

**NORTH CAROLINA ASSOCIATION
of
ZONING OFFICIALS, Inc.**



CONSTITUTION/BYLAWS

**CONSTITUTION AND BYLAWS
OF THE
NORTH CAROLINA ASSOCIATION OF ZONING OFFICIALS, INC**

Article I - Name

The name of this organization shall be The North Carolina Association of Zoning Officials, Inc. (NCAZO) (hereinafter "Association" or "Corporation"). The street address and county of initial registered office and of the principal office of the Association is: 2343 Professional Drive, Rocky Mount, Nash County, North Carolina, P.O. Box 7100, Rocky Mount, Nash County, North Carolina 27804.

Article II – Purposes

The primary objectives of the Association shall be to encourage and promote the technical and legal quality of administration and of those engaged and interested in the field of Zoning Administration and Zoning Enforcement in the State of North Carolina; to aid in furthering public understanding and awareness in Zoning; and to speak as a representative of Zoning Administration and Zoning Enforcement in the State of North Carolina. To see that the private citizens and officials are more accurately informed as to reputable practices and interpretations of zoning problems involving the administration and enforcement of local Zoning Ordinances.

The intent of the Association shall always be to aid in the reputable and proper administration and enforcement of local Zoning Ordinances. The Association in the fulfillment of those purposes herein stated may affiliate with other Associations and Organizations.

The NCAZO is a non-profit corporation within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, member of the Board of Directors, officers, or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its nonprofit purposes and that the Association 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 municipalities and counties represented by the then current active members of the Association, currently paid, in proportion to the amount of cumulative dues contributed to the Association by said municipalities and counties. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt under § 501(c) (6) of the Code.

Article III - Territorial Limitations

The territorial limitations of this Association shall be that area located within the State of North Carolina.

Article IV - Membership

Membership in the Association shall be in the following categories:

a) Regular Membership

Regular membership shall be limited to N. C. Officials whose duties include enforcement and/or administration of Zoning Ordinances. Membership is required to obtain Certified Zoning Official (CZO) Certification.

b) Associate Membership

Associate membership shall be available to any person concerned with the enforcement or administration of land use development and related fields. Associate membership shall also be available to Zoning Board of Adjustment members, appointed members of a board associated with Planning, Zoning, Building, Land Development and Attorneys. Associate members shall have no voting privileges nor hold any office.

c) Honorary Membership

Honorary membership shall be awarded upon nomination and the affirmative vote of a two thirds (2/3) majority of the full Board of Directors to any person who has made an outstanding contribution to zoning code enforcement or to this association. Honorary members shall have no voting privileges nor hold any office.

d) Removal from Membership

Any member may be removed from membership by the affirmative vote of two-thirds (2/3) of those Board Members present in person at any regular or special meeting of the Board of Directors called for that purpose, for conduct detrimental to the interests and purposes of the Association. Any such member proposed to be removed shall be entitled to at least twenty (20) days notice in writing by mail of the meeting at which said removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Article V – Fiscal Year

• Section 5.1 - Fiscal Year

The fiscal year shall begin August 1st and end July 31st.

• Section 5.2 - Dues

The Board of Directors shall determine the amount of annual dues and late fees, which shall be based upon type of membership. Honorary members shall be exempt from paying dues. Membership dues are due and payable by March 31st of the current annual year. For any new member joining after June 30th of the annual year, the cost of dues will be half of the annual dues. (Amended 05/2016)

• Section 5.3 Delinquencies

Notification of outstanding dues shall be sent by the membership chair or designated agent to delinquent members not less than 30 days prior to being removed from the roster and considered suspended (dropped). If a member fails to pay their dues before March 31st of the current year, they will have their membership suspended (dropped). If a suspended (dropped) member rejoins at a later date, within the same calendar year, they will be required to pay the full (non-prorated) fee for a new membership. (Amended 05/2016)

Article VI - Board of Directors and Officers

• Section 6.1

The Association shall be governed by the Board of Directors. The Board shall consist of ten (10) members: Three (3) officers, President, 1st Vice President and 2nd Vice President; six (6) directors and a Treasurer. The Treasurer will be appointed by the Board. The Board of Directors will determine the exact qualifications for Treasurer. (Amended 02/2015)

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors. The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as such may be consistent with this Constitution and to the extent authorized or permitted by law. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall loans be made by the Association to its Board members or officers.

