

# **MBCIA**

# **BY-LAWS**



# **2014**

## **OFFICERS 2012-2014**

**PRESIDENT..... Scott Lambiase**

**VICE PRESIDENT..... Daniel Sullivan**

**TREASURER.....John Clancy**

**SECRETARY.....Scott Vandewalle**

## **DIRECTORS**

**Gerald Brown**

**Scott Hammond**

**Sam Joslin**

**John Luther**

**Jeffrey Richards**

**Ken Ward**

**Richard Wakem ..... PAST PRESIDENT**

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## ARTICLES OF INCORPORATION:

**MASSACHUSETTS  
BUILDING COMMISSIONERS  
AND  
INSPECTORS ASSOCIATION  
INCORPORATED**

**THE COMMONWEALTH OF  
MASSACHUSETTS**

Be it Know; that whereas Gordan Robertson 790 Allen Street, Springfield; Leigh F. Morgan, 896 Allen Street, Springfield; John J. Terry, 29 Fairfield Street, Cambridge; J. Wallace McDonald, 74 Richardson Road, Lynn; Arthur W. Smiley, 4 New Hampshire Ave., Haverhill; Arthur T. Guptill, 33 Park Street, Malden; William H. Callahan, 26 Sandborn Street, Lawrence; Patrick J. Murphy, 25 Dracut Street, Lawrence; Thomas J. Logan, 40 Acacia Street, Fall River; Walter L. Hardy, 153 W. Chestnut Street, Brockton; Hugh H. Boyd, 26 Buckingham Road, Wollaston; Willard Hedlund, 11 Buckingham Street, Worcester; Fredrick R. Ripley, 54 Oaklawn Street, New Bedford, have Associated themselves with the intention of forming a corporation under the name of Massachusetts Building Commissioners and Inspectors Association, Inc for the following purposes: to establish, foster and maintain social and literary interest; to collect and disseminate all matters of interest to the membership and allied trades; to broaden and expand the acquaintance of the membership; and to promote good fellowship among its members. The above has complied with the provisions of the Statutes of this Commonwealth in such case made and provided, as appears from the Articles of Organization of said Corporation, duly approved by the Commissioner of Corporations and Taxation and recorded in this office.

Now, therefore, I, Frederick W. Cook, Secretary of the Commonwealth of Massachusetts, Do Hereby Certify that said Gordan Robertson, Leigh F. Morgan, John J. Terry, J. Wallace **McDonald**, **Arthur** W. Smiley, Arthur B. Guptill, William H. Callahan, Patrick J. Murphy, Thomas J. Logan Walter L. Hardy, Hugh H. Boyd, William Hedlund and Fredrick R. Ripley, their associates and successors, are legally organized and established as , and hereby made and existing corporation as of October 4, 1939 under the name Massachusetts Building Commissioners and Inspectors Association, Inc. with the powers, rights, and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

WITNESS my official signature hereunto subscribed and the Great Seal of the Commonwealth of Massachusetts hereunto affixed this Fifteenth day of November, 1939.

F. W. Cook / Secretary of the Commonwealth.

## **RECORD OF FIRST MEETING:**

Record of the First Meeting of the Incorporators of the Massachusetts Building Commissioners and Inspectors Association Inc.

At a meeting held at Worcester, Massachusetts on October 4, 1939, with Willard Hedlund in the chair, it was unanimously decided to form a corporation in accordance with the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts and the Acts and Amendments therefore and in addition thereto. The purpose of said corporation shall be: to establish, foster and maintain social interest; to collect and disseminate all matters of interest to the membership and allied trades; to broaden and expand the acquaintance of the membership and to promote good fellowship among its membership.

Upon a motion duly made and seconded, it was VOTED:  
To proceed by ballot with the election of a temporary clerk.

The total number of ballots cast was five, all of which were to Hugh H. Boyd, upon thereupon accepted his election. The temporary was then sworn according to the record of his oath.

### **COMMONWEALTH OF MASSACHUSETTS**

Suffolk, ss

Boston, Massachusetts

Then personally appeared Hugh H. Boyd, temporary clerk of the first meeting of the incorporators of the Massachusetts Building Commissioners and Inspectors Association, Inc. and made oath that he would faithfully and impartially perform the duties of said office.

Before me, October 4, 1939.

