



SOUTHEASTERN MASSACHUSETTS BUILDING OFFICIALS ASSOCIATION

Bylaws

Amendments
April 2010, February 2012, August 2017



**MASSACHUSETTS
FEDERATION OF
BUILDING OFFICIALS**

COMMONWEALTH OF MASSACHUSETTS
JOHN F. X. DAVOREN
Secretary of the Commonwealth
STATE HOUSE
BOSTON, MA 02133
ARTICLES OF ORGANIZATION
(UNDER GENERAL LAW CHAPTER 180)

INCORPORATORS

| NAME | RESIDENCE |
|-------------------|---|
| J. Herbert Wiggin | 27 Hartford St. Westwood, MA 02090 |
| Witmore Turner | 6 Cedar Lane Foxboro, MA 02035 |
| William Hulbig | 412 Clapboardtree St. Westwood, MA 02090 |
| Walter B. Roach | 94 So. Main St. Sharon, MA 02067 |
| Elliot S. Darrow | 2 Goodrich Pl. Sharon, MA 02067 |

The above incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of Mass. General Laws. Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

SOUTHEASTERN MASSACHUSETTS BUILDING OFFICIALS ASSOCIATION, INC.

2. The purpose for which the corporation is formed is as follows:

To protect the safety of the citizens of the Commonwealth of Massachusetts by promoting the uniform enforcement of all state laws and regulations, and all local by-laws or ordinances relating to, or regulating the use, construction, or inspection of buildings and other structures; to encourage and provide a forum for the free exchange of ideas and information among its members, and to the building trades; to promote safe and sound methods of construction; to encourage mutual assistance, friendly cooperation, and harmony among its members.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualifications and rights of the members of each class are as follows:

There shall be three classes of members:

Class A: Active Members

Any person who is an Inspector of Buildings, Building Commissioner or Local Inspector of a city or town of the Commonwealth, upon payment of such annual dues as the Board of Directors

may prescribe, shall be an active member of the corporation. Any such person shall continue to be an active member for such a term as he continues to be qualified and continues to pay dues. An Active Member shall have the right to vote at meetings of the membership and shall have the right to hold office.

Class B: Associate Members

Any person whose affiliation would be beneficial to both the Association and himself may apply for membership. Upon a vote of the majority of members present and voting at a membership meeting, such person shall be an Associate Member. Associate Members shall pay dues and have the right to vote at membership meetings.

Class C: Honorary Life Member

Any person, upon a vote of the majority of members present and voting at a membership meeting, shall be an Honorary Life Member of the Association. An Honorary Life Member shall continue as a member for the term of his/her natural life. An Honorary Life Member shall not hold any office, shall not be required to pay dues, but shall have the right to vote at membership meetings.

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for the limiting, defining, or regulation of the powers of its director or members, or of any class of members, are as follows:

POWERS

The corporation shall have, in furtherance of its purposes, the following powers in addition to those granted by law:

1. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use, and otherwise deal in and with real and personal property, or any interest therein, within the Commonwealth of Massachusetts.
2. To sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any part of its property, or any interest therein.
3. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use, and otherwise in and with, bonds, and other obligations, shares, or other securities or interests issued by others, including governmental bodies or agencies thereof, and other similar organizations.

4. To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations to mortgage, pledge, encumbrance of, or security interest in, all or any part of its property, or any interest therein.
5. To have and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation was formed.

Provided always that no part of the income of the corporation shall inure to the benefit of, or be distributed or distributable to its members, officers, or directors, except that the corporation shall be authorized to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of its purposes; and provided further that no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and provided further that it is recognized that influencing legislation is an integral part of the Association's being.

DISSOLUTION

The corporation may be dissolved by a majority vote of the Board of Directors, after notice to the membership, and after filing of a petition in the Supreme Judicial Court of the Commonwealth of Massachusetts requesting the disposal of its assets to or for such similar charitable purposes and organizations as the Supreme Judicial Court shall determine.

