BYLAWS OF
NORTH CAROLINA BUILDING INSPECTORS' ASSOCIATION, INC.

ARTICLE I

Name

The North Carolina Building Inspectors' Association, Inc. shall be referred to herein as "NCBIA" and the name "North Carolina Building Inspectors' Association, Inc." and "NCBIA" shall be one in the same for all respects and purposes.

ARTICLE II

Purposes of the Association

The Association is a nonprofit corporation organized exclusively as a business league within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes for which the Corporation is organized are: **(1)** To promote uniform understanding, application, and enforcement of all State building laws and regulations; **(2)** To cooperate and assist in the development of building regulations and standards; **(3)** To promote all means of increasing the level of professionalism and efficiency of local building inspectors; **(4)** To create a better public understanding and appreciation of building regulations and their importance to public health, safety and welfare; and **(5)** to promote the development of uniform administrative ordinances, inspection methods, and enforcement procedures.

ARTICLE III

Offices

1. **THE PRINCIPAL OFFICE** of the Corporation shall be located at the current office address of the NC Department of Insurance/OSFM, Engineering and Code Division.
2. **THE REGISTERED OFFICE** of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. **OTHER OFFICES**: The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine or, as the affairs of the Corporation may require.

ARTICLE IV

Membership

1. CLASS OF MEMBERSHIP: There shall be three (3) classes of membership in this Corporation: (i) Inspection Members, (ii) Gold Medal Life Member and (iii) Associate Members.
2. INSPECTION MEMBER: An Inspection Member is a Jurisdiction or unit of government such as the North Carolina Department of Insurance, cities, towns, counties, or other political subdivisions, along with its employees holding a current inspector certification or performing administrative duties to include supervision of a building inspections. An inspection member shall assign a single voter designee who holds a current building inspector's certificate.
3. GOLD MEDAL LIFE MEMBER: A Gold Medal Life Member is a retired Inspection Member who has received the Gold Medal Life Membership Award from the Association.
4. ASSOCIATE MEMBER: An Associate Member is an organization, association, institute, corporation, partnership, manufacturer, dealer, architect, engineer, builder, contractor, planner, consultant or other related group(s) or person(s) devoted to the purposes of the Association.
5. APPLICATION FOR MEMBERSHIP: A person or other entity desiring membership in the Corporation shall submit an application to the Board of Directors, upon the form prescribed by the Corporation. The Board shall then review the application and investigate the applicant in order to determine if it meets the requirements for membership and to determine the appropriate class of membership for the applicant. The Board shall then notify the applicant of his membership classification, and the applicant will become a member upon appropriate payment of its dues. No person otherwise eligible for membership in the Corporation shall be denied membership because of race, creed, color, sex, or national origin.
6. DUES: The amount of the dues for each class of membership shall be prescribed by the Board of Directors.
7. EXPULSION FROM NONPAYMENT OF DUES: Any member who shall fail to pay his dues for a period of six (6) months from the due date for payment shall thereupon cease to be a member of the Corporation and may not be thereafter reinstated to membership except by making a new application as provided herein.
8. EXPULSION BY BOARD: Any member may be expelled from the Corporation for cause such as violation of any of the Bylaws or Rules of the Corporation or for conduct prejudicial to the best interests of the Corporation by a vote of two-thirds (2/3) of the Board of Directors at a regular meeting, or at any special meeting called for that purpose. No refunds of dues shall be made.
9. RESIGNATION: Any member may resign at any time by notice in writing to the Board. Upon receipt by the appropriate officer of the Corporation of such notice of resignation, the membership of the person giving such notice shall terminate. No refund of the dues shall be made.
10. OTHER MEMBERSHIP CATEGORIES: The Board may by resolution establish other membership categories deemed appropriate and in the best interest of the Corporation.
11. ASSIGNABLE: Membership in the Corporation and the rights and privileges of a member shall be assignable upon approval of the Board of Directors.