CATHERINE F. BROSNIHAM  
Notary Public

Upon a motion duly made and seconded, it was VOTED:

To proceed with the election of a Board of Directors, consisting of seven members. Willard Hedlund was nominated for a director and upon a ballot vote being taken, there were five votes cast, all of which were for Willard Hedlund, who was thereupon declared elected. Thomas J. Logan was nominated and upon a ballot vote being taken there were five votes cast, all of which were for Thomas J. Logan, who was thereupon declared elected. Gordan Robertson was nominated for a director and upon a ballot vote being taken, there were five votes cast, all of which were for Gordan Robertson, who was thereupon declared elected. Arthur W. Smiley was nominated for a director and upon a ballot vote being taken, there were five votes cast, all of which were for Arthur W. Smiley, who was thereupon declared elected. Patrick J. Murphy was nominated for a director and upon a

Massachusetts Building Commissioners and Inspectors Association Inc.

ballot vote being taken, there were five votes cast, all of which were for Patrick J. Murphy who was thereupon declared elected. John J. Tracy was nominated for a director and upon a ballot vote being taken, there were five votes cast, all of which were for John J. Tracy who was declared elected. Arthur J. Guptill was then nominated for a director and upon a ballot vote being taken, there were five votes cast, all of which were for Arthur J. Guptill, who was thereupon declared elected.

Upon a motion duly made and seconded, it was VOTED:

To proceed by ballot with the elections of a temporary chairman. The whole number of ballots cast was five, all of which was for Willard Hedlud, who was declared elected, accepted his election and entered upon the discharge of the duties of his office.

Upon a motion duly made and seconded, it was VOTED:

To adjourn

HUGH H. BOYD

Temporary Clerk.

The following By-laws were submitted for acceptance, and after consideration of the same, it was duly moved, seconded and VOTED that the following By-laws be and are hereby adopted.

# BY-LAWS

## ARTICLE 1

### NAME

The association shall be known as the Massachusetts Building Commissioners and Inspectors Association, Incorporated.

## ARTICLE 2

### PURPOSE

The purpose of the association shall be to establish foster and maintain social and professional interests; to collect and disseminate all matters of interest to the membership and allied trades; to broaden and expand the knowledge and education of the membership and to promote good fellowship; to develop and disseminate a comprehensive Mission Statement along with Goals and Objectives for the benefit of all the Building Officials of Massachusetts.

## ARTICLE 3

### Membership Classification and Eligibility

**[a] Active Membership:** Building Commissioners or Inspector of Buildings, Local Inspectors and officials of the like capacity of the Commonwealth of Massachusetts approved by the Membership Committee are eligible for Active Membership. Active members who are not employed in the above capacity for a period of two (2) years shall cease to be an active member.

**[b] Honorary Membership:** A member in good standing for ten years, who retires as a Building Official and any person meriting the gratitude or recognition of the Association as are approved by the Board may be eligible for Honorary Membership by a vote of the Membership. An Honorary Member shall not have a vote except those who are retired Building Officials.

**[c] Associate Membership:** Any business firm or individual engaged in trades allied to our purpose are eligible for associate membership subject to the approval of the Board of Directors and vote of the membership. An associate member shall not have a vote.

## **ARTICLE 4**

### **Membership Application**

[a] Active Membership: Every application must contain the recommendation of at least one member of the Association. Such application shall be referred to a committee of three members of the association appointed by the President, which committee shall be known as the Membership Committee; and shall report their findings at the next regular meeting. The Membership Committee shall accept applications with credentials for active membership in accordance with the Acts of 1973, Chapter 1152, regulating the qualifications of a State and Local Building Officials. Should one member in good standing protest against the acceptance of an applicant, the protest shall be referred to the Membership Committee for investigation and report. The protester shall not be required to give any reason for his protest in an open meeting but may be required to appear before the Membership Committee and give testimony relative thereto. It shall be the duty of all members to thus protect the Association against undesirable membership, but the grounds for such protest shall be other than for personal enmity.

[b] Honorary Membership: Application not required.

[c] Associate Membership: Every application shall be submitted to the Board of Directors for their recommendation and be approved by the vote of the membership.

## **ARTICLE 5**

### **Board of Directors Meeting**

The Board of Directors shall meet Monthly, for the proper transaction of the business of the Association. The time and place of the meeting shall be decided by the President and the Board of Directors. The President shall notify each board member of, (1) meeting place, (2) meeting date and time and, (3) forward a copy of the proposed agenda for said meeting. Directors meetings shall be conducted in accordance with the current edition of Roberts Rules of Order. Unless otherwise provided for by this By-Law.



## **ARTICLE 6**

### **SUSPENSIONS**

[a] a member who is on arrears by account of nonpayment of dues for a period of one (1) year shall not be entitled to vote. The Treasure shall notify any member one (1) year or more in arrears, if payment is not made, the member shall be suspended until payment is made.