INDEMNIFICATION

Each Director, Officer, employee, and duly authorized agent of the corporation may be indemnified by the corporation against all expenses, except as stated below, reasonably incurred by him in connection with any action, suit, or proceeding to which he shall be made a party, or with which he shall be threatened, by reason of his being or having been a Director, Officer, employee, or agent at the time of incurring such expense. The expenses covered by the foregoing indemnity shall not include (a) expenses incurred in connection with any matters as to which such Director, Officer, or employee or agent shall be adjudicated from such action, suit, proceeding without such judgement being reversed, to be liable by reason of his having been guilty of willful misconduct in the performance of his duty as such Director, Officer, employee or agent in settlement of any such action, suit, proceeding or expenses incurred in connection with any matters which shall have been the subject of such action, suit or proceeding disposed of otherwise than on the merits, unless in the relation to such action, suit or proceeding, or such matters, such Director, Officer, employee or agent has not been guilty of willful misconduct in the performance of his duty as such Director, Officer, employee or agent and as to whether or not a Director, Officer, employee or agent has been guilty of willful misconduct in relation to such action suit or proceeding, or other matters, the Board of Directors and each Director may conclusively rely upon the opinion of such counsel as

approved by the Board of Directors. As used in this paragraph, the term “Director”, “Officer”, and “agent” shall include their respective heirs, executors, administrators, and successors. The use in this paragraph of the masculine gender of a pronoun shall include when appropriate the corresponding female and neuter pronoun. The foregoing right of indemnification shall be in addition to any right to which any Director or Officer shall otherwise be entitled to as a matter of law.

6. By-laws of the corporation have been duly adopted and the initial Directors, President, Treasurer and Clerk or other presiding, financial, or recording officers, whose names are set out below, have been duly elected.
7. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date (not more than 30 days after date of filing).
8. The following information shall not for any purpose be treated as a permanent part of the articles of organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:

Municipal Building, Hull, MA 02045

- b. The name, residence, and post office address of each of the initial directors and following Officers of the corporation are as follows:

| NAME | RESIDENCE | POST OFFICE ADDRESS |
|---------------------------|------------------------------------|--------------------------------------|
| Pres. Stanley MacLoud | 45 Revere St. Hull, MA 02045 | Municipal Building Hull, MA 02045 |
| Treas. Walter C. Rockwood | Main Street Walpole, MA 02081 | (same) |
| Clerk. Taylor Ahern | 65 Andrews Rd. Quincy, MA 02169 | 55 Sea Street Quincy, MA 02169 |

Directors: (or Officers having the power of Directors) above three plus the following:

| | | |
|-----------------------|-----------------------|--------------------|
| V. Pres. Kervyn Means | Municipal Bldg. | Hull, MA 02045 |
| William A. Archibald | 402 Essex St. | Weymouth, MA 02188 |
| William J. Hulbig | 412 Clapboardtree St. | Westwood, MA 02090 |
| Elliot S. Darrow | 2 Goodrich Pl. | Sharon, MA 02067 |

| | | |
|--------------------|-----------------|--------------------|
| Witmore Turner | 6 Cedar Lane | Foxboro, MA 02035 |
| J. Herbert Wiggin | 27 Hartford St. | Westwood, MA 02090 |
| Walter B. Roach | 94 So. Main St. | Sharon, MA 02067 |
| Chester Gardner | Fire Hdqtrs. | Walpole, MA 02081 |
| Dominic Douganiero | 369 Sherman St. | Canton, MA 02021 |

- c. The date initially adopted on which the corporation's fiscal year ends is:

September 30th

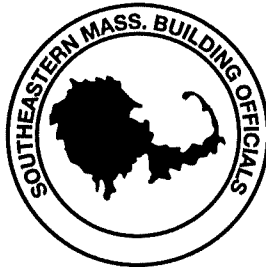
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

The second Wednesday in November of each year

- e. The name and business address of the resident agent, if any of the corporation is:

None

IN WITNESS THEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this twenty-second day of January, 1975.



BY-LAWS
OF
SOUTHEASTERN MASSACHUSETTS BUILDING OFFICIALS ASSOCIATION, INC.