ARTICLE V

Meetings of the Members

1. ANNUAL MEETINGS OF THE MEMBERS: The annual meeting of the members shall be held in June of each year or as otherwise specified by the Board of Directors, with a time and place to be selected by the Board of Directors. A report of the affairs of the Corporation and a financial report shall be made to the members at the annual meeting. Notice of the annual meeting shall be given at least ten (10) days prior to such meeting in writing.

2. SPECIAL MEETING OF MEMBERS: The special meeting of the members may be called by the Board of Directors upon its own motion and shall be called at the written request of ten percent (10%) of the Inspection Members of the Corporation entitled to vote. Notice of the time and place of any special meeting of the members shall be given to each member at least ten (10) days prior to such meeting. The notice of every special meeting shall state the subject of the meeting, and no other business shall come before such meeting.

3. VOTING OF THE MEMBERS: Only Inspection Members and Gold Medal Life Members shall have voting rights. In addition, if there are two or more Inspection Members from a specific governmental jurisdiction, only one (1) of those Inspection Members shall be designated as the voting Inspection Member and be eligible to vote.

4. VOTING LISTS: At least ten days before each meeting of Members, the Secretary of the Corporation shall prepare an alphabetical list of the Inspection Members entitled to vote at such meeting or any adjournment thereof, with the address of each, which list shall be kept on file at the registered office of the Corporation for a period of two business days after notice of the meeting is given and continuing through the meeting, and shall be subject to inspection by any Member at any time during the usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the whole time of the meeting.

5. **QUORUM**: Ten percent of the Inspection Members entitled to vote shall constitute a quorum at a meeting of Members. The Inspection Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Inspection Members to leave less than a quorum.

6. PROXIES: There shall be no voting by proxy.

7. VOTING OF SHARES: Subject to the provisions of Section 3 of Article IV, each Inspection Member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

8. INFORMAL ACTION BY MEMBERS: Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation to be kept as part of the corporate records.

ARTICLE VI

Directors

1. GENERAL POWERS: The management of the Corporation shall be vested in the Board of Directors. Members of the Board shall serve without pay. The Board of Directors shall have the power to make and amend rules and regulations pertaining to the operation of the Corporation and shall have the responsibility for the entire management of the affairs of the Corporation, except as may be otherwise provided in the Bylaws.

2. NUMBER, TERM: The number of Directors constituting the Board of Directors shall be (16) or (17) depending on whether the office of secretary treasurer is held by one or two people as specified in Article IX. Directors must be Inspection Members of the Corporation, or as Ex-Officio, either an Inspection member or Gold Medal Life Member. The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, six (6) District Directors, one (1) At-Large Director, and (5) Ex-Officio. With regards to the six (6) District Directors, one (1) Director shall be selected from each of the six districts shown on the Boundary Map. A copy of the current Boundary Map is attached hereto as Appendix A and incorporated herein. The Directors shall be divided into three classes. The terms of the President, President-Elect, the Vice-President, and the At-Large Director shall be one (1) year. The terms of the Secretary and Treasurer shall be three (3) years. The terms of the six (6) District Directors shall be two (2) years with staggered start dates such that Districts 1, 3 and 5 start on odd years and Districts 2, 4 and 6 start on even years beginning with the election of District Directors at the 2022 annual conference. The terms of the Ex-Officio shall be five (5) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than eight consecutive years as a District Director.

3. NOMINATION AND ELECTION: At least thirty (30) days before each annual meeting, the President shall appoint a nominating committee of at least three (3) Inspection members. The nominating committee shall meet prior to the annual meeting and prepare a list of nominees showing at least one name for each position to become vacant. The list of nominees shall be presented to the President, the Board of Directors and to all Members of the Association. Nominees shall provide acceptance of their candidacies. At the annual meeting, the nominees, if present, shall be presented to the members in attendance for voting and election. In addition to the nominations by the nominating committee, nominations may be received from the floor provided such nominees have accepted their candidacies. The Directors shall be voted on by the Inspection Members eligible to vote from the names submitted by the Nominating Committee and nominations received from the floor, and the nominees receiving a majority of votes shall be declared elected to the Board.