[b] the Board of Directors may suspend any member for cause who has demonstrated disregard for the by-laws and objectives of the Association.

[c] all Board and Committee Members shall be subject to the MBCIA Conflict of Interest Policy. Every member shall disclose any potential conflict with the MBCIA Board of Directors policies (on a form established by the Board) prior to representing the Association at any meetings and/or making decisions for this Association where he/she would appear to have a conflict of interest based upon relationships, monetary gains, etc.

The member shall request the Conflict of Interest Form from the Secretary. All Conflict of Interest Forms submitted to the Board shall be kept by the Secretary. The member must give reasons, relationships involved and if necessary recluse himself/herself from any discussion and decision making relative to the potential conflict.

Board shall develop Conflict of Interest Form

## **ARTICLE 7**

### **REINSTATEMENTS**

A former member of this Association whose membership has been severed for any reason whatsoever and who desires to be reinstated may make application in the regular form. The application shall be referred to the Membership Committee. If the suspension was for the nonpayment of dues, all dues then in arrears must accompany the application.

## **ARTICLE 8**

### **INITIATION FEE**

The initiation fee for membership shall be thirty dollars (30.00) and must accompany the application.

## **ARTICLE 9**

### **DUES**

[a] Active membership: The dues shall be Seventy Five (\$75.00) per annum payable in advance effective July 1, 2015.

[b] Honorary Membership: There shall be no dues for Honorary Membership.

[c] Associate Membership: The dues shall be Seventy Five (\$75.00) per annum payable in advance effective July 1, 2015.

Ten dollars (\$10.00) from each membership dues received shall be deposited in the Scholarship Fund.

## **ARTICLE 10**

### **GENERAL FUNDS**

All receipts of the Association shall be kept in an account in the name of the Association and shall be known as the General Fund. Said fund shall be raised and maintained in the manner specified in these By-Laws. All receipts from dues, social events, entertainments, and the net profits from all committees and all other receipts of the Associations shall be received and paid into the General Fund. The General Fund shall be used to pay all necessary expenses for the general maintenance of the Association. All monies belonging to the General Fund shall be deposited in a bank or banks designated by the Treasurer of the Association.

## **ARTICLE 10.1**

### **SCHOLARSHIP FUND**

1. That a sum of money determined never to be less than (\$45,000) Forty-Five Thousand dollars, be set aside in a dedicated account / accounts. These account/accounts to be hereafter knownn as the Scholarship Fund. No more than (75%) Seventy Five percent of the interest of this Fund may be used for scholarships and grants. Further, that the remaining (25%) Twenty Five Percent of the interest paid from this Fund shall be allocated and dedicated to the increase of the principal of the Scholarship Fund.
2. That the Scholarship Committee consisting of three (3) members of this Association be appointed by the President and approved by the Board of Directors in accordance to Article\_12.1. Two members from the current Board of Directors and one from the membership at large. Each member to serve for a term of three years. Initial appointments to be made so that only one

member annually. (3-2-1) It shall be the responsibility of this committee to award the following scholarships and grants annually.

3. That the disbursements from the Scholarship Fund may be allocated, distributed and prioritized in the following manner.
  - a) That a minimum of two (2) scholarships be awarded annually to a son, daughter, grandson or granddaughter of an active or retired Building Official. To qualify, a Building Official must have been a member of this association for three (3) consecutive years with all dues paid up to date. Retired Building Officials are exempted from paying dues.
  - b) That in the absence of the applications of the above category being fulfilled, it shall be at the discretion of the Board of Directors to instruct the Scholarship Committee to award the available scholarships to a deserving student entering into a field of study consistent with our profession.
  - c) That two (2) grants be given annually to each of two (2) Technical/Vocational School to be given in the name of this Association. These grants are to be only awarded to students who are pursuing courses which are related to the construction industry and who intend to pursue careers in fields which are related to the construction industry. These grants could be used to purchase equipment or tools in lieu of further education at the recommendation of school officials.
  - d) That grants be awarded to Building Officials (as funds are available) to attend the New England Municipal Building Officials Seminar, International Code Council Meetings and the Eastern States Building Officials Federation School. These grants in total not to exceed Three Thousand Dollars (\$3,000) in any given year. To qualify for these grants, a Building Official must be current in his/her dues and provide documentary evidence that he/she will not be supported financially by their municipality.
  - e) That grants be awarded to active Building Officials meeting the criteria in (a) above to offset tuition funding for those pursuing a degree program in a construction related field at the associate or bachelor level. The grant is not to exceed one thousand (\$1,000) dollars per year per individual and the awarded must demonstrate that he/she is a student in good standing and is maintaining acceptable academic standards. A maximum of two thousand (\$2,000) dollars can be expended on this program per year.

