

BYLAWS OF FINGER LAKES BUILDING OFFICIALS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

Adopted 1/14/2009

ARTICLE I

The name of the Corporation is Finger Lakes Building Officials Association, Inc.

ARTICLE II PURPOSES

The purpose of this corporation is educational in nature as set forth in the Certificate of Incorporation. The specific purposes are:

To encourage public acceptance of, and compliance with, the New York State Uniform Fire Prevention and Building Code and related standards for building materials, building equipment and construction methods that stress safety and conservation in construction.

To develop programs, literature, and other educational tools for the purpose of informing the general public and the membership of the Corporation of the constantly evolving changes in building practices and materials.

To provide a forum where code enforcement officials, builders, design professionals, and the general public can regularly exchange ideas, obtain general information regarding current interpretations and developments of laws related to building construction, fire safety, fire prevention, land use development, the use and storage of various materials and continuing general building maintenance.

To provide related support services for the membership and public.

The corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of its directors, officers or members. No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) and political campaigns on behalf of any candidate for public office.

ARTICLE III MEMBERSHIP AND DUES

1. Membership in the Corporation shall consist of two (2) sections as follows:

a.) Certified code enforcement officers employed by the State of New York or one of its political subdivisions and actively engaged in enforcing, teaching or promulgating the Code within the State of New York.

b.) Any other individual, partnership, association or corporation subscribing to the purposes of the corporation, i.e., members who are involved in activities, businesses or associations that are integrally connected to or supportive of building construction. This includes but is not limited to design professionals, product certifiers or testers, independent inspectors, material suppliers, general contractors, or others, provided that they can demonstrate that they meet the intent of this section. In addition, retired certified code enforcement officers shall be eligible under this section.

2. The Corporation may admit members at any time.

3. Only members in good standing of the corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

4. Each member of the corporation shall pay annual dues to the corporation in an amount to be determined by the Board of Directors.

ARTICLE IV MEETINGS OF MEMBERS

1. ANNUAL MEETING: The annual business meeting of the members of this corporation shall be held in December of each year at such time and place as the Board shall direct. Business transacted at the annual meeting shall include the election of those Board of Director seats, which are due to expire pursuant to Article V.

2. SPECIAL MEETINGS: Special meetings of the members shall be held when directed by the President or the Board of Directors.

3. PLACE: Meetings of the members may be held within the Finger Lakes Region of the State of New York.

4. NOTICE: Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than seven (7) days before the meeting, either personally or by first class mail, and/or by electronic mail, by or at the direction of the President, the membership secretary, or the officer or persons calling the meeting to each

member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership rolls of the Corporation, with postage thereon paid.

5. NOTICE OF ADJOURNED MEETINGS: When a meeting is adjourned to another place or time, it shall not be necessary to give any notice. If, however, after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each member of record on the new record date.

6. VOTING RECORD: The officers or agents having charge of the membership rolls of the corporation shall make, at least ten (10) days before each meeting of the members, a complete list of the membership entitled to vote at such meetings or any adjournment thereof, with the address of the member. The list, for a period of ten (10) days prior to such meeting, shall be kept on file at the recorded address of the membership secretary, and any member shall be entitled to inspect the list at any time during 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 the inspection of any member at any time during the meeting. If the requirements of this section have not been substantially complied with, the meeting on demand of any member in person, shall be adjourned until there is compliance with such requirements. If no demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

7. MEMBER QUORUM AND VOTING: A simple majority of the members present and entitled to vote, at either a meeting of the members or the respondents to a vote by mail shall constitute a quorum. If a quorum is either present or has responded by mail, the affirmative vote of the majority of the members represented at the meeting or responding by mail, and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law. After a quorum has been established at a members' meeting, the subsequent withdrawal of any member, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

8. VOTING OF MEMBERS: Each member entitled to vote in accordance with the terms and provisions of the Certificate of Incorporation and these bylaws, shall be entitled to one vote.