4. RESIGNATION AND REMOVAL: Any Director may resign at any time by giving notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice. Board members may be removed from office with or without cause by **(1)** a vote of two-thirds **(2/3)** of the members of the Board at the annual meeting or a special meeting called for that purpose; or **(2)** a vote of two-thirds **(2/3)** of the Inspection Members at the annual meeting or a special meeting called for that purpose. If any Director is so removed, a new Director may be elected at the same meeting. Any Board member, after 180 days of leaving employment with a Jurisdiction or unit of government is no longer an Inspection Member of the corporation and shall be removed from office. A District Board Member must be reemployed within the district they represent within 180 days to retain the District Board seat.
5. VACANCIES: A vacancy occurring on the Board may be filled by a majority of the remaining Board at any meeting referred to in Paragraph 4 above, though less than a quorum, or by the sole remaining Board member. A Director elected to fill a vacancy shall have the same term as the Director that he replaces. Any Directorship to be filled by reason of an increase in the authorized number of Directors shall be filled by a majority of the remaining Directors, though less than a quorum, or by the sole remaining Director.
6. CHAIRMAN OF THE BOARD: The President shall serve as Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors.

ARTICLE VII

Meetings of the Board of Directors

1. ANNUAL MEETINGS OF THE BOARD: The annual meeting of the Board shall be held in June of each year or as otherwise specified by the Board of Directors, prior to the annual meeting of the Members. In addition, a meeting shall immediately follow adjournment of the annual meeting of the Corporation's members in order for the newly elected Directors to address and any other matters which need to come before the Board. Prior notice of the time and place of such meetings shall be given to the Directors by any usual means of communication.
2. SPECIAL MEETINGS OF THE BOARD: Special meetings of the Board may be called by or at the request of the President of the Corporation or by any three (3) Board members. Such meetings may be held either within or without the State of North Carolina.
3. NOTICE OF MEETINGS OF THE BOARD: The President may call a regular meeting of the Board by giving at least five **(5)** days' advance notice thereof by any usual means of communication. The person or persons calling a special meeting of the Board shall, at least five **(5)** days prior to the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
4. **QUORUM OF THE BOARD**: A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
5. VOTING OF THE BOARD: Except as otherwise provided in this Section, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. The vote of a majority of the number of Board members fixed pursuant to these Bylaws shall be required to adopt a resolution constituting an Executive Committee. The vote of a majority of the Board members then holding office shall be required to adopt, amend or repeal a Bylaw.
6. INFORMAL ACTION BY DIRECTORS: Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Additionally, action taken by a majority of the Directors or Executive Committee without a duly called meeting is nevertheless Board or an Executive Committee action if the action is approved by a majority of the Board at the next regular meeting of the Board to include informal action taken by electronic means such as text messaging or e-mail. If a meeting of Directors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a Director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question, he files with the Board Secretary his written objection to the holding of the meeting or to any specific action taken. Any one or more Directors or members of the Executive Committee may participate in a meeting of the Board or Committee by means of a conference telephone or similar communication device which allows all members participating in the meeting to hear each other, and such participants in a meeting shall be deemed present in person at such meeting.

ARTICLE VIII

Executive Committee and Other Committees

1. EXECUTIVE COMMITTEE: The Board of Directors by resolution by a majority of the Board may designate three (3) or more Directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation, except that the Executive Committee shall not have any authority to alter or amend the Bylaws.
2. OTHER COMMITTEES: Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution by the Board. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE IX

Officers

1. NUMBER: The officers of the Corporation shall consist of a President, President-Elect, Vice-President, Secretary, and Treasurer. Any two or more offices may not be held by the same person, except as otherwise indicated in Article IX.

2. ELECTION AND TERM: The Officers shall be elected in accordance with Article VI of these Bylaws. The terms of the Officers shall be in accordance with Article VI of these Bylaws.