## **ARTICLE 11**

### **MEMBERSHIP BOOK**

The Association may publish a membership book which may contain a roster of Officers, Committees and committee reports, General Membership, Annual Budgets, Financial Statements, Board Policies, and any pertinent changes in statutory requirement

## **ARTICLE 12**

### **OFFICERS**

The Officers of the Association shall consist of a President, Vice-President, Secretary and a Treasurer. Each shall be an active member of the Association and currently employed as a Building Official in a Town, City, State or Regional District. Nominations shall be submitted to the membership by a duly appointed Nomination Committee to select candidates, which in turn will be reported to the membership at the Annual Meeting and Elections. The nominee for President must be an Active Member and have served one full term as Vice-President or Director. The Nominees for Vice-President, Secretary and Treasurer, must be active members and must have served one full term as a Director in the Association. The Board of Directors shall consist of the immediate past President, the President, Vice-President, Secretary, Treasurer and six (6) other duly elected members as Directors. The members who serve as Directors must be active members who are currently employed as a Building Official in a Town, City, State or Regional District. If any Officer, member of the Board of Directors, or members of a committee absents themselves from two meeting of same without proper and sufficient reason, which proper and sufficient reason shall lie entirely within the discretion and determination of the President and the Board of Directors, his/her place shall be declared vacant and shall be filled by the Board of Directors.

## **ARTICLE 12.1**

### **COMMITTEES**

The Association shall have but not be limited to the following active committees:

Education  
Education Certification  
Nomination  
Membership  
Web Site  
By-Law  
Legislative  
Scholarship  
Scholarship Fundraising  
Golf Tournament  
Family Day  
Investment Fund  
Eastern Building Officials Federation  
New England Municipal Building Officials  
Construction Supervisor License  
International Code Council (Region 6)

There shall be a minimum of three (3) active members and/or Past Presidents on all committees. Each committee shall have a chairperson and secretary which shall be active members and/or Past Presidents. Associate members can serve on committees. All committee members shall be appointed by the President and approved by no less than a two-thirds (2/3) vote of the Board of Directors. Committees shall record all proceedings (take minutes) and submit them to the Board of Directors within 14 days of their meeting. The Board shall draft and update committee's description, goals, objectives, time commitments, requirements, etc. This information shall be distributed to the membership on a regular basis.

Committees are required to report their business to the General Membership as warranted. This is meant to inform the members of the ongoing business of the Association. In addition, each committee chairperson shall make a report of their respective committee business at the Annual Business Meeting each September in accordance with Article 15 #7.

The Board shall have the authority to remove any committee member for cause (in accordance with Article 6 b) who has demonstrated disregard for the By-Laws and objectives of the Association.

## **ARTICLE 12.2**

### **LIAISONS**

The Association shall have active Liaisons to the following professional organizations:

Fire Chiefs Association of Massachusetts  
Massachusetts Fire Prevention Association  
Commonwealth of Massachusetts Fire Services  
Board of Building Regulations and Standard  
Board of Electrical Examiners  
Board of Plumbing Examiners  
Elevator Board  
Architectural Access Board  
America Institute of Architects (Boston Society of Architects)  
Massachusetts Professional Engineers  
International Code Council  
Region 6 – International Code Council (NERC)  
BAGB – Builders Association of Greater Boston

Liaisons shall be active members or Past Presidents of the Association. All Liaisons shall be appointed by the President and approved by no less than a two-thirds (2/3) vote of the Board of Directors. Liaisons shall report all business to the Board of Directors within 30 days of any meeting, communications, reports, etc.

Liaisons are required to make a report to the General Membership as warranted. This is meant to inform the members of the ongoing business/relationships between the MBCIA and other organizations. In addition, each Liaison shall make a report of their respective business at the Annual Business Meeting each September in accordance with Article 15 #7

The Board shall have the authority to remove any Liaison for cause (in accordance with Article 6 ) who has demonstrated disregard for the By-Laws and objective of the Association.