• Section 6.2

The State shall be divided into three districts known as Eastern, Central, and Western. The Board of Directors shall be comprised of one (1) Director representing each district, three (3) Directors at large, three (3) Officers at large and a Treasurer. A map of North Carolina showing the districts shall be made a part of this constitution and known as Addendum I. (Amended 02/2015)

In the event a Director from the Eastern, Central, or Western district should take a professional position in a district outside of the one they were elected or appointed to represent, the Board may allow that Director to finish the remainder of their term if the Board determines that person is fulfilling their responsibilities and he/she has approval and support to serve from their new employer. (Amended 02/2015)

- Section 6.3

From the full Board of Directors, the President shall appoint a Secretary who shall keep the minutes and records of all meetings of the Board of Directors and business sessions of the annual meeting and shall conduct the correspondence of the Association and the Board. The secretary shall provide and maintain Board of Directors notebooks and Policy Manual. The President shall also appoint a Chairperson to each of the standing Committees, which shall be, Legislation, Membership, Nomination, Program, Education/Publicity, and Certification. The President shall be the Chair of the Nomination Committee and the 2nd Vice President shall be the liaison person to the Certification Committee and will be an ex officio member of that committee. (See Article IX Sec. 9.3).

Article VII - Nomination and Election

- Section 7.1

Officers and Directors of the Association shall be elected by a majority vote of regular members eligible to vote. At least ninety (90) days prior to the annual meeting, the President shall appoint a Nominating Committee of at least three (3) regular members, the 1st Vice President and 2nd Vice President. The Nominating Committee shall submit nominations for each of the positions of officer or director for which an annual election is to be held by the Association. Nominees shall be listed in a notice and a copy of the notice shall be sent by email to each regular member no later than thirty (30) days prior to the annual meeting of the Association. This will prohibit nomination from the floor. (Amended 02/2015)

- Section 7.2

Only regular members are eligible to be nominated for director positions.

Only regular members that have served on, or that are now serving on the Board of Directors are eligible to be nominated as officers. (Amended 02/2015)

Article VIII – Voting

- Section 8.1

Only Regular members shall be eligible to vote on matters of the Association.

- Section 8.2

The Membership Chairperson shall determine the eligibility for voting on specific business matters and shall maintain a current list of eligible voters.

- Section 8.3

A quorum, except as otherwise provided by law, for a valid vote during a meeting, or business session called in accordance with this Constitution, shall be a simple majority of those eligible voters in attendance.

- Section 8.4
Voting for Officers and Directors will be by official NCAZO ballot only. The President will report the results to the Board of Directors. Final results will then be made available to the membership upon the completion of the election. (Amended 02/2012)

Article IX - Duties of Officers

- Section 9.1 - President
The President shall preside at all meetings of the Association and shall vote only in the case of a tie. The President shall appoint all chairpersons and committees not specifically provided for herein. He/She shall perform all other and such usual duties as performed by the President of the Association.
- Section 9.2 - First Vice President
The First Vice President shall act and perform the duties of the President during the latter's absence or disability and shall assist the President in the conduct of his/her office. A vacancy in the office of President shall be filled by the First Vice President. The First Vice President will ascend to the office of President at the next election. A vacancy in the office of First Vice President shall be filled by the 2nd Vice President.
- Section 9.3 - Second Vice President
The Second Vice President shall act and perform the duties of the First Vice President during the latter's absence or disability and shall assist the President and other officers in the conduct of his/her office. The Second Vice President shall also be an ex officio member of the Certification Committee. This position will be the liaison between the Certification Committee and the Board of Directors. To hold this office, one must have successfully passed the NCAZO Certification Course. A vacancy in the office of the Second Vice President shall be filled by a majority vote of the Board of Directors for the unexpired term.
- Section 9.4 - Treasurer
The Treasurer shall receive and disburse the funds of the Association in accordance with the provisions of this Constitution and the Bylaws of the Association. A vacancy in the office of the Treasurer shall be filled by a majority vote of the Board of Directors for the unexpired term. All checks, drafts or other orders for the payment of money issued in its name of the Association shall be signed by the Treasurer or such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depository or depositories as the Board of Directors shall direct. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.
- Section 9.5 Vacancy
A vacancy in the office of a director shall be filled by appointment by a vote of the majority of the remaining directors for the unexpired term if a qualified regular member is identified to fill the vacancy.

In the event a director position is vacant specifically in the Eastern, Central or Western district and a qualified regular member from that specific district cannot be identified to run for election or be appointed, a regular member from another district may run for that position or be appointed for that position at large; or that position can remain vacant until such time a qualified person from that district is identified to serve. If that director position is filled by a regular member from another district, that person may serve the full term if elected or the remainder of an unexpired term if appointed. (Amended 02/2015)

Article X - Term of Office

- Section 10.1 – President
The President shall hold office for only a one year term or until his/her successor takes office.
- Section 10.2 – Officers- Directors
The normal term of office for Officers shall be one (1) year commencing at the end of the annual meeting, with the exception of Treasurer whose terms of office shall be three (3) years. The normal term of the remaining six (6) Directors will be three (3) years.
- Section 10.3 – Removal of Officers-Directors
Any officer or director may be removed from office by the affirmative vote of two-thirds (2/3) of all those Board Members present in person at any regular or special meeting of the Board of Directors called for that purpose, for nonfeasance, malfeasance or misfeasance and for conduct detrimental to the interests of the Association. Any such director proposed to be removed shall be entitled to a least twenty (20) days notice in writing by mail of the meeting at which said removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Notice of such meeting and purpose must be sent to membership at least twenty (20) days before said meeting.
- Section 10.4
No officer or director shall be elected to more than two (2) consecutive full terms for any one office except for the office of President who would be limited to one (1) term, due to succession.