3. PRESIDENT: The President who shall serve without compensation, shall be the principal Executive Officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. He shall, when present, preside at all meetings. The President shall appoint committee members. He shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties normally incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4. PRESIDENT-ELECT: The President-Elect, who shall serve without compensation, shall assume all of the powers and duties of the President in the event of the President's death, disability, resignation or absence, and shall have such powers, duties, and responsibilities as may be assigned to him from time to time. The President-Elect shall succeed to the office of President upon expiration of the term of office of the President if so, voted by the members.

5. VICE-PRESIDENT: The Vice-President, who shall serve without compensation, shall perform the duties, and have the power and responsibilities of the President-Elect in the event of the President-Elect's death, resignation, absence, or disability and shall have such powers, duties and responsibilities as may be assigned to him from time to time. The Vice-President shall succeed to the office of President-Elect upon expiration of the term of office of the President-Elect if so voted by the members.

6. SECRETARY: The Secretary, who shall serve without compensation, shall keep accurate records of the acts and proceedings of all meetings of Directors. He shall give all notices required by law and by these Bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall sign such instruments as may require his signature, and, in general, shall perform all duties incidental to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors. The Secretary can also serve in the dual position of Treasurer as approved by the Board of Directors.

7. TREASURER: The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in fund balance for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within three months after the end of such fiscal year. The Treasurer shall, in general, perform all duties incidental to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors. The Treasurer can also serve in the dual position of Secretary as approved by the Board of Directors.

8. BOND: The Board of Directors may, by resolution, require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE X

Indemnification

1. EXPENSES AND LIABILITIES: Except as provided below, to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, the Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this Bylaw. Such indemnification rights shall apply against liability incurred in a proceeding if the officer or Director: **(a)** conducted himself in good faith; **(b)** reasonably believed: **(i)** in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interest; and **(c)** in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall not indemnify a Director or officer: **(a)** in connection with a preceding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or **(b)** in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in his official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director. The Corporation shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or officer was a party because he is or was a Director or officer of the Corporation against reasonable expenses actually incurred by the Director or officer in connection with the proceeding.

The Corporation also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has served or is serving **(i)** in such capacity at the request of the Corporation in any

other corporation, partnership, joint venture, company, trust or other enterprise or **(ii)** as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended.

2. ADVANCE PAYMENT OF EXPENSES: Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses. Notwithstanding the provisions of the preceding paragraph, the Corporation shall, upon receipt of an undertaking by or on behalf of the Director or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of ARTICLE X unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses, pay expenses incurred by such Director or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

3. INSURANCE: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE XI

Contracts, Loans and Deposits

1. CONTRACTS: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. LOANS: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the Corporation to its Board members or officers.

3. CHECKS AND DRAFTS: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

4. DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board shall direct.

5. GIFTS: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII

Forbidden Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the Corporation shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property which it receives from any source, after the payment of all debts and obligations, back to the members in proportion to the amount of cumulative dues contributed to the Corporation if such is adopted as the Plan of Liquidation by the Board of Directors. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII

General Provisions

1. SEAL: The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

2. WAIVER OF NOTICE: Whenever any notice is required to be given to any member of the Corporation or any Board member under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3. AMENDMENTS: Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board members then holding office at any regular or special meeting of the Board. The Board of Directors shall have no power to adopt a bylaw providing for the management of the Corporation otherwise than by the Board or its Executive Committee. Notice to the Directors shall be provided by written copies of the proposed changes by any available means prior to the meeting where the changes will be considered for a vote by the Board.

4. BOOKS AND RECORDS: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board members and committees having any of the authority of the Board.

5. FISCAL YEAR: The fiscal year of the Corporation shall begin on the 1st day of July and end on the 31st day of June in each year.
6. GENDER: Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine, or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