9. ELECTION OF DIRECTORS: Nominations for available director's seats shall be closed at the meeting immediately preceding the annual meeting of the Corporation. The recording secretary shall cause to be mailed to each member in good standing, a statement with the name of each candidate for the Board of Directors. A ballot vote of the members present at the annual meeting shall be held with the individuals obtaining the highest number of votes filling the vacant seat(s). Members not able to be present at the business meeting shall be able to request an absentee ballot, the form of which and the time frame for mailing and return of which shall be approved by the Board of Directors. Said absentee ballot shall be counted in the tabulation of ballots at the business meeting. An election committee as appointed by the president shall tabulate the ballots and report the results of the election to the Board of Directors immediately upon such tabulation. Newly elected directors shall take their posts pursuant to Article V.

ARTICLE V BOARD OF DIRECTORS

1. CORPORATE MANAGEMENT: All corporate powers shall be exercised by or subject to the authority of the Board of Directors. The business and affairs of the corporation shall be managed under the direction of the Board of Directors, which shall have the responsibility for carrying out the purposes for which the corporation is organized.

2. DUTIES OF THE BOARD OF DIRECTORS: The duties of the Board of Directors shall be (a) to transact necessary business in the intervals between meetings of the corporation and such other business as may be referred to it by the corporation; (b) to create standing committees; (c) to approve the plans or work of the standing committees; (d) to present, or to present through its designee, a report at the regular meetings of the corporation; (e) to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts; and (f) approve a budget for each fiscal year.

3. NUMBER AND TERMS OF OFFICE: The Board shall have at least five (5) but not more than nine (9) directors. Within the limits provided herein, the Board may increase or decrease the number of Directors.

A.) Five (5) of the Directors shall be elected from the section of members described in subparagraph a of paragraph 1. of Article III. Of the three (3) directors first elected from such section, one (1) such director shall serve for a term ending one year from the date of election, one such director shall serve for a term ending two years from the date of election, and one such director shall serve for a term of three years from the date of election. Their successors shall serve for terms of three years each.

B.) No more than four (4) of the directors may be elected from the section of members described in subparagraph b of paragraph 1. of Article III. Of the two directors first elected from such section, one such director shall serve for a term of two years and one such director shall serve for a term of three years. Their successors shall serve for a term of three years.

C.) (Reserved)

D.) Directors shall continue in office until their successors have been elected. In the event of a vacancy occurring in the office of a director by death, resignation, or otherwise, a successor shall be elected by the membership in the manner as the director vacating the office for the unexpired term. The Directors may elect a chairman.

4. VACANCY: Vacancies in the Board occurring as a result of death, resignation or removal from office may be filled by the affirmative vote of a majority of the membership. A director elected to fill a vacancy shall hold office for the unexpired term. Any member of the Board of Directors may resign by delivering his or her written resignation to the President or the recording secretary. If any member shall fail to attend three (3) consecutive meetings without an excuse accepted as satisfactory by the Board of Directors, such member shall be deemed to have resigned.

5. COMPENSATION: The Board of Directors shall serve without compensation.

6. DUTIES OF DIRECTORS: A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one (1) or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the manners presented.

(b) counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or.

(c) a committee of the Board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or by the BYLAWS, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted. A person who performs his or her duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

7. PRESUMPTION OF ASSENT: A director of the corporation who is present at a meeting of its directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

8. REMOVAL OF DIRECTORS: At a meeting of members called expressly for that purpose, any director elected by the members of the corporation may be removed, with cause, by a vote of the majority of the members then entitled to vote at an election of directors.

9. QUORUM AND VOTING: A majority of the number of directors fixed by the vote of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

10. EXECUTIVE AND OTHER COMMITTEES: The directors, by resolution adopted by a quorum of the full Board of Directors, may designate from among the general membership an executive committee and other committees and each such committee shall serve at the pleasure of the Board with the authority contained in the New York State law. The Board, by resolution, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

11. REGULAR MEETINGS: A regular meeting of the directors shall be held with notice as specified in Section 13, within 60 days following the annual meeting of the members.

