county, city and county, political subdivision or state government. **Professional** members may hold office, serve on committees, vote at meetings, and will receive publications and mailings. Each professional member shall be entitled to one vote.
2. **Honorary Member** – An Honorary Membership shall be proposed in writing to the Board of Directors and will become effective upon approval of the Board. Honorary members may serve on committees and attend membership meetings but may not hold office or vote. They will receive publications and mailings.
3. **Associate Member** – Any individual interested in the enforcement of codes for any city, county, city and county, political subdivision, state government or private agency. Associates may serve on committees and attend membership meetings but may not hold office or vote. They will receive publications and mailings.

Section 2. A member status may be changed for the following reasons:

1. Any professional member leaving the code enforcement profession for a period in excess of twelve (12) months shall be reclassified as an associate member.
2. Any member in default of his or her financial responsibilities to CACEO for a period of six (6) months shall no longer be entitled to the benefit of membership in CACEO. This section does not preclude reinstatement upon payment of dues.

Section 3. The number of annual dues for professional members and associates shall be established by the Board of Directors. Honorary members shall be exempt from the payment of dues.

Section 4. All dues shall become payable by January 15 of each year. After March 31, associates and members delinquent in dues shall be suspended until such dues are paid in full.

Article 11 FINANCE

Section 1. The fiscal year for this Corporation shall commence on January 1 and end on December 31, annually.

Section 2. The Budget Committee shall present an operating budget for the following fiscal year to the Board for approval no later than at the first planning session of the new fiscal year. No spending may take place in any given fiscal year prior to a budget being approved by the Board for that year.

Section 3. Every third fiscal year the Board may appoint an independent auditor who shall review and report on the financial transactions of the Corporation. This is subject to limitation of the articles of incorporation, these bylaws, the laws of the State of California, and the Corporation's fiscal situation. During years that an independent audit is not performed, CACEO may perform an annual financial review.

Article 12 AMENDMENTS TO THE BYLAWS

Section 1. The Bylaws can be amended by a two-thirds vote of the ballots cast by members, providing a notice of proposed amendment to the Bylaws shall be sent to the members at least thirty (30) days prior to the date of the balloting. This notice shall state whether the vote shall be by mail, electronic or postal, or at the Annual Seminar or a special meeting.

Section 2. Any time notice is required to be given by these Bylaws, the same shall be satisfied by a certificate duly executed by the Secretary of the Corporation indicating the matter has been noticed to all persons identified on the then current list of members entitled to vote.

Article 13
DISSOLUTION

In the 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 of Directors and no part of any assets shall go to benefit any private individual or member.

Article 14
INDEMNIFICATION

The Corporation shall, to the maximum extent permitted by the California Non-profit Mutual Benefit Corporation Law, and in accordance with the law, indemnify each of its Agents against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this section, an "Agent" of the Corporation includes any person who is or was a director or employee of the Corporation and is or was acting within the scope of his or her employment or his or her designation.

ATTEST

I certify that I am duly elected and acting Secretary of the California Association of Code Enforcement Officers, a California non-profit corporation, that the above Bylaws, consisting of 8 pages, are the Bylaws of this corporation as adopted and/or amended by the general membership on October 9, 2018, and that they have not been amended or modified since that date.

Executed on October 9, 2018 at Seaside, California.



Larry Breceda, Secretary-Treasurer