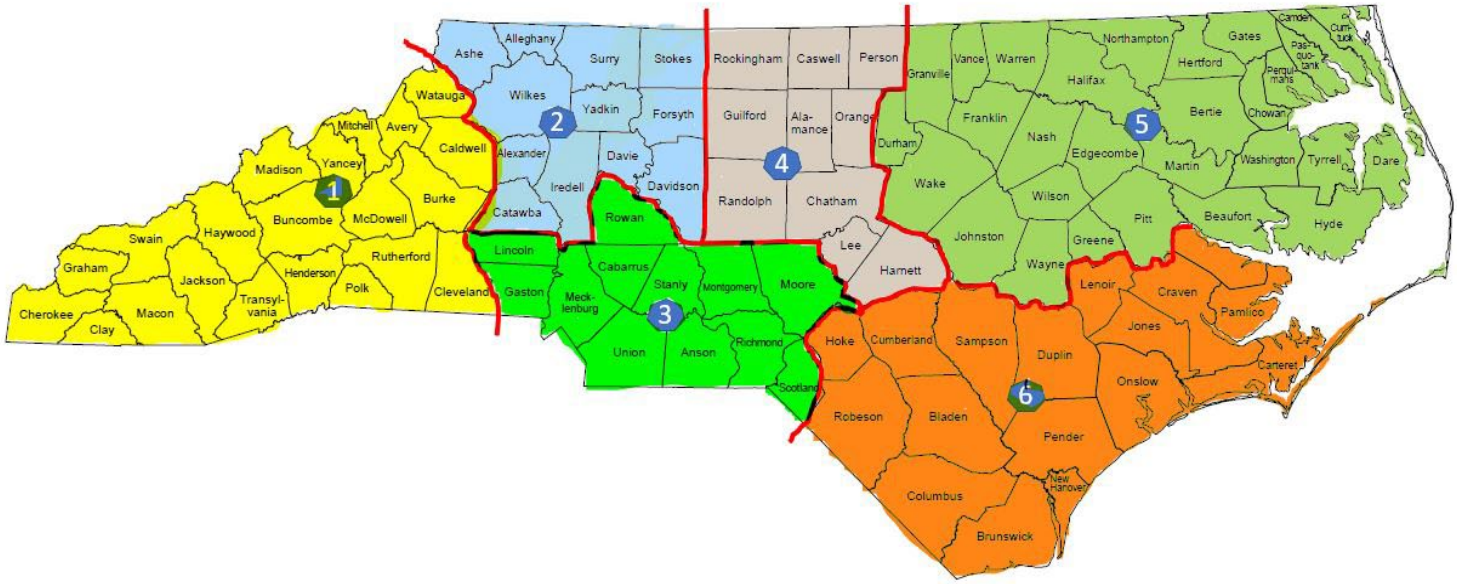
CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated bylaws of the NC Building Inspectors Association, Inc. were approved by the NCBIA membership on July 20th, 2021 and constitute a complete copy of the Bylaws of the corporation.

Secretary: _____

Date: _____

Appendix A



Bylaws Amendments by Year

2022 AMENDMENTS

July ____, 2022 changes (~~strike through~~ / underline)

ARTICLE VI

Directors

1. GENERAL POWERS: The management of the Corporation shall be vested in the Board of Directors. Members of the Board shall serve without pay. The Board of Directors shall have the power to make and amend rules and regulations pertaining to the operation of the Corporation and shall have the responsibility for the entire management of the affairs of the Corporation, except as may be otherwise provided in the Bylaws.

2. NUMBER, TERM: The number of Directors constituting the Board of Directors shall be (16) or (17) depending on whether the office of secretary treasurer is held by one or two people as specified in Article IX. Directors must be Inspection Members of the Corporation, or as Ex-Officio, either an Inspection member or Gold Medal Life Member. The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, six (6) District Directors, one (1) At-Large Director, and (5) Ex-Officio. With regards to the six (6) District Directors, one (1) Director shall be selected from each of the six districts shown on the Boundary Map. A copy of the current Boundary Map is attached hereto as Appendix A and incorporated herein. The Directors shall be divided into three classes. The terms of the President, President-Elect, the Vice-President~~, the Secretary, the Treasurer~~ and the At-Large Director shall be one (1) year. The terms of the Secretary and Treasurer shall be three (3) years. The terms of the six (6) District Directors shall be two (2) years with staggered start dates such that Districts 1, 3 and 5 start on odd years and Districts 2, 4 and 6 start on even years beginning with the election of District Directors at the 2022 annual conference. The terms of the Ex-Officio shall be five (5) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than eight consecutive years as a District Director.