## ARTICLE 13

### DUTIES OF OFFICERS

**PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Association and to enforce due observance of the By-Laws, rules and regulations of this Association; to require all Officers to perform their respective duties; to appoint all committees and liaisons and submit a list to the Board of Directors for approval during his / her tenure; to cast a deciding vote in a case of a tie; to place all nominations and appeals before the Association for its consideration; and to call special meetings at any time, if in his / her discretion, deems it for the best interest of the Association to do so. Ten members in good standing may call a special meeting if, in their judgment, it is deemed necessary. The President shall perform such other duties as usually pertain to the office of the president in like associations. He / She shall be ex-officio member of all committees and shall have a vote therein.

**VICE-PRESIDENT:** The Vice-President shall assist the President in the performance of his/her duties and in the absence of the President shall preside. In the event of a vacancy in the office of the President, the Vice-President shall succeed to such office until the next ~~regular~~ annual meeting or until the election herein before provided for shall be held and a new President shall be installed in the vacant office.

**SECRETARY:** The Secretary shall keep correct and accurate minutes of all transactions of the Association; keep a role of the members with their addresses and dates of admission; notify all members of the appointments to committees, notify all committees of meetings; shall be web master and keep and maintain the association web site at the direction of the Web Site Committee; and perform such other duties as may be required by the office of the Secretary. The Secretary's books shall at all times be open to inspection of the President, Vice-President, or upon request by any committee member authorized by these By-Laws or by a resolution by the Association. At the expiration of the term, the Secretary shall deliver up to the successor all books, papers records and other property of the Association in his/her possession.

**TREASURER:** The Treasurer shall have custody of all funds of the Association. He / She shall receive all monies, keep a true account of all monies received and disbursed; pay all bills after they have been approved by the Board, shall file an annual report to the Department of Corporations and

Taxation in the manner prescribed by law. He / She shall annually render a full and detailed statement of the financial condition of the Association as well as all monies received and expended. He / She shall be audited on a yearly basis. The treasurer shall be bonded in the amount of the minimum of the total balance of Association Fund for the faithful performance of his/her duties, provided, however that the cost of the bond shall be borne by the Association. At the end of the term of office he/she shall render an account as of such date and deliver up to the successor all monies, books, papers and other property of the Association in possession. He / She shall be ex-officio, a member of all committees.

**BOARD OF DIRECTORS:** The Board of Directors shall have general charge of all of the affairs of the Association and during the time intervening between the adjournment of one annual meeting and the opening of the next, it shall in connection with the President, have the entire control of the affairs of the Association. It shall at such times authorize and direct the contracting of all debits and provide means for their payment. No contract, debt, or other obligation or agreement shall be entered into on behalf of the Association by any officer, Committee or Board without the signatures of the President and the Treasurer and others as authorized by the Board of Directors, excepting in such as cases as are otherwise provided for in these By-Laws. It shall fill all vacancies in any office or committee. It shall have the power to instruct the President to call special meetings of the Board of the Association; and perform all other duties required of it by these By-Laws. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors shall meet at a time and place as it may select, when a meeting is called by the President.

## **ARTICLE 14**

### **REGULAR MEETINGS**

The Association shall conduct regular monthly meetings at such places as the Association shall designate and upon such dates as the Board of Directors shall determine. Notice of meetings shall be sent by e-mail at least five (5) days prior to the meeting. The notice shall include the place, time, and subject matter of said meeting.

## **ARTICLE 15**

### **ANNUAL MEETING**

The annual meeting shall be held in September of each year, at which time the election of officers and /or directors and the transaction of such other business as may be brought before it shall take place.

## **ARTICLE 15.1**

### **ORDER OF BUSINESS**

The order of business shall be as follows:

- 1) Call to Order.
- 2) Calling of the roll of Officers; determining of a quorum.
- 3) Reading of the minutes of the previous meeting.
- 4) Reception of the applications for membership.
- 5) Communications and bills.
- 6) Reports of Officers.
- 7) Reports of Committees.
- 8) Election of Directors and other Officers, the President first naming the tellers.
- 9) Unfinished Business.
- 10) New Business.
- 11) The good and welfare of the Association.
- 12) Adjournment.

## **ARTICLE 16**

### **EXPENSE OF OFFICERS**

All members of committees attending meetings of the same may be reimbursed for direct legitimate expenses while doing Association business.

## **ARTICLE 17**

### **AMENDMENTS**

These By-Laws or any part thereof may be amended as follows:

The proposed amendment shall be in writing and be presented at a regular or special meeting for consideration.

Notice of such proposed meeting shall be given to the members e-mail at least thirty (30) days previous to the meeting, at which meeting action will be taken and a vote of two-thirds of the members present and voting shall be necessary for adoption of such amendment.