ARTICLE I
Place Of Business, Seal, And Fiscal Year

Section 1. Place of business

The principal place of business of the Southeastern Massachusetts Building Officials Association, Inc. shall be the mailing address of the President.

Section 2. Seal

The seal of the corporation shall, subject to alteration by the Board of Directors, consist of a flat faced circular die with the word "Massachusetts" together with the name of the corporation, cut or engraved thereon.

Section 3. Fiscal year

The corporation's fiscal year shall terminate on the 30th day of September each year.

ARTICLE II
Membership and Meeting of the Members

Section 1. Membership

There shall be three classes of members:

Class A: Active Members

Any person who is an Inspector of Buildings, a Building Commissioner, or a Local Inspector of a city or town of the Commonwealth, upon payment of such annual dues as the Board of Directors may prescribe, shall be an active member of the corporation. Any such person shall continue to be an active member for such a term as he continues to be qualified and continues to pay dues. An active member shall have the right to vote at meetings of the membership, and shall have the right to hold office.

Class B: Associate Members

Any person whose affiliation would be beneficial to both the Association and himself may apply for membership. Upon a vote of the majority of members present and voting at a membership meeting, such person shall be an Associate Member. Associate Members shall pay dues and have the right to vote at membership meetings.

Class C: Honorary Life Members *(rev. February 2012)*

Any person, upon a vote of the majority of members present and voting at a membership meeting, shall be an Honorary Life Member of the Association. An Honorary Life Member shall continue as a member for the term of his/her natural life. An Honorary Life Member shall not hold any office but shall have the right to vote at membership meetings. Fees for annual dues and regular monthly meetings are waived for Honorary Life Members. A fee will be required for meals; materials needed for the training or for specialized training events.

Section 2. Annual Meeting *(rev. April 2010)*

The annual meeting will start with the election of officers if the bi-annual cycle falls within that year.

The purpose for which an annual meeting is to be held, additional to those prescribed by law, and by these By-laws, may be specified by the President, or by a majority of the Directors then in office, or by one or more members who are entitled to vote at the meeting.

With the exception of the bi-annual election meetings, if such an annual meeting is to be omitted on the herein provided date therefore, a special meeting of the members may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in these by-laws, except in this Section and in Section 4, of this Article II, to the annual meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes thereof shall be specified in the call, as provided in Section 3 of the Article II.

Section 3. Special Meeting

A special meeting of the members may be called at any time by the President or by a majority of the Directors then in office. A special meeting of the members shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by some other officer, upon written application of five or more members who are entitled to vote at the meeting. Such call shall state the time, place and purpose of the meeting.

Section 4. Assent in Lieu of Members Meeting

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the records of the meeting of members. Such assent shall be treated for all purposes as a vote at a meeting.

Section 5. Place of Meeting

Any special meeting of the members held in place of the annual meeting, and any other special meeting of the members, shall be held at such place as is stated in the call. Any adjourned session of any annual or special meeting of the members shall be held at such place as is designated in the vote of adjournment.

Section 6. Notice of Meetings (rev. April 2010)

A written notice of each meeting of members, stating the place, day and hour thereof and the purpose for which the meeting is called, shall be given at least seven days before the meeting to each member entitled to vote thereat by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his address as it appears on the books of the corporation or by electronic communication (email). Such notice shall be given by the Secretary, or in the case of death, absence, incapacity or refusal of the Secretary, by some other Officer or by a person designated either by the Secretary or by the person or persons calling the meeting or by the Board of Directors. No notice of the time, place, or purpose of any regular or special meeting of the members shall be required if every member entitled to notice thereof or his attorney thereunto authorized by a writing which is filed with the records of the meeting waives such notice.

Section 7. Quorum (rev. April 2010)

At any meeting of the members, a quorum for the election of any Officers or for the consideration of any question shall be **forty** members. In any case, any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

When a quorum for an election is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office, except where a larger vote is required by law or these by-laws.

Section 8. Voting

Each member present at a meeting of members shall be entitled to one vote. No member may vote by proxy or absentee ballot. Upon the motion duly made, seconded, and voted upon by a majority of members present and voting, the vote upon any question or election shall be cast by ballot.

ARTICLE III
Officers

The officers of the corporation shall be a President, Vice-President, Treasurer, a Secretary and a Board of Directors, four of whom shall be the above-named officers. All officers of the corporation must be active members. The Directors may also at any time and from time to time appoint an Assistant Treasurer and such other officers and agents as they shall determine. The same person shall not hold more than one office.

ARTICLE IV
Election and Designation of Officers

Section 1. Board of Directors (rev. Aug 9, 2017)

The Board of Directors shall be designated at the biennial meeting, and shall preside for a term of two years. The Board shall consist of the following persons: The President, the Vice-President, the Treasurer and the Secretary; the Past President for each of the previous four terms, four additional members, one to be named by each of the four past Presidents to serve for terms of two years.

Section 2. Election of Officers (rev. August 9, 2017)

The President, Vice-President, Treasurer and Secretary shall be elected by a plurality vote of the members present and voting at the annual meeting and shall serve for a term of two years. The

President, Vice-President, and the Secretary shall serve at maximum 2 elected consecutive terms in their respective position. The Vice President shall accept the position with the understanding that they may succeed the President. This assures the membership that the office of President will be filled with someone educated with the workings of the Board of Directors.

Section 3. Election Committee (added August 9, 2017)

An election committee, consisting of the immediate past President, the Secretary, and one member-at-large, shall coordinate and orchestrate the process of nominations, voting, and tabulation of results for the biennial elections.

Section 4. Election of Committee Chairperson (rev. August 9, 2017)

The Committee may elect a Chairperson for said Committee if one is not appointed by the Board of Directors. Said position shall serve a term of two years.

Section 5. Election of SEMBOA Representative to the Massachusetts Federation of Building Officials, Inc. (MFBO) Board of Directors (added August 9, 2017)

According to the bylaws of MFBO, SEMBOA shall be represented by the required number of positions and the President of SEMBOA to the Federation Board of Directors. The term of a Board member shall not exceed two (2) years without re-election.

ARTICLE V
The President

The President shall preside at all meetings of the members and of the Board of Directors at which he is present. The President shall be the chief executive officer of the corporation, and shall perform such duties as may be conferred upon him by the Board of Directors. The President, with the consent of a majority of the Directors, may designate the duties of any and all other officers. The President shall have the power to designate the depository of any and all funds of the corporation. The President shall have the power to expend up to one hundred dollars (\$100.00) of the funds of the corporation without prior consent or approval of either the Directors or members.

ARTICLE VI
The Vice-President

The Vice-President shall preside at all meetings of the members and the Board of Directors in the absence of the President. He shall perform such other duties as may be conferred on him by the Board of Directors or by the President.

ARTICLE VII
The Treasurer

The Treasurer shall have the custody of the funds and valuable papers of the corporation. He shall perform all other duties incidental to his office. He shall at all times be subject to the control and direction of the Board of Directors and if required by the Board of Directors shall give bond in such amount and with such sureties as shall be determined by the board. He shall perform such other duties as the President may confer upon him.

The Directors shall have the power to appoint an Assistant Treasurer, who may perform such duties as the Directors or the President may prescribe.

ARTICLE VIII
The Secretary
(rev. April 2010)

The Secretary shall keep an accurate record of the proceedings of all meetings of the members and the Board of Directors, which records he shall keep in his possession for the term of his office, and which he shall keep open for inspection at all reasonable times to any member. In the absence of the Secretary from any such meeting, a temporary secretary shall be chosen who shall record the proceeding thereof. The Secretary shall be a resident of the Commonwealth of Massachusetts, and shall be the officer designated as clerk in the Articles of Organization.

The Secretary shall also keep or cause to be kept the membership books of the corporation, which shall contain a complete list of all members and their residences, which he shall keep in his possession during the term of his office, and which he shall make available at all reasonable times for inspection by any member.

The Secretary shall also record all votes of the Board of Directors, and give all notices of meetings of the Board of Directors. In the absence of the Secretary from any meeting of the board, a Secretary pro-tem shall be chosen.

The Secretary shall perform such further duties as the President may confer upon him.

ARTICLE IX
Board of Directors

Section 1. Powers (rev. April 2010)

The Board of Directors shall exercise all the powers of the corporation except as otherwise required by law or these by-laws. The Directors as a board may appoint and remove at pleasure such employees other than Officers, and Officers for cause, as they shall see fit, shall have access to the books, vouchers and funds of the Treasurer, and shall fill all vacancies that may occur during the year in any office, except as provided in these by-laws, and may make for their own government such rules and regulations, not inconsistent with these by-laws, as they see fit. The Directors are authorized to spend up to two thousand and five hundred dollars (\$2,500.00) without authorization of the membership, by a vote of a majority of Directors present and voting at a meeting.

Section 2. Meetings of the Directors

Meetings of the Board of Directors shall be held on such dates and at such places and at such times as the board may vote from time to time. A regular meeting of the Board of Directors may be held without call or formal notice immediately before or after and at the same place as any meeting of the members.

Special meetings of the Board of Directors may be held at any time and at any place, when called by the President, the Treasurer, or three or more Directors, reasonable notice thereof being given to each Director by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by the Officer or Director calling the meeting, or without call or formal notice provided that all the Directors then in office waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a Director to send notice by mail at least 96 hours, or by telegram at least 48 hours, before the meeting, addressed to him at his usual or last known business or residence address or to give him a written notice at least 48 hours before the meeting.

Section 3. Assent in lieu of Directors Meeting

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting, if a written assent is signed by all of the Directors and such written assent is filed with the minutes of the meeting of the Directors.

Section 4. Quorum of Directors

At any meeting of the Board of Directors, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present and voting shall be requisite and sufficient to decide any question brought before such meeting, except in any case where a larger vote is required by law or these by-laws.

ARTICLE X
Resignations and Removals

Section 1. Resignations

Any Director or Officer may resign at any time by delivering his resignation in writing to the President or Secretary or to a meeting of the Board of Directors. The members may, at any meeting called for the purpose, by a vote of a majority entitled to vote at any election to the office in question, remove from office any Director or Officer one or more.

Section 2. Removals (rev. April 2010)

The Board of Directors may by vote of the majority of the Directors present and voting, terminate or modify the authority of any agent, Chairman of a Committee and remove any Officer which was elected or appointed or placed in said position by the Board of Directors. The Board of Directors must first notify any individual being reviewed for removal two weeks prior to any hearing held by the Directors.

Section 3. Committee Chairman (rev. April 2010)

The Chairman of a Committee, elected by the members of said Committee, can be removed by the members at the appropriate time of election or by just cause, provided that the members of said Committee notify that Chairman that said action is being taken two weeks prior to the vote of the members of said Committee.

ARTICLE XI
Vacancies

Section 1. The President

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to the restrictions upon the President.

Section 2. Officers and Directors (rev. April 2010)

If the office of any Director or Officer, except as noted above, becomes vacant by reason of death, resignation, removal or disqualification, a successor or successors may be elected by the Directors at a meeting called for the purpose, which may be the same meeting at which a former holder of such office was removed. Each such successor shall hold office for the unexpired term, and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its numbers as fixed by the members, provided there be at least nine Directors in office.

In case of the Member at Large, if a position becomes vacant by reason of death, resignation, removal or disqualification, a successor or successors may be elected by the Board of Directors at a meeting called for the purpose for which such successor shall hold office for the unexpired term until their term comes up for election.

ARTICLE XII
Execution of Papers

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, releases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the association shall be signed by the President and Treasurer.

ARTICLE XIII
Amendments

These by-laws may be altered, amended or repealed at any legal meeting of the members entitled to vote at which a quorum is present by a vote representing a majority of the members present and voting; provided notice is given in the call for the meeting that an alteration, amendment or repeal of the by-laws will be proposed.