2021 AMENDMENTS

July 20th, 2021 changes (~~strike through~~ / underline)

ARTICLE VI

Directors

2. NUMBER, TERM: The number of Directors constituting the Board of Directors shall be (~~15~~ 16) or (~~16~~ 17) depending on whether the office of secretary treasurer is held by one or two people as specified in Article IX. Directors must be Inspection Members of the Corporation, or as Ex-Officio, either an Inspection member or Gold Medal Life Member. The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, ~~five~~ six (~~5~~ 6) District Directors, one (1) At-Large Director, and (5) Ex-Officio. With regards to the ~~five~~ six (~~5~~ 6) District Directors, one (1) Director shall be selected from each of the ~~five~~ six districts shown on the Boundary Map. A copy of the current Boundary Map is attached hereto as Appendix A and incorporated herein. The Directors shall be divided into three classes. The terms of the President, President-Elect, the Vice-President, the Secretary, the Treasurer and the At-Large Director shall be one (1) year. The terms of the ~~five~~ six (~~5~~ 6) District Directors shall be two (2) years. The terms of the Ex-Officio shall be (5) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than eight consecutive years as a District Director.

2017 AMENDMENTS

July 18th, 2017 changes (~~strike through~~ / underline)

ARTICLE III

Offices

1. **THE PRINCIPAL OFFICE** of the Corporation shall be located at ~~322 Chapanoke Rd. Raleigh, NC 27603~~ the current office address of the NC Department of Insurance/OSFM, Engineering and Code Division.

2014 AMENDMENTS

October 25, 2014 changes (~~strike through~~ / underline)

ARTICLE IV

Membership

1. CLASS OF MEMBERSHIP: There shall be ~~two (2)~~ three (3) classes of membership in this Corporation: (i) Inspection Members, (ii) Gold Medal Life Member and (iii) Associate Members.

2. INSPECTION MEMBER: An Inspection Member is ~~an individual employed by~~ a Jurisdiction or unit of government such as the North Carolina Department of Insurance, cities, towns, counties, or other political subdivisions, along with its employees ~~and~~ holding a current ~~building~~ inspector certificate or performing administrative duties ~~to~~ including the supervision of building inspections. An inspection member shall assign a single voter designee who holds a currently building inspector's certificate.

3. GOLD MEDAL LIFE MEMBER: A Gold Medal Life Member is a retired Inspection Member who has received the Gold Medal Life Membership Award from the Association.

(Items 4-11 have been renumbered due to the addition of item #3)

ARTICLE VI

2. NUMBER, TERM: The number of Directors constituting the Board of Directors shall be (15) or (16) depending on whether the office of secretary treasurer is held by one or two people as specified in Article IX. Directors must be Inspection Members of the Corporation, or as Ex-Officio, either an Inspection member or Gold Medal Life Member. The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, five (5) District Directors, one (1) At-Large Director, and (5) Ex-Officio. With regard to the five (5) District Directors, one (1) Director shall be selected from each of the five districts shown on the Boundary Map. A copy of the current Boundary Map is attached hereto as Appendix A and incorporated herein. The Directors shall be divided into three classes. The terms of the President, President-Elect, the Vice-President, ~~the Secretary-Treasurer~~ the Secretary, the Treasurer, and the At-Large Director shall be one (1) year. The terms of the five (5) District Directors shall be two (2) years. The terms of the Ex-Officio shall be (5) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than eight consecutive years as a District Director.

4. RESIGNATION AND REMOVAL: Any Director may resign at any time by giving notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice. Board members may be removed from office with or without cause by **(1)** a vote of two-thirds **(2/3)** of the members of the Board at the annual meeting or a special meeting called for that purpose; or **(2)** a vote of two-thirds **(2/3)** of the Inspection Members at the annual meeting or a special meeting called for that purpose. If any Director is so removed, a new Director may be elected at the same meeting. Any Board member, after 180 days of leaving employment with a Jurisdiction or unit of government is no longer an Inspection Member of the corporation and shall be removed from office. A District Board Member must be reemployed within the district they represent within 180 days to retain the District Board seat.