Article XI - Meetings

- Section 11.1 - General Meetings
Meetings may be called by the President providing the rules governing notice are conformed to. The Association shall hold an annual meeting and such other meetings as may be called by the President. All meetings of members shall be held at the principal office of the Association, or at such other place, either within or outside the State of North Carolina, as shall in each case be fixed by the President and designated in the notice of the meeting. In the case of an annual meeting or other general meeting, the notice of meeting need not include a description of the purpose or purposes for which the meeting is called unless such a description is required by the provisions of the North Carolina Nonprofit Corporation Act.
- Section 11.2 - Notice of General Meetings
Notice of all general meetings of the Association when posted, such notice shall be deemed to be effective when posted on website with post date, at least thirty (30) days prior to a meeting along with a list-serve notification of such actions instructing members to visit the website for full details.

Except in an emergency, when, with the approval of the Board of Directors, the President may call a meeting at shorter notice. All meetings of members shall be held at the principal office of the Association, or at such other place, either within or outside the State of North Carolina, as shall in each case be fixed by the President and designated in the notice of the meeting.
- Section 11.3 - Meetings of Board of Directors
Meetings of the Board of Directors shall be called either by the President or by a majority of the Board members. There shall be at least two meetings of the Board during the fiscal year of the Association.
- Section 11.4- Special Meetings
Special meetings of the Board of Directors may be called at any time by the President or the Board of Directors, and shall be called pursuant to, and held within twenty (20) days after, delivery to the Board of the written request. Such written request shall set forth the purpose or purposes for which the meeting is to be held.

Article XII - Quorum

- Section 12.1 - Board of Directors
A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 12.2 - Annual and Called Meetings
A simple majority of those eligible voters in attendance shall constitute a quorum for the transaction of business.

Article XIII - Parliamentary Authority

In all matters not covered by its' constitution, the Association shall be governed by Robert's Rules of Order.

Article XIV - Amendment

- Section 14.1
A proposal to amend the constitution of the Association shall be submitted in writing to the President and Secretary of the Association not less than sixty (60) days prior to the scheduled meeting at which the amendment is to be considered.
- Section 14.2
A copy of all proposals to amend the constitution shall be emailed to members at least thirty (30) days prior to the scheduled meeting.
- Section 14.3
Proposed amendments shall be voted upon by the membership in attendance at a regular or called meeting. Proposed amendment must receive a two third (2/3) majority of those voting.
- Section 14.4
Voting on amendment may be by ballot, raised hand, roll call or voice.

Article 15 – IDEMNIFICATION

- Section 15.1 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 Association shall indemnify any and all of its officers and directors against liability and litigation expense, including reasonable attorney's fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Association, and the Corporation shall pay all reasonable costs, expenses, and attorney's fees in connection with the enforcement of rights to indemnification provided herein. Such rights 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 these Bylaws. 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 that his conduct was in the best interests of the Association; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Association shall not indemnify an officer or director: (a) in connection with a proceeding by or on behalf of the Association in which the officer or director was adjudged liable to the Association; or (b) in connection with any other proceeding charging improper personal benefit to the officer or director, whether or not involving action in his official capacity, in which the officer or director is adjudged liable on the basis that personal benefit was improperly received by the officer or director. The Association shall indemnify an officer or director who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the officer or director was a party because of his official capacity, against reasonable expense actually incurred by the officer or director in connection with the proceeding.

The Association 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 Association in any other Association, partnership, joint venture, company, trust or other enterprise with respect to any liability or litigation expenses, including reasonable attorney's 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.

- Section 15.2 Advance Payment of Expenses

Expenses incurred by an officer, director, or agent in defending a civil or criminal action, suit or proceeding may be paid by the Association 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 Constitution or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association against such expenses.

Notwithstanding the provisions of the preceding paragraph, the Association 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 Section 13.1, unless it shall ultimately be determined that he is entitled to be indemnified by the Association 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.

- Section 15.3 Insurance

The Association shall have the power to purchase and maintain insurance on behalf any person who is or was a director, officer or agent of the Association or is or was serving at the request of the Association as director, officer, employee, trustee or agent of another nonprofit Association 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 Association would have the power to indemnify him against such liability.