12. SPECIAL MEETINGS: Special meetings of the directors may be called by the President or any two directors. The person or persons authorized to call special

meetings of the directors may fix the place for holding any special meeting of the directors called by them. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

13. NOTICE: Written notice of time and place of special meetings of the directors shall be given to each director either by personal delivery or by mail, fax or Email at least two days before the meeting. Notice need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The business to be transacted at or the purpose of any special meeting of the directors shall be specified in the written waiver of notice.

14. ACTION WITHOUT A MEETING: If no regular or special meeting has been held, any action required to be taken at a meeting of the directors of a corporation, or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE VI OFFICERS

1. OFFICERS: The officers of this corporation shall consist of a president, 1st vice president, 2nd vice president, recording secretary, membership secretary and treasurer, each of whom shall be elected by the Board of Directors and may be members of the Board. The immediate past president shall also be deemed to be an officer of this corporation. The Board of Directors shall elect officers of the corporation annually at a meeting designated by the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death, resignation, or until he shall have been removed in a manner provided herein.

2. DUTIES OF THE OFFICERS: The officers of this corporation shall have the following duties:

THE PRESIDENT shall be the chief executive officer of the corporation, shall

have general and active management of the business and affairs of the corporation subject to the directions of the Board of Directors, shall preside at all meetings of the members and Board of Directors and shall be an ex officio member of all committees with the exception of the nominating committee. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these BYLAWS, the president may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the recording secretary, or any other officer thereunto authorized by the Board of Directors according to the requirements of the form of the instrument.

THE 1st VICE PRESIDENT shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned by the Board of Directors, including but not limited to all matters related to membership. In the absence of the president or in the event of his or her inability or refusal to act, the 1st vice president shall perform the duties of the president and when so acting shall have the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these BYLAWS, the 1st vice president may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the recording secretary, and assistant secretary or any other officer thereunto authorized by the Board of Directors according to the requirements of the form of the instrument.

THE 2nd VICE PRESIDENT shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned by the Board of Directors. He or she shall specifically act as the education officer of the corporation and shall be made responsible for the educational activities of the corporation. He or she may preside over the disbursement of any funds expended for the education of the organization, including any funds dedicated to any scholarships or grants at the direction of the Board of Directors and in cooperation with the Treasurer of the Corporation.

THE RECORDING SECRETARY shall maintain all of the corporate records except the financial records; shall record the minutes of all meetings of the members and Board of Directors, and shall distribute same in a timely fashion, and perform such other duties as may be prescribed by the Board of Directors or the president.

THE MEMBERSHIP SECRETARY shall be responsible for correspondence by the Corporation which is not the responsibility of the recording secretary pursuant to the terms of these BYLAWS or the direction of the Board of Directors; shall maintain the membership roster of the corporation and shall keep a current membership roster on file with the recording secretary at all times, and send or cause to be sent all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the president.

THE TREASURER shall have the custody of the corporate funds and financial records; shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the members and whenever else required by the Board of Directors or the president; and shall perform such other duties as may be prescribed by the Board of Directors or the president.

THE IMMEDIATE PAST PRESIDENT shall provide advice and counsel to the President and the Board of Directors, and shall be assigned special projects as may be required by the president.

3. REMOVAL: Any officer or agent elected or appointed by the directors may be removed whenever in the Board's judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed.

ARTICLE VII CERTIFICATES OF MEMBERSHIP

1. ISSUANCE: Every member in this corporation shall be entitled to have a certificate representing his or her membership.

ARTICLE VIII BOOKS AND RECORDS

This corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, directors and committees of directors upon the terms and conditions provided by law.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE X CORPORATE SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, year of incorporation and the words "corporate seal".

ARTICLE XI AMENDMENT

These BYLAWS may be repealed or amended and new BYLAWS adopted by either a vote of the majority of directors elected and holding office or a vote of a majority of the membership of the corporation, but the directors may not amend or repeal any bylaw adopted by members if the members specifically provide such bylaw shall not be subject to amendment or repeal by the directors. All amendments shall be recorded, including both the means of adoption and the date thereof.

(1/14/2009)