ARTICLE VII

6. **INFORMAL ACTION BY DIRECTORS**: Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Additionally, action taken by a majority of the Directors or Executive Committee without a duly called meeting is nevertheless Board or an Executive Committee action if the action is approved by a majority of the Board at the next regular meeting of the Board to include informal action taken by electronic means such as text messaging or e-mail.

ARTICLE IX

Officers

1. **NUMBER**: The officers of the Corporation shall consist of a President, President-Elect, Vice-President~~, and~~ Secretary, and Treasurer. Any two or more offices may not be held by the same person, except as otherwise indicated in Article IX.

6. **SECRETARY ~~TREASURER~~**: The Secretary ~~Treasurer~~, who shall serve without compensation, shall keep accurate records of the acts and proceedings of all meetings of Directors. He shall give all notices required by law and by these Bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall sign such instruments as may require his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors. The Secretary can also serve in the dual position of Treasure as approved by the Board of Directors.

~~In addition, he shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in fund balance for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within three months after the end~~

~~of such fiscal year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.~~

7. **TREASURER**: ~~In addition, he~~ The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in fund balance for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within three months after the end of such fiscal year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors. The Treasurer can also serve in the dual position of Secretary as approved the Board of Directors.

ARTICLE XIII

6. GENDER: Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine, or ~~neuter~~ neutral gender, all singular words shall include the plural, and all plural words shall include the singular.

Added new certification section

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated bylaws of the NC Building Inspectors Association, Inc. were approved by the NCBIA board of Directors on _____, 2014 and constitute a complete copy of the Bylaws of the corporation.

Secretary: _____

Date: _____

2003 AMENDMENTS

May 21, 2003 Amendment (~~strike-through~~ / underline)

ARTICLE III

Offices

1. THE PRINCIPAL OFFICE of the Corporation shall be located at ~~410 North Boylan Avenue~~ 322 Chapanoke Rd Raleigh, NC 27603.

Directors

2. NUMBER, TERM: The number of Directors constituting the Board of Directors shall be ~~thirteen~~ fifteen ~~(13)~~ (15). Directors must be Inspection Members of the Corporation. The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary-Treasurer, five (5) District Directors, one (1) At-Large Director, and ~~three~~ five ~~(3)~~ (5) Ex-Officio. With regard to the five (5) District Directors, one (1) Director shall be selected from each of the five districts shown on the Boundary Map. A copy of the current Boundary Map is attached hereto as Appendix A and incorporated herein.

The Directors shall be divided into three classes. The terms of the President, President-Elect, the Vice-President, the Secretary-Treasurer, and the At-Large Director shall be one (1) year. The terms of the five (5) District Directors shall be two (2) years. The terms of the Ex-Officio shall be ~~three~~ five ~~(3)~~ (5) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than eight consecutive years as a District Director.

2002 AMENDMENTS

July 10, 2002 Amendment (~~strike-through~~ / underline)

ARTICLE VI

Directors

2. NUMBER, TERM: The number of Directors constituting the Board of Directors shall be ~~ten (10)~~ thirteen (13). Directors must be Inspection Members of the Corporation. The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary-Treasurer, ~~the immediate Past President~~, ~~and~~ five (5) ~~other~~ District Directors, one (1) At-Large Director, and three (3) Ex-Officio. With regard to the five (5) ~~other~~ District Directors, one (1) Director shall be selected from each of the five districts shown on the Boundary Map. A copy of the current Boundary Map is attached hereto as Appendix A and incorporated herein.

The Directors shall be divided into ~~two~~ three classes. The terms of the President, President-Elect, the Vice-President, the Secretary-Treasurer, and the ~~Immediate Past President~~ At-Large Director shall be one (1) year. The terms of the ~~other~~ five (5) District Directors shall be two (2) years. The terms of the Ex-Officio shall be three (3) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than eight consecutive years as a District